

IN THE UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION

In re:	§	Chapter 11
	§	
RHODIUM ENCORE LLC, <i>et al.</i> , ¹	§	Case No. 24-90448 (ARP)
	§	
Debtors.	§	(Jointly Administered)
	§	

**SCHEDULES OF ASSETS AND LIABILITIES FOR
RHODIUM ENCORE LLC CASE NO. 24-90448 (ARP)**

¹ The Debtors in these chapter 11 cases and the last four digits of their corporate identification numbers are as follows: Rhodium Encore LLC (3974), Jordan HPC LLC (3683), Rhodium JV LLC (5323), Rhodium 2.0 LLC (1013), Rhodium 10MW LLC (4142), Rhodium 30MW LLC (0263), Rhodium Enterprises, Inc. (6290), Rhodium Technologies LLC (3973), Rhodium Renewables LLC (0748), Air HPC LLC (0387), Rhodium Shared Services LLC (5868), Rhodium Ready Ventures LLC (8618), Rhodium Industries LLC (4771), Rhodium Encore Sub LLC (1064), Jordan HPC Sub LLC (0463), Rhodium 2.0 Sub LLC (5319), Rhodium 10MW Sub LLC (4386), and Rhodium Renewables Sub LLC (951). Debtors in these chapter 11 cases is 2617 Bissonnet Street, Suite 234, Houston, TX 77057.



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**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
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**GLOBAL NOTES AND STATEMENTS OF LIMITATION, METHODOLOGY, AND
DISCLAIMERS REGARDING THE DEBTORS’ SCHEDULES OF ASSETS AND
LIABILITIES AND STATEMENTS OF FINANCIAL AFFAIRS**

Rhodium Encore LLC and its debtor affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “Debtors” or the “Company”), with the assistance of their advisors, are filing their Schedules of Assets and Liabilities (collectively, the “Schedules”) and Statements of Financial Affairs (collectively, the “Statements” or “SOFAs” and, together with the Schedules, the “Schedules and Statements”) in the United States Bankruptcy Court for the Southern District of Texas (the “Bankruptcy Court”) pursuant to section 521 of title 11 of the United States Code (the “Bankruptcy Code”) and Rule 1007 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”).

These Global Notes and Statements of Limitations, Methodology, and Disclaimers Regarding the Debtors’ Schedules of Assets and Liabilities and Statements of Financial Affairs (collectively, the “Global Notes”) pertain to, are incorporated by reference in, and comprise an integral part of all of the Debtors’ Schedules and Statements. The Global Notes should be referred to, considered, and reviewed in connection with any review of the Schedules and Statements. These Global Notes are in addition to any specific notes contained in any individual Debtor’s Schedules and Statements (together with the Global Notes, the “Notes”).

The Schedules and Statements do not purport to represent financial statements prepared in accordance with Generally Accepted Accounting Principles in the United States (“GAAP”), nor are they intended to be fully reconciled with the financial statements of the Debtors. Additionally, the Schedules and Statements contain unaudited information that is subject to further review and

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potential adjustment and reflect the Debtors' commercially reasonable efforts to report the assets and liabilities of the Debtors.

The Schedules and Statements and Global Notes should not be relied upon for information relating to the current or future financial conditions, events, or performance of any of the Debtors.

The Debtors and their agents, attorneys, and financial advisors do not guarantee or warrant the accuracy or completeness of the data that is provided herein and shall not be liable for any loss or injury arising out of or caused in whole or in part by the acts, errors, or omissions, whether negligent or otherwise, in procuring, compiling, collecting, interpreting, reporting, communicating, or delivering the information contained herein. While commercially reasonable efforts have been made to provide accurate and complete information herein, inadvertent errors or omissions may exist. The Debtors and their agents, attorneys, and financial advisors expressly do not undertake any obligation to update, modify, revise, or re-categorize the information provided herein, or to notify any third party should the information be updated, modified, revised, or re-categorized. In no event shall the Debtors or their agents, attorneys, and financial advisors be liable to any third party for any direct, indirect, incidental, consequential, or special damages (including, but not limited to, damages arising from the disallowance of a potential claim against the Debtors or damages to business reputation, lost business, or lost profits), whether foreseeable or not and however caused, even if the Debtors or their agents, attorneys, and financial advisors are advised of the possibility of such damages.

The Schedules and Statements for the Debtors have been signed by Kevin Hays, who serves as the Debtors' Chief Financial Officer and is an authorized signatory of the Debtors. In reviewing and signing the Schedules and Statements, Mr. Hays has relied upon the efforts, statements, and representations of various personnel employed by the Debtors' and their advisors, including the management team. Mr. Hays has not (and could not have) personally verified the accuracy of each statement and representation contained in the Schedules and Statements, including statements and representations concerning amounts owed to creditors, classification of such amounts, and creditor addresses.

Global Notes and Overview of Methodology

- 1. Reservation of Rights.** Reasonable efforts have been made to prepare and file complete and accurate Schedules and Statements; however, inadvertent errors or omissions may exist. The Debtors reserve all rights to (i) amend or supplement the Schedules and Statements from time to time, in all respects, as may be necessary or appropriate, including, without limitation, the right to amend the Schedules and Statements with respect to the description or designation of any claim ("Claim") or the particular Debtor(s) against which the Claim is asserted; (ii) dispute or otherwise assert offsets or defenses to any Claim reflected in the Schedules and Statements as to amount, liability, priority, status, or classification; and (iii) designate subsequently any Claim as "disputed," "contingent," or "unliquidated," or (iv) object to the extent, validity, enforceability, priority, or avoidability of any Claim.

Any failure to designate a Claim in the Schedules and Statements as "disputed," "contingent," or "unliquidated" does not constitute an admission by the Debtors that such Claim or amount is not "disputed," "contingent," or "unliquidated," or that such Claim is

not subject to objection. The Debtors reserve all of their rights to dispute, or assert offsets or defenses to, any Claim reflected on their Schedules and Statements on any grounds, including, but not limited to, amount, liability, priority, status, or classification. Additionally, the Debtors expressly reserve all of their rights to designate such Claims as “disputed,” “contingent,” or “unliquidated” at a later date. Moreover, listing a Claim does not constitute an admission of liability by the Debtors against which the Claim is listed or against any of the Debtors. Furthermore, nothing contained in the Schedules and Statements or Notes shall constitute a waiver of rights with respect to the Debtors’ chapter 11 cases, including, without limitation, issues involving Claims, substantive consolidation, defenses, equitable subordination, and/or causes of action arising under chapter 5 of the Bankruptcy Code and any applicable non-bankruptcy laws to recover assets or avoid transfers.

Any specific reservation of rights contained elsewhere in the Global Notes does not limit in any respect the general reservation of rights contained in this paragraph 1.

The Debtors shall not be required to update the Schedules and Statements except as may be required by applicable law.

2. **Contingent Claim.** A claim that is dependent on the realization of some uncertain future event is a “contingent” claim.
3. **Unliquidated Claim.** A claim, or portion of a claim, for which a specific value could not be readily quantified by the Debtors using currently available information are scheduled as “unliquidated.”
4. **Disputed Claim.** A claim with respect to which the applicable Debtor and the claimant disagree as to the amount owed, whether any amount is owed, or the claim classification, is “disputed.”
5. **Description of the Case.** On August 24, 2024 (the “Petition Date 1”), Debtors Rhodium Encore LLC, Jordan HPC LLC, Rhodium JV LLC, Rhodium 2.0 LLC, Rhodium 10MW LLC, and Rhodium 30MW LLC (the “Initial Debtors”) each filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code in the Bankruptcy Court. On August 29, 2024 (the “Petition Date 2,” and together with “Petition Date 1,” the “Petition Dates”), additional affiliates of the Initial Debtors filed, in the Bankruptcy Court, voluntary petitions for chapter 11 relief—namely Debtors Rhodium Technologies LLC, Rhodium Enterprises Inc., Rhodium Renewables LLC, Rhodium Ready Ventures LLC, Rhodium Industries LLC, Rhodium Shared Services LLC, Rhodium Renewables Sub LLC, Rhodium 30MW Sub LLC, Rhodium Encore Sub LLC, Rhodium 10MW Sub LLC, Rhodium 2.0 Sub LLC, Air HPC LLC, and Jordan HPC Sub LLC (the “Additional Debtors”).

The Debtors’ chapter 11 cases are being jointly administered pursuant to Bankruptcy Rule 1015(b) and Rule 1015-1 of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of Texas.

The Debtors continue to operate their business and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No trustee or examiner has been appointed in these chapter 11 cases.

6. **Basis of Presentation.** For financial reporting purposes, the Debtors generally prepare consolidated financial statements, which include information for Rhodium Encore LLC and its Debtor and non-Debtor affiliates (with the exception of non-Debtor affiliate Imperium Investments Holdings LLC, which is not included in the consolidated financial statements). The Schedules and Statements are unaudited and reflect the Debtors' reasonable efforts to report certain financial information of the Debtors on an unconsolidated basis.

These Schedules and Statements do not purport to represent financial statements prepared in accordance with GAAP, nor are they intended to fully reconcile to the financial statements prepared by the Debtors. These Schedules and Statements reflect the assets and liabilities of each separate Debtor, except where otherwise indicated. The Debtors used reasonable efforts to attribute the assets and liabilities, certain required financial information, and various cash disbursements to each particular Debtor entity. Information contained in the Schedules and Statements has been derived from the Debtors' books and records and historical financial statements. For the purpose of the Schedules and Statements, the Debtors' cryptocurrency assets held on the Debtors' balance sheet as of close of business August 28, 2024 were converted using spot rates as of close of business August 28, 2024. The Debtors reserve all rights to supplement and amend the Schedules and Statements in this regard, including with respect to reallocation of assets or liabilities to any particular entity.

Given, among other things, the uncertainty surrounding the collection and ownership of certain assets and the valuation and nature of certain liabilities, to the extent that a Debtor's assets exceed its liabilities, this is not an admission that the Debtor was solvent as of the Petition Date 1 (with respect to the Initial Debtors) or Petition Date 2 (with respect to the Additional Debtors), or at any time prior to the Petition Date 1 (with respect to the Initial Debtors) or Petition Date 2 (with respect to the Additional Debtors). Likewise, to the extent a Debtor's liabilities exceed its assets, this is not an admission that the Debtor was insolvent as of the Petition Date 1 (with respect to the Initial Debtors) or Petition Date 2 (with respect to the Additional Debtors), or any time prior to the Petition Date 1 (with respect to the Initial Debtors) or Petition Date 2 (with respect to the Additional Debtors).

7. **"As Of" Information Date.** All asset information, and all liability information is reflected as of the close of business on August 31, 2024, with the exception of cash, cryptocurrencies, account receivables, secured debt, and trade debt, for which information is reflected as of the close of business on August 28, 2024. Further, all year-to-date 2024 revenue is reflected through August 28, 2024.

The Schedules and Statements reflect the Debtors' best effort to allocate the assets, liabilities, receipts, and expenses to the appropriate Debtor entity "as of" such dates. In certain instances, the Debtors may have used estimates or pro-rated amounts where actual data as of the aforementioned dates was not available.

8. **Accuracy.** The financial information disclosed herein was not prepared in accordance with federal or state securities laws or other applicable non-bankruptcy law or in lieu of complying with any periodic reporting requirements thereunder. Persons and entities trading in or otherwise purchasing, selling, or transferring the Claims against or equity interests in the Debtors should evaluate this financial information in light of the purposes for which it was prepared. The Debtors are not liable for and undertake no responsibility to indicate variations from securities laws or for any evaluations of the Debtors based on this financial information or any other information.
9. **Current Market Value and Net Book Value.** Unless otherwise indicated, the Schedules and Statements reflect net book values (“NBV”), rather than current market values, and may not reflect net realizable value. For this reason, amounts ultimately realized will vary, potentially materially, from NBV. Additionally, the amount of certain assets and liabilities may be undetermined, and, thus, ultimate assets and liabilities may differ materially from those stated in the Schedules and Statements. Values listed in these Schedules and Statements should not solely be used to determine the Debtors’ enterprise valuation.

Operating cash is presented as bank balances as of close of business on August 28, 2024. Certain other assets, such as investments in subsidiaries, are listed at undetermined amounts, as the net book values may differ materially from fair market values. Amounts ultimately realized may vary from net book value (or whatever value was ascribed) and such variance may be material. Accordingly, the Debtors reserve all of their rights to amend or adjust the value of each asset set forth herein. In addition, the amounts shown for total liabilities exclude items identified as unknown or undetermined and, thus, ultimate liabilities may differ materially from those stated in the Schedules and Statements.

The Debtors’ cryptocurrency assets held on the Debtors’ balance sheet as of close of business August 28, 2024 were converted using spot rates as of close of business August 28, 2024.

10. **Liabilities.** The Debtors have sought to allocate liabilities between the prepetition and postpetition periods based on the information and research conducted in connection with the preparation of the Schedules and Statements. As additional information becomes available and further research is conducted, the allocation of liabilities between the prepetition and postpetition periods may change. Accordingly, the Debtors reserve all of their rights to amend, supplement, or otherwise modify the Schedules and Statements, as is necessary or appropriate.

The liabilities listed on the Schedules do not reflect all possible Claims under section 503(b)(9) of the Bankruptcy Code. Accordingly, the Debtors reserve all of their rights to dispute or challenge the validity of any Claims asserted under section 503(b)(9) of the Bankruptcy Code or the characterization of the structure of any such transaction or any document or instrument related to any creditor’s Claim. Although there are multiple holders of debt under the Debtors’ prepetition funded indebtedness, only the administrative agent(s), indenture trustee(s), or similar representative(s), as applicable, have been listed in the Schedules.

- 11. Classification and Recharacterization.** Listing (i) a Claim on Schedule D as “secured,” (ii) a Claim on Schedule E/F as “priority,” (iii) a Claim on Schedule E/F as “unsecured,” or (iv) a contract or lease on Schedule G as “executory” or “unexpired,” does not constitute an admission by the Debtors of the legal rights of the claimant or a waiver of the Debtors’ rights to re-characterize or reclassify such Claims, contracts, or leases or to setoff such Claims. Notwithstanding the Debtors’ commercially reasonable efforts to characterize, classify, categorize, or designate properly certain Claims, assets, executory contracts, unexpired leases, and other items reported in the Schedules and Statements, the Debtors may nevertheless have improperly characterized, classified, categorized, designated, or omitted certain items due to the complexity and size of the Debtors’ business. Accordingly, the Debtors reserve all of their rights to re-characterize, reclassify, re-categorize, re-designate, add, or delete items reported in the Schedules and Statements at a later time as is necessary or appropriate as additional information becomes available, including, without limitation, whether contracts or leases listed herein were deemed executory or unexpired as of the Petition Date and remain executory and unexpired postpetition. Disclosure of information in one or more Schedules, one or more Statements, or one or more exhibits or attachments to the Schedule and Statements, even if incorrectly placed, shall be deemed to be disclosed in the correct Schedules, Statements, exhibits or attachments.

Moreover, nothing in the Schedules and Statements is, or shall be construed to be, an admission as to the determination of the legal status of any lease or financing arrangement (including whether any lease or financing arrangement is a true lease, a financing arrangement or a real property interest), and the Debtors reserve all rights with respect to such issues.

- 12. Excluded Assets and Liabilities.** The Debtors have excluded certain categories of assets, tax accruals, and liabilities from the Schedules and Statements, including, without limitation, accrued accounts payable. The Debtors have also excluded rejection damage Claims of counterparties to executory contracts and unexpired leases that may or may not be rejected, to the extent such damage Claims exist. In addition, certain immaterial assets and liabilities may have been excluded.
- 13. Bankruptcy Court Orders.** Pursuant to certain orders of the Bankruptcy Court entered in the Debtors’ chapter 11 cases, the Debtors were authorized (but not directed) to pay, among other things, certain prepetition claims of their employees, a taxing authority, a premium finance company, and certain other creditors (the “Prepetition Claims Order[s]”). Accordingly, these liabilities will have been or may be satisfied in accordance with such orders and therefore generally are not listed in the Schedules and Statements.
- 14. Zero Dollar Amounts.** Amounts listed as zero are either \$0, unliquidated, or undetermined.
- 15. Summary of Amounts and Claims Reporting Policies.** The following is a summary of significant reporting policies:
- Undetermined and Unknown Amounts. The description of an amount as “undetermined” or “unknown” is not intended to reflect upon the materiality of such amount.

- Totals. All totals that are included in the Schedules and Statements represent totals of all the known amounts included in the Schedules and Statements. To the extent there are unknown or undetermined amounts, the actual total may be different than the total listed.
- Paid Claims. The Debtors were authorized (but not directed) to pay certain outstanding prepetition claims pursuant to various Prepetition Claim Orders entered by the Bankruptcy Court. The Debtors reserve all of their rights to amend or supplement the Schedules and Statements or take other action as is necessary or appropriate to avoid overpayment of, or duplicate payments for, any such liabilities.
- Liens. Property and equipment listed in the Schedules and Statements are presented without consideration of any liens that may attach (or have attached) to such property and equipment.

16. Intellectual Property Rights. Exclusion of certain intellectual property should not be construed to be an admission that such intellectual property rights have been abandoned, have been terminated or otherwise have expired by their terms, or have been assigned or otherwise transferred pursuant to a sale, acquisition, or other transaction. Conversely, inclusion of certain intellectual property should not be construed to be an admission that such intellectual property rights have not been abandoned, have not been terminated or otherwise expired by their terms, or have not been assigned or otherwise transferred pursuant to a sale, acquisition, or other transaction. The Debtors have made every effort to attribute intellectual property to the rightful Debtor owner; however, in some instances, intellectual property owned by one Debtor may, in fact, be owned by another. Accordingly, the Debtors reserve all of their rights with respect to the legal status of any and all intellectual property rights.

17. Executory Contracts. Although diligent efforts have been made to reflect each Debtor's executory contracts on Schedule G accurately, inadvertent errors, omissions, or over-inclusions may have occurred. Certain information, such as the contact information of the counterparty, may not be included where such information could not be obtained using the Debtors' reasonable efforts. Listing a contract or agreement on Schedule G does not constitute an admission that such contract or agreement is an executory contract or that such contract or agreement was in effect on the Petition Date or is valid or enforceable. The Debtors do not make, and specifically disclaim, any representation or warranty as to the completeness or accuracy of the information set forth on Schedule G.

Although the Debtors made diligent attempts to attribute an executory contract to its rightful Debtor, in certain instances, the Debtors may have inadvertently failed to do so. Accordingly, the Debtors reserve all of their rights with respect to the named parties to any and all executory contracts, including the right to amend Schedule G.

The Debtors reserve all their rights, Claims, and causes of action with respect to the executory contracts, including the right to dispute or challenge the characterization of any contract on Schedule G as executory or the structure of any transaction or any document or instrument related to a creditor's Claim.

- 18. Leases.** The Debtors may enter into agreements titled as leases for equipment or other real property interests. The underlying lease agreements are set forth in the Schedules and Statements in Schedule G.

Although diligent efforts have been made to accurately reflect each Debtor's unexpired leases on Schedule G, inadvertent errors, omissions, or over-inclusions may have occurred. Certain information, such as the contact information of the counterparty, may not be included where such information could not be obtained using the Debtors' reasonable efforts. Listing a lease on Schedule G does not constitute an admission that such lease is a true unexpired lease or that such lease was in effect on the Petition Date or is valid or enforceable. The Debtors do not make, and specifically disclaim, any representation or warranty as to the completeness or accuracy of the information set forth on Schedule G.

Nothing in the Schedules and Statements is, or shall be construed to be, an admission as to the determination of the legal status of any lease (including whether any lease is a true lease, a financing arrangement or a real property interest), and the Debtors reserve all rights with respect to such issues.

- 19. Liens and Mechanic Liens.** Property and equipment listed in the Schedules and Statements are presented without consideration of any liens, including any asserted mechanics', materialmen, or similar liens that may attach (or have attached) to such property and equipment. Nothing in the Schedules and Statements is or should be construed as an admission as to the determination of the legal status of any liens, and the Debtors reserve all rights with respect to the same.
- 20. Owned Property and Equipment.** Unless otherwise indicated, owned property (including real property) and equipment are stated at net book value. The Debtors hereby reserve all of their rights to sell or lease any property. The Debtors reserve their rights to lease furniture, fixtures, and equipment from certain third party lessors.
- 21. Currency.** Unless otherwise indicated, all amounts are reflected in U.S. dollars.
- 22. Contingent Assets.** Prior to the relevant Petition Dates, each Debtor, as plaintiff, may have commenced various lawsuits in the ordinary course of its business against third parties seeking monetary damages. Each Debtor's Schedule A/B, Question 74 contains a listing of these actions, as applicable.
- 23. Litigation.** Certain litigation actions (collectively, the "Litigation Actions") reflected as Claims against a particular Debtor may relate to one or more of the Debtors. The Debtors made reasonable efforts to record accurately the Litigation Actions in the Schedules and Statements of the Debtor that is the party to the Litigation Action. The inclusion of any Litigation Action in the Schedules and Statements does not constitute an admission by the Debtors of liability, the validity of any Litigation Action, or the amount and treatment of any potential Claim that may result from any Litigation Action currently pending or that may arise in the future. As the Debtors continue to operate their business, additional Litigation Actions may arise as a result thereof. Accordingly, the Debtors reserve all rights

to amend, supplement, or otherwise modify the Schedules and Statements, as is necessary or appropriate.

- 24. Causes of Action.** Despite making commercially reasonable efforts to identify all known assets, the Debtors may not have listed all of their causes of action or potential causes of action against third parties as assets in the Schedules and Statements, including, without limitation, causes of actions arising under the provisions of chapter 5 of the Bankruptcy Code and any other relevant non-bankruptcy laws to recover assets or avoid transfers. The Debtors reserve all of their rights with respect to any cause of action (including avoidance actions), controversy, right of setoff, cross-claim, counterclaim, or recoupment and any Claim on contracts or for breaches of duties imposed by law or in equity, demand, right, action, lien, indemnity, guaranty, suit, obligation, liability, damage, judgment, account, defense, power, privilege, license, and franchise of any kind or character whatsoever, known, unknown, fixed or contingent, matured or unmatured, suspected or unsuspected, liquidated or unliquidated, disputed or undisputed, secured or unsecured, or assertable directly or derivatively, whether arising before, on, or after each of the Petition Dates, in contract or in tort, in law or in equity, or pursuant to any other theory of law (collectively, “Causes of Action”) they may have, and neither these Global Notes nor the Schedules and Statements shall be deemed a waiver of any Claims or Causes of Action or in any way prejudice or impair the assertion of such Claims or Causes of Action.
- 25. Intercompany Payables and Receivables.** Intercompany receivables and payables are set forth on Schedules A/B and E/F, respectively. The listing by the Debtors of any account between a Debtor and another affiliate, including between the Debtor and any disregarded or non-Debtor affiliate, is a statement of what appears in the Debtors’ books and records and does not reflect any admission or conclusion of the Debtors regarding the allowance, classification, characterization, validity, or priority of such account. The Debtors take no position in these Schedules and Statements as to whether such accounts would be allowed as a Claim or interest, or not allowed at all. The Debtors and all parties in interest reserve all rights with respect to such accounts. Further information regarding the Debtors’ intercompany transactions is set forth in the Debtors’ *Emergency Motion of Debtors for Entry of Interim and Final Orders (I) Authorizing the Debtors to (A) Continue Their Existing Cash Management System, (B) Honor Certain Pre-Petition Obligations Related Thereto, and (C) Continue to Perform Intercompany Transactions, (II) Granting Superpriority Administrative Expense Status to Post-Petition Intercompany Balances, and (III) Granting Related Relief* (Docket No. 36) (the “Cash Management Motion”).
- 26. Employee Claims.** The Bankruptcy Court entered a Prepetition Claim Order granting authority, but not requiring, the Debtors to pay certain prepetition employee expenses (Docket No. 179). With the exception of any prepetition severance and paid time off obligations that are still owing under the Debtors’ policies and applicable non-bankruptcy law, as applicable, the Debtors currently expect that prepetition employee Claims for wages, salaries, benefits, and other related obligations either have been paid (i) prior to the commencement of the Case by the Additional Debtors; or (ii) for the above-mentioned prepetition employee expenses, have been paid or will be paid in the ordinary course of business pursuant to the related Prepetition Claim Order. Accordingly, the Schedules and

Statements do not include such Claims. The Debtors have not listed their regular payroll disbursements and employee expense reimbursements in Question 3 for the Statements.

27. **Insiders.** The Debtors have attempted to include all payments made over the 12 months preceding the Petition Date to any party deemed an “insider.” For purposes of the Schedules and Statements, the Debtors defined “insiders” as such term is defined in section 101(31) of the Bankruptcy Code. Persons listed as “insiders” have been included for informational purposes only and the inclusion of them in the Schedules and Statements shall not constitute an admission that such persons are insiders for purposes of section 101(31) of the Bankruptcy Code. Moreover, the Debtors do not take any position with respect to: (i) any insider’s influence over the control of the Debtors; (ii) the management responsibilities or functions of any such insider; (iii) the decision-making or corporate authority of any such insider; or (iv) whether the Debtors or any such insider could successfully argue that he or she is not an “insider” under applicable law or with respect to any theories of liability or for any other purpose.
28. **Employee Addresses.** Current employee and director addresses have been reported as the Debtors’ business address throughout the Schedules and Statements, where applicable.
29. **Confidential or Sensitive Information.** There may be instances where certain information was not included or redacted due to the nature of an agreement between a Debtor and a third party, concerns about the confidential or commercially sensitive nature of certain information, or concerns for the privacy of an individual. Any alterations will be limited to only what is necessary to protect the Debtor or third party and will provide interested parties with sufficient information to discern the nature of the listing.
30. **Fiscal Year.** The Debtors operate on a calendar year basis. Unless otherwise indicated, all references to “annual,” “annually,” “year,” “years,” or an otherwise similar length of time are presumed to refer to a period of time in accordance with the Debtors’ fiscal year. Each Debtor’s fiscal year ends on December 31.
31. **Specific Notes.** These Global Notes are in addition to the specific notes set forth below and in the Schedules and Statements of the individual Debtor entities. The fact that the Debtors have prepared a Global Note with respect to a particular Schedule or Statement and not as to others does not reflect and should not be interpreted as a decision by the Debtors to exclude the applicability of such Global Note to any or all of the Debtors’ remaining Schedules or Statements, as appropriate. Disclosure of information in one Schedule, one Statement, or an exhibit or attachment to a Schedule or Statement, even if incorrectly placed, shall be deemed to be disclosed in the correct Schedule, Statement, exhibit, or attachment. In the event that the Schedules or Statements differ from any of the foregoing Global Notes, the Global Notes shall control.

Specific Disclosures with Respect to the Debtors' Schedules

The Schedules do not purport to represent financial statements prepared in accordance with GAAP, nor are they intended to be fully reconciled with the financial statements of the Debtors. Additionally, the Schedules contain unaudited information that is subject to further review and potential adjustment, and reflect the Debtors' reasonable best efforts to report the assets and liabilities of the Debtors. Moreover, given, among other things, the uncertainty surrounding the collection and ownership of certain assets and the valuation and nature of certain liabilities, to the extent that the Debtors show more assets than liabilities, this is not an admission that the Debtors were solvent as of the Petition Date 1 (with respect to the Initial Debtors) or the Petition 2 (with respect to the Additional Debtors), or at any time before the Petition Date 1 (with respect to the Initial Debtors) or the Petition 2 (the Additional Debtors). Likewise, to the extent the Debtors show more liabilities than assets, this is not an admission that the Debtors were insolvent as of the Petition Date 1 (with respect to the Initial Debtors) and Petition 2 (with respect to the Additional Debtors), or at any time before the Petition Date 1 (with respect to the Initial Debtors) or Petition 2 (with respect to the Additional Debtors). Values listed in these Schedules and Statements should not be used to determine the Debtors' enterprise valuation.

1. Schedule A/B, Part 1, Questions 2–4.

Cash and cash equivalents are as of August 28, 2024. For more information on the Debtors' cash management system, please refer to the Cash Management Motion.

2. Schedule A/B, Part 2, Question 7.

The Debtors are required to make deposits or prepayments from time to time with various vendors and other service providers in the ordinary course of business. The Debtors have exercised reasonable efforts to report the current value of any deposits or prepayments. The Debtors may have inadvertently omitted deposits or prepayments and conversely may have reported deposits or prepayments that are no longer outstanding. The Debtors reserve their rights, but are not required, to amend the Schedules and Statements if deposits or prepayments are incorrectly identified.

3. Schedule A/B, Part 2, Question 8.

Certain prepaid or amortized assets are listed in Part 2 in accordance with the Debtors' books and records. The amounts listed in Part 2 do not necessarily reflect assets that the Debtors will be able to collect or realize. The amounts listed in Part 2 include, among other things, utility deposits, insurance premiums, subscriptions, retainers for legal and other consulting services, and other prepayments.

4. Schedule A/B, Part 3, Question 11.

Intercompany receivables have been listed in Schedule A/B, Question 77.

5. Schedule A/B, Part 4, Question 14.

Ownership interests in subsidiaries and affiliates primarily arise from stock ownership or member interests. Unless otherwise listed in the Schedules, the Debtors' respective ownership interests in subsidiaries are listed in Schedule A/B, Part 4 as undetermined amounts because the fair market value of such interests is dependent on numerous variables and factors and may differ significantly from the NBV.

For more information concerning the Debtors' organizational structure, please refer to the organization chart annexed to the First Day Declaration and the discussion therein.

6. Schedule A/B, Part 4, Question 15.

Ownership interests in subsidiaries, partnerships, and joint ventures have been listed in Schedule A/B, Question 15 as undetermined amounts on account of the fact that the fair market value of such ownership is dependent on numerous variables and factors and may differ significantly from their NBV.

7. Schedule A/B, Part 7, Questions 38–45.

Where possible, the Debtors have provided the NBV on a property-by-property basis rather than current market values, which value may not reflect the net realizable value. For this reason, amounts ultimately realizable upon a sale will vary, potentially materially, from NBV, and the NBV listed shall not be construed as current or fair market value of such property.

8. Schedule A/B, Part 8, Questions 46–53.

Includes vehicles, miners, plumbing equipment, electrical equipment, transformers, and other equipment.

9. Schedule A/B, Part 9, Questions 55–58.

Where possible, the Debtors have provided the NBV on a property-by-property basis rather than current market values, which value may not reflect the net realizable value. For this reason, amounts ultimately realizable upon a sale will vary, potentially materially, from NBV, and the NBV listed shall not be construed as current or fair market value of such property. The Debtors considered both owned real property and ground leases to which the respective Debtor is a lessee in responding to Schedule A/B, Questions 55–58. In addition, the real property leases to which a Debtor is a lessee or lessor are listed in Schedule G. To the extent any interest in such leases is listed on Schedule G but not Schedule A/B, such interests are incorporated into Schedule A/B, Questions 55–58 by reference.

10. Schedule A/B, Part 10, Questions 60-69.

Assets set forth in Schedule A/B, Question 60 do not include any NBV.

With respect to assets set forth in Schedule A/B, Question 61, the Debtors have provided the NBV on a property-by-property basis rather than current market values, which value

may not reflect the net realizable value. For this reason, amounts ultimately realizable upon a sale will vary, potentially materially, from NBV, and the NBV listed shall not be construed as the current or fair market value of such property.

11. Schedule A/B, Part 11, Question 71–79.

With respect to Schedule A/B, Question 72, the Debtors' response is indicative of the gross non-tax effected net operating loss ("NOL") values as compared to the GAAP net deferred tax assets associated with such NOLs. The actual dollar impact of how these NOLs affect future taxable income is dependent upon, among other things, the timing, character, and amount of any future or previous years' (provided NOLs are allowed to be carried back) income to which they can be applied. Amounts also do not reflect the consideration of any valuation allowances recorded pursuant to GAAP, which have the effect of reducing associated deferred tax assets. Additionally, the NOLs listed in Schedule A/B, Question 72 reflect the amounts listed in the Debtors' books and records, may reflect NOLs accumulated for more than one tax year, and may be subject to expiration or limitations on usability now or in the future.

In response to Schedule A/B, Question 73, the Debtors have included a listing of their insurance policies. However, a determination as to the surrender or refund value of each of the insurance policies has not been made and, therefore, the balance is listed as undetermined.

Schedule A/B, Question 77 lists (i) intercompany receivables; (ii) certain cryptocurrencies; and (iii) other assets.

12. Schedule D.

Except as otherwise ordered by the Bankruptcy Court, the Debtors reserve their rights to dispute or challenge the validity, perfection, or immunity from avoidance of any lien, including mechanics' or similar liens, purported to be granted or perfected in any specific asset for the benefit of a secured creditor listed on a Debtor's Schedule D. Moreover, although the Debtors may have scheduled Claims of various creditors as secured Claims, the Debtors reserve all rights to dispute or challenge the secured nature of any such creditor's Claim or the characterization of any such transaction or any document or instrument (including without limitation, any intercompany agreement) related to such creditor's Claim. To that end, the Debtors take no position as to the extent or priority of any particular creditor's lien in the Schedules and Statements.

Under Schedule D, the Debtors included Claims arising from certain secured notes issued by Rhodium Encore LLC, Rhodium 2.0 LLC, and Rhodium Technologies LLC (collectively, the "Secured Notes"). For further details regarding these Secured Notes, please refer to the First Day Declaration. Nothing herein or in the Schedules or Statements is intended to be deemed an admission or allowance by the Debtors regarding the amount of any Claims arising from the Secured Notes.

The Debtors further reserve the right to challenge the secured status of any liability. Characterizing a liability as “secured” shall not constitute an admission as to the validity of any asserted lien or amount thereof.

Nothing herein or in the Schedules or Statements is intended to be deemed an admission of liability by the Debtors with respect to any ongoing or future litigation relating to the indebtedness listed on Schedule D.

The descriptions provided in Schedule D are intended only to be a summary. Reference to the applicable underlying documents is necessary for a complete description of the collateral and the nature, extent, and priority of any liens. Nothing in these Notes or the Schedules and Statements shall be deemed a modification or interpretation of the terms of such agreements.

Except as specifically stated herein, real property lessors, equipment lessors, utility companies, and other parties that may hold security deposits have not been listed on Schedule D. The Debtors have not included parties that may believe their Claims are secured through setoff rights or inchoate statutory lien rights, including certain parties from which the Debtors have received lien notices but whose notices the Debtors understand have not yet been filed or recorded. While reasonable efforts have been made, determination of the date upon which each Claim in Schedule D was incurred or arose may be unduly burdensome or cost prohibitive in some instances and, therefore, the Debtors may not list a date for each Claim listed on Schedule D.

The Debtors reserve all of their rights to amend or supplement Schedule D as necessary or appropriate.

For purposes of Schedule D, the Debtors have included the principal amounts outstanding. Amounts listed on Schedule D should not be used to determine the amount of an alleged secured claim or the value of the underlying collateral, which may be disputed.

13. Schedule E/F, Part 2.

The Debtors have exercised commercially reasonable efforts to list all liabilities on Schedule E/F of each applicable Debtor. As a result of the Debtors’ consolidated operations, however, the reader should review Schedule E/F for all Debtors in these cases for a more complete understanding of the unsecured debts of the Debtors.

Certain creditors listed on Schedule E/F may owe amounts to the Debtors, and, as such, the Debtors may have valid setoff and recoupment rights with respect to such amounts. The amounts listed on Schedule E/F may not reflect any such right of setoff or recoupment, and the Debtors reserve all rights to assert the same and to dispute and challenge any setoff and/or recoupment rights that may be asserted against the Debtors by a creditor.

Additionally, certain creditors may assert mechanics’, materialman’s, or other, similar liens against the Debtors for amounts listed on Schedule E/F. The Debtors reserve their rights to dispute and challenge the validity, perfection, and immunity from avoidance of any lien purported to be perfected by a creditor listed on Schedule E/F of any Debtor. In addition,

certain Claims listed on Schedule E/F (Part 2) may be entitled to priority under section 503(b)(9) of the Bankruptcy Code.

Schedule E/F also contains information regarding pending litigation involving the Debtors. In certain instances, the relevant Debtor that is the subject of the litigation is unclear or undetermined. To the extent that litigation involving a particular Debtor has been identified, however, such information is included on that Debtor's Schedule E/F. The amounts for these potential Claims are listed as undetermined and marked as contingent, unliquidated, and disputed in the Schedules.

The aggregate net intercompany payable amounts listed in Schedule E/F may or may not result in allowed or enforceable Claims by or against a given Debtor, and listing these payables is not an admission on the part of the Debtors that the intercompany Claims are enforceable or collectable. The intercompany payables also may be subject to recoupment, netting, or other adjustments made pursuant to intercompany policies and arrangements not reflected in the Schedules.

Additionally, Schedule E/F does not include potential rejection damage Claims, if any, of the counterparties to executory contracts and unexpired leases that have been, or may be, rejected.

14. Schedule G.

While the Debtors' existing books, records, and financial systems have been relied upon to identify and schedule executory contracts on each Debtor's Schedule G, and while the Debtors have devoted substantial internal and external resources to identifying and providing the requested information for as many executory contracts as possible and to ensuring the accuracy of Schedule G, inadvertent errors, omissions, or over-inclusions may have occurred. The Debtors do not make, and specifically disclaim, any representation or warranty as to the completeness or accuracy of the information set forth on Schedule G. The Debtors reserve all of their rights to dispute the validity, status, or enforceability of any contract, agreement, or lease set forth in Schedule G and to amend or supplement Schedule G as necessary. Certain contracts, agreements, and leases listed on Schedule G may have expired or may have been modified, amended, or supplemented from time to time by various amendments, restatements, waivers, estoppel certificates, letters, memoranda, and other documents, instruments, and agreements that may not be listed therein despite the Debtors' use of reasonable efforts to identify such documents. In addition, certain nondisclosure agreements and/or other confidential information may have been omitted. The Debtors reserve all of their rights with respect to such agreements. Further, unless otherwise specified on Schedule G, each executory contract or unexpired lease listed thereon shall be deemed to include all exhibits, schedules, riders, modifications, declarations, amendments, supplements, attachments, restatements, or other agreements made directly or indirectly by any agreement, instrument, or other document that in any manner affects such executory contract or unexpired lease, without respect to whether such agreement, instrument, or other document is listed thereon.

In some cases, the same supplier or provider appears multiple times on Schedule G. This multiple listing is intended to reflect distinct agreements between the applicable Debtor and such supplier or provider.

In the ordinary course of business, the Debtors may have issued numerous purchase orders for supplies, product, and related items, which, to the extent such purchase orders constitute executory contracts, are not listed individually on Schedule G. To the extent that goods were delivered under purchase orders prior to the Petition Date, vendors' Claims with respect to such delivered goods are included on Schedule E/F. Similarly, in the ordinary course of business, the Debtors may have issued numerous statements of work or similar documents for services, which, to the extent such statements of work or similar documents constitute executory contracts, are not listed individually on Schedule G. To the extent services were delivered under statements of work prior to the Petition Date, vendors' Claims with respect to such services are included on Schedule E/F.

As a general matter, certain of the Debtors' executory contracts and unexpired leases could be included in more than one category. In those instances, one category has been chosen to avoid duplication. Further, the designation of a category is not meant to be wholly inclusive or descriptive of the entirety of the rights or obligations represented by such contract.

Certain of the executory contracts and unexpired leases listed on Schedule G may contain certain renewal options, guarantees of payment, options to purchase, rights of first refusal, right to lease additional space, and other miscellaneous rights. Such rights, powers, duties, and obligations are not set forth separately on Schedule G. In addition, the Debtors may have entered into various other types of agreements in the ordinary course of their business, such as easements, rights of way, subordination, nondisturbance, and attornment agreements, supplemental agreements, amendments/letter agreements, title agreements, employment-related agreements, and confidentiality and non-disclosure agreements. Such documents may not be set forth in Schedule G.

The Debtors reserve all of their rights, Claims, and causes of action with respect to the contracts and agreements listed on Schedule G, including the right to dispute or challenge the characterization or the structure of any transaction, document, or instrument related to a creditor's Claim, to dispute the validity, status, or enforceability of any contract, agreement, or lease set forth in Schedule G, and to amend or supplement Schedule G as necessary. Inclusion of any agreement on Schedule G does not constitute an admission that such agreement is an executory contract or unexpired lease and the Debtors reserve all rights in that regard, including, without limitation, that any agreement is not executory, has expired pursuant to its terms, or was terminated prepetition.

In addition, certain of the agreements listed on Schedule G may be in the nature of conditional sales agreements or secured financings. The presence of a contract or agreement on Schedule G does not constitute an admission that such contract or agreement is an executory contract or unexpired lease. The Debtors reserve all of their rights, claims, and causes of action with respect to the contracts and agreements listed on Schedule G, including the right to dispute or challenge the characterization or the structure of any transaction, or any document or instrument (including, without limitation, any intercreditor

or intercompany agreement) related to a creditor's Claim. Certain of the contracts, agreements, and leases listed on Schedule G may have been entered into by more than one of the Debtors. Further, the specific Debtor obligor to certain of the executory contracts or unexpired leases could not be specifically ascertained in every circumstance. In such cases, the Debtors used their best efforts to determine the correct Debtor's Schedule G on which to list such executory contract or unexpired lease.

In the ordinary course of business, the Debtors have entered into numerous contracts or agreements, both written and oral, regarding the provision of certain services on a periodic basis. To the extent such contracts or agreements constitute executory contracts, these contracts and agreements may not be listed individually on Schedule G.

Certain of the executory contracts may not have been memorialized and could be subject to dispute; executory agreements that are oral in nature have not been included in Schedule G.

Certain of the executory contracts and unexpired leases listed in Schedule G may have been assigned to, assumed by, or otherwise transferred to certain of the Debtors. The Debtors used their best efforts to determine the correct Debtor's Schedule G on which to list such executory contract or unexpired lease.

The Debtors have included on Schedule G any insurance policies, the premiums for which have been prepaid. A description of the Debtors' insurance policies and insurance programs is included in the *Emergency Motion of Debtors for Entry of Interim and Final Orders (I) Authorizing Debtors to (A) Continue Insurance Programs, and (B) Pay Certain Obligations with Respect Thereto, and (II) Granting Related Relief* (Docket No. 34) (the "Insurance Motion") and the exhibits attached thereto.

15. Schedule H.

The Debtors may not have identified certain guarantees that are embedded in the Debtors' executory contracts, unexpired leases, debt instruments, and other agreements. Further, certain of the guarantees reflected on Schedule H may have expired or may no longer be enforceable. Thus, the Debtors reserve their rights to amend Schedule H to the extent that additional guarantees are identified or such guarantees are discovered to have expired or become unenforceable.

In the ordinary course of their business, the Debtors may be involved in pending or threatened litigation and claims arising out of certain ordinary course of business transactions. These matters may involve multiple plaintiffs and defendants, some or all of whom may assert cross-claims and counter-claims against other parties. Because such claims are contingent, disputed, and/or unliquidated, such claims have not been set forth

individually on Schedule H. However, some such claims may be listed elsewhere in the Schedules and Statements.

Specific Disclosures with Respect to the Debtors' Statements

1. SOFA Part 1, Question 1.

The Debtors have provided gross revenue figures for 2022, through August 28, 2024.

2. SOFA Part 2, Question 3.

All accounts payable disbursements listed in Statement Question 3 are made through the Debtors' cash management system, more fully described in the Cash Management Motion. Dates listed in Statement Questions 3 reflect the dates upon which the Debtor transferred funds to the relevant payee or disbursing agent. Certain disbursements may be excluded from Statement Question 3, such as disbursements to retained professionals (reported elsewhere).

3. SOFA Part 2, Question 4.

Includes payments to legal entities, including individuals and affiliates.

For purposes of the Schedules and Statements, the Debtors defined "insiders" as such term is defined in section 101(31) of the Bankruptcy Code. Persons listed as "insiders" have been included for informational purposes only and the inclusion of them in the Schedules and Statements shall not constitute an admission that such persons are insiders for purposes of section 101(31) of the Bankruptcy Code. Moreover, the Debtors do not take any position with respect to: (i) any insider's influence over the control of the Debtors; (ii) the management responsibilities or functions of any such insider; (iii) the decision-making or corporate authority of any such insider; or (iv) whether the Debtors or any such insider could successfully argue that he or she is not an "insider" under applicable law or with respect to any theories of liability or for any other purpose. Entities listed as "insiders" have been included for informational purposes and their inclusion shall not constitute an admission that those entities are insiders for purposes of section 101(31) of the Bankruptcy Code. As stated above, the listing of a party as an insider in the Schedules and Statements, is not intended to be, nor shall be, construed as a legal characterization or determination of such party as an actual insider and does not act as an admission of any fact, claim, right or defense, and all such rights, claims, and defenses are hereby expressly reserved.

Given the significant volume and ordinary course nature of these intercompany transactions, the Debtors may not have listed all intercompany transfers and transactions.

4. SOFA Part 2, Question 5.

The Debtors return products in the ordinary course due to defect, or if the product is not needed. The Debtors did not list any of these types of ordinary course returns in response to SOFA, Question 5.

5. SOFA Part 2, Question 6.

The Debtors may incur certain setoffs in the ordinary course of business, including postpetition setoffs. Setoffs in the ordinary course can result from various items including, but not limited to, intercompany transactions, pricing discrepancies, returns, warranties, coupons, refunds, and other disputes between the Debtors and their tenants and/or vendors. These routine setoffs are consistent with the ordinary course of business in the Debtors' industry, and, therefore, can be particularly voluminous, unduly burdensome, and costly for the Debtors to regularly document. Therefore, although such setoffs and other similar rights may have been accounted for when scheduling certain amounts, these ordinary course setoffs are not independently accounted for, and, as such, are excluded from the Schedules and Statements. Any setoff of a prepetition debt to be applied against the Debtors is subject to the automatic stay and must comply with section 553 of the Bankruptcy Code. The Debtors reserve all rights with respect thereto, including the right to amend the setoff amounts.

6. SOFA Part 3, Question 7.

Although the Debtors believe they were diligent in their efforts, certain lawsuits and proceedings may have been excluded inadvertently in the Debtors' response to SOFA, Question 7. Additionally, the Debtors may have causes of action against other parties that have not formally been commenced, and thus any such causes of action have not been included on SOFA, Question 7. The Debtors reserve all of their rights to amend or supplement their response to SOFA, Question 7.

The Debtors reserve all of their rights and defenses with respect to any and all listed lawsuits. The listing of such actions shall not constitute an admission by the Debtors of any liabilities or that the actions were correctly filed against the Debtors or any affiliates of the Debtors. The Debtors also reserve their rights to assert that neither the Debtors nor any affiliate of the Debtors is an appropriate party to such actions or proceedings.

In the event that the Debtors discover additional information pertaining to these legal actions identified in response to SOFA, Question 7, the Debtors will use reasonable efforts to supplement the Statements in light thereof and reserve all rights to do so.

The response to this question excludes normal-course state audit activities.

7. SOFA Part 6, Question 11.

All payments for services of any entities that provided consultation concerning debt counseling or restructuring services, relief under the Bankruptcy Code, or preparation of a petition in bankruptcy within one (1) year immediately prior to August 29, 2024 (i.e., the date where the Additional Debtors filed for chapter 11 protection) are listed on the applicable Debtors' response to SOFA, Question 11. Certain professionals provided services in addition to restructuring related services; payments for such services have been excluded in response to SOFA, Question 11, to the extent reasonably practicable. Additional information regarding the Debtors' retention of professional service firms is more fully described in the retention applications, to the extent applicable.

8. SOFA Part 6, Question 13.

The Debtors have included transfers to various parties for the sale of machinery, including miners, transformers, and other machinery. Additionally, the Debtors have included a transfer of transformers in exchange for the satisfaction of Secured Notes issued by Rhodium 2.0 LLC.

Certain employees and independent members of the board of directors are granted restricted stock units (“RSUs”) during the course of their employment or appointment to the board. Regarding employees, their RSUs vest through different schedules, subject to the stocks becoming liquid. With respect to independent members of the board of directors, their RSUs vest over the term of their one-year appointment. The RSUs are valued as of August 31, 2024 at \$0.

9. SOFA Part , Part 13, Question 26.

In regards to Question 26d, the Debtors provided financial statements in the ordinary course of business to certain parties for business, statutory, credit, financing and other reasons within two years prior to the Petition Date. Recipients have included financial institutions, auditors, vendors, government affiliated agencies, investors, and their legal and financial advisors. Financial statements have also been provided to other parties as requested.

Fill in this information to identify the case:

Debtor Name: In re : Rhodium Encore LLC
 United States Bankruptcy Court for the: Southern District of Texas
 Case number (if known): 24-90448 (ARP)

Check if this is an amended filing

Official Form 206Sum

Summary of Assets and Liabilities for Non-Individuals

12/15

Part 1: Summary of Assets

1. *Schedule A/B: Assets—Real and Personal Property* (Official Form 206A/B)

1a. **Real property:**

Copy line 88 from *Schedule A/B*

\$ 0.00

1b. **Total personal property:**

Copy line 91A from *Schedule A/B*

\$ 47,530,975.74

1c. **Total of all property:**

Copy line 92 from *Schedule A/B*

\$ 47,530,975.74

Part 2: Summary of Liabilities

2. *Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)

Copy the total dollar amount listed in Column A, *Amount of claim*, from line 3 of *Schedule D*

\$ 22,150,147.98

3. *Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)

3a. **Total claim amounts of priority unsecured claims:**

Copy the total claims from Part 1 from line 5a of *Schedule E/F*

\$ 0.00

3b. **Total amount of claims of nonpriority amount of unsecured claims:**

Copy the total of the amount of claims from Part 2 from line 5b of *Schedule E/F*

+ \$ 5,066,503.39

4. **Total liabilities**

Lines 2 + 3a + 3b

\$ 27,216,651.37

Fill in this information to identify the case:
Debtor Name: In re : Rhodium Encore LLC
United States Bankruptcy Court for the: Southern District of Texas
Case number (if known): 24-90448 (ARP)

Check if this is an amended filing

Official Form 206A/B

Schedule A/B: Assets - Real and Personal Property

12/15

Disclose all property, real and personal, which the debtor owns or in which the debtor has any other legal, equitable, or future interest. Include all property in which the debtor holds rights and powers exercisable for the debtor's own benefit. Also include assets and properties which have no book value, such as fully depreciated assets or assets that were not capitalized. In Schedule A/B, list any executory contracts or unexpired leases. Also list them on Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G).

Be as complete and accurate as possible. If more space is needed, attach a separate sheet to this form. At the top of any pages added, write the debtor's name and case number (if known). Also identify the form and line number to which the additional information applies. If an additional sheet is attached, include the amounts from the attachment in the total for the pertinent part.

For Part 1 through Part 11, list each asset under the appropriate category or attach separate supporting schedules, such as a fixed asset schedule or depreciation schedule, that gives the details for each asset in a particular category. List each asset only once. In valuing the debtor's interest, do not deduct the value of secured claims. See the instructions to understand the terms used in this form.

Part 1: Cash and cash equivalents

1. Does the debtor have any cash or cash equivalents?

- No. Go to Part 2.
- Yes. Fill in the information below.

All cash or cash equivalents owned or controlled by the debtor

Current value of debtor's interest

2. Cash on hand

2.1 None \$ _____

3. Checking, savings, money market, or financial brokerage accounts (Identify all)

Name of institution (bank or brokerage firm)	Type of account	Last 4 digits of account number		
3.1 Chase Bank	Operating	3974	\$	115,255.51
3.2 Vantage Bank	Operating	7590	\$	5,985.00

4. Other cash equivalents (Identify all)

4.1 None \$ _____

5. Total of Part 1

Add lines 2 through 4 (including amounts on any additional sheets). Copy the total to line 80.

\$ 121,240.51

Debtor: Rhodium Encore LLC
Name

Case number (if known): 24-90448

Part 2: Deposits and prepayments

6. Does the debtor have any deposits or prepayments?

- No. Go to Part 3.
- Yes. Fill in the information below.

Current value of debtor's interest

7. Deposits, including security deposits and utility deposits

Description, including name of holder of deposit

7.1 \$1m Bond for WUS case - Milam County District Clerk	\$	200,000.00
7.2 Electric Deposits - Whinstone US Inc	\$	1,224,000.00

8. Prepayments, including prepayments on executory contracts, leases, insurance, taxes, and rent

Description, including name of holder of prepayment

8.1 See Schedule A/B 8 Attachment	\$	357,049.01
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9. Total of Part 2.

Add lines 7 through 8. Copy the total to line 81.

\$ 1,781,049.01

Debtor: Rhodium Encore LLC
Name

Case number (if known): 24-90448

Part 3: Accounts receivable

10. Does the debtor have any accounts receivable?

- No. Go to Part 4.
- Yes. Fill in the information below.

Current value of debtor's interest

11. Accounts receivable

	Description	face amount	doubtful or uncollectible accounts	=.... →	\$
11a.	90 days old or less:	\$ _____	- \$ _____	→	\$ _____
11b.	Over 90 days old:	\$ _____	- \$ _____	→	\$ _____

12. Total of Part 3.

Current value on lines 11a + 11b = line 12. Copy the total to line 82.

\$ _____	0.00
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Debtor: Rhodium Encore LLC
Name

Case number (if known): 24-90448

Part 4: Investments

13. Does the debtor own any investments?

- No. Go to Part 5.
- Yes. Fill in the information below.

Valuation method used for current value	Current value of debtor's interest
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14. Mutual funds or publicly traded stocks not included in Part 1

Name of fund or stock:

_____ \$ _____

15. Non-publicly traded stock and interests in incorporated and unincorporated businesses, including any interest in an LLC, partnership, or joint venture

Name of entity: _____ % of ownership: _____

_____ \$ _____

16. Government bonds, corporate bonds, and other negotiable and non-negotiable instruments not included in Part 1

Describe:

_____ \$ _____

17. Total of Part 4.

Add lines 14 through 16. Copy the total to line 83.

\$ _____	0.00
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Debtor: Rhodium Encore LLC
Name

Case number (if known): 24-90448

Part 5: Inventory, excluding agriculture assets

18. Does the debtor own any inventory (excluding agriculture assets)?

- No. Go to Part 6.
- Yes. Fill in the information below.

General description	Date of the last physical inventory	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
19. Raw materials		\$		\$
20. Work in progress		\$		\$
21. Finished goods, including goods held for resale		\$		\$
22. Other inventory or supplies		\$		\$

23. Total of Part 5.

Add lines 19 through 22. Copy the total to line 84.

\$	0.00
----	------

24. Is any of the property listed in Part 5 perishable?

- No
- Yes

25. Has any of the property listed in Part 5 been purchased within 20 days before the bankruptcy was filed?

- No
- Yes. Description _____ Book value \$ _____ Valuation method _____ Current value \$ _____

26. Has any of the property listed in Part 5 been appraised by a professional within the last year?

- No
- Yes

Debtor: Rhodium Encore LLC
Name _____

Case number (if known): 24-90448

Part 6: Farming and fishing-related assets (other than titled motor vehicles and land)

27. Does the debtor own or lease any farming and fishing-related assets (other than titled motor vehicles and land)?

- No. Go to Part 7.
- Yes. Fill in the information below.

General description	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
28. Crops—either planted or harvested _____	\$ _____	_____	\$ _____
29. Farm animals <i>Examples:</i> Livestock, poultry, farm-raised fish _____	\$ _____	_____	\$ _____
30. Farm machinery and equipment (Other than titled motor vehicles) _____	\$ _____	_____	\$ _____
31. Farm and fishing supplies, chemicals, and feed _____	\$ _____	_____	\$ _____
32. Other farming and fishing-related property not already listed in Part 6 _____	\$ _____	_____	\$ _____

33. Total of Part 6.

Add lines 28 through 32. Copy the total to line 85.

\$ _____	0.00
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34. Is the debtor a member of an agricultural cooperative?

- No
- Yes. Is any of the debtor's property stored at the cooperative?
 - No
 - Yes

35. Has any of the property listed in Part 6 been purchased within 20 days before the bankruptcy was filed?

- No
- Yes. Description _____ Book value \$ _____ Valuation method _____ Current value \$ _____

36. Is a depreciation schedule available for any of the property listed in Part 6?

- No
- Yes

37. Has any of the property listed in Part 6 been appraised by a professional within the last year?

- No
- Yes

Debtor: Rhodium Encore LLC
Name

Case number (if known): 24-90448

Part 7: Office furniture, fixtures, and equipment; and collectibles

38. Does the debtor own or lease any office furniture, fixtures, equipment, or collectibles?

- No. Go to Part 8.
- Yes. Fill in the information below.

General description	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
39. Office furniture			
39.1 Furniture	\$ 5,885.54	Book Value	\$ 5,885.54
40. Office fixtures			
40.1 Fixtures	\$ 7,601.76	Book Value	\$ 7,601.76
41. Office equipment, including all computer equipment and communication systems equipment and software			
41.1 Computer Equipment	\$ 154,805.80	Book Value	\$ 154,805.80
41.2 Office Equipment	\$ 26,056.56	Book Value	\$ 26,056.56
41.3 Software Implementation	\$ 30,980.12	Book Value	\$ 30,980.12

42. **Collectibles** *Examples:* Antiques and figurines; paintings, prints, or other artwork; books, pictures, or other art objects; china and crystal; stamp, coin, or baseball card collections; other collections, memorabilia, or collectibles

42.1 None \$

43. **Total of Part 7.**

Add lines 39 through 42. Copy the total to line 86.

\$ 225,329.78

44. Is a depreciation schedule available for any of the property listed in Part 7?

- No
- Yes

45. Has any of the property listed in Part 7 been appraised by a professional within the last year?

- No
- Yes

Debtor: Rhodium Encore LLC
Name

Case number (if known): 24-90448

Part 8: Machinery, equipment, and vehicles

46. Does the debtor own or lease any machinery, equipment, or vehicles?

- No. Go to Part 9.
- Yes. Fill in the information below.

General description	Net book value of debtor's interest	Valuation method used for current value	Current value of debtor's interest
Include year, make, model, and identification numbers (i.e., VIN, HIN, or N-number)	(Where available)		

47. **Automobiles, vans, trucks, motorcycles, trailers, and titled farm vehicles**

47.1 See Schedule A/B 47 Attachment \$ 24,785.48 \$ 24,785.48

48. **Watercraft, trailers, motors, and related accessories** Examples: Boats, trailers, motors, floating homes, personal watercraft, and fishing vessels

48.1 None \$ \$

49. **Aircraft and accessories**

49.1 None \$ \$

50. **Other machinery, fixtures, and equipment (excluding farm machinery and equipment)**

50.1 See Schedule A/B 50 Attachment \$ 7,841,464.77 \$ 7,841,464.77

51. **Total of Part 8.**

Add lines 47 through 50. Copy the total to line 87.

\$ 7,866,250.25

52. **Is a depreciation schedule available for any of the property listed in Part 8?**

- No
- Yes

53. **Has any of the property listed in Part 8 been appraised by a professional within the last year?**

- No
- Yes

Debtor: Rhodium Encore LLC
Name

Case number (if known): 24-90448

Part 9: Real property

54. Does the debtor own or lease any real property?

- No. Go to Part 10.
- Yes. Fill in the information below.

55. Any building, other improved real estate, or land which the debtor owns or in which the debtor has an interest

Description and location of property <small>Include street address or other description such as Assessor Parcel Number (APN), and type of property (for example, acreage, factory, warehouse, apartment or office building), if available.</small>	Nature and extent of debtor's interest in property	Net book value of debtor's interest <small>(Where available)</small>	Valuation method used for current value	Current value of debtor's interest
55.1 _____	_____	\$ _____	_____	\$ _____

56. Total of Part 9.

Add the current value on lines 55.1 through 55.6 and entries from any additional sheets. Copy the total to line 88.

\$ _____	0.00
----------	------

57. Is a depreciation schedule available for any of the property listed in Part 9?

- No
- Yes

58. Has any of the property listed in Part 9 been appraised by a professional within the last year?

- No
- Yes

Debtor: Rhodium Encore LLC
Name

Case number (if known): 24-90448

Part 10: Intangibles and intellectual property

59. Does the debtor have any interests in intangibles or intellectual property?

- No. Go to Part 11.
- Yes. Fill in the information below.

General description	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
60. Patents, copyrights, trademarks, and trade secrets	\$ _____	_____	\$ _____
61. Internet domain names and websites	\$ _____	_____	\$ _____
62. Licenses, franchises, and royalties	\$ _____	_____	\$ _____
63. Customer lists, mailing lists, or other compilations	\$ _____	_____	\$ _____
64. Other intangibles, or intellectual property	\$ _____	_____	\$ _____
65. Goodwill	\$ _____	_____	\$ _____

66. Total of Part 10.

Add lines 60 through 65. Copy the total to line 89.

\$ _____	0.00
----------	------

67. Do your lists or records include personally identifiable information of customers (as defined in 11 U.S.C. §§ 101(41A) and 107)?

- No
- Yes

68. Is there an amortization or other similar schedule available for any of the property listed in Part 10?

- No
- Yes

69. Has any of the property listed in Part 10 been appraised by a professional within the last year?

- No
- Yes

Debtor: Rhodium Encore LLC
Name

Case number (if known): 24-90448

Part 11: All other assets

70. Does the debtor own any other assets that have not yet been reported on this form?
Include all interests in executory contracts and unexpired leases not previously reported on this form.
- No. Go to Part 12.
- Yes. Fill in the information below.

Current value of debtor's interest

71. Notes receivable

Description (include name of obligor)	Total face amount	doubtful or uncollectible accounts	
71.1 None	\$	- \$	=.... → \$

72. Tax refunds and unused net operating losses (NOLs)

Description (for example, federal, state, local)	—	Tax year	\$
72.1 None			

73. Interests in insurance policies or annuities

73.1 None \$

74. Causes of action against third parties (whether or not a lawsuit has been filed)

74.1 Whinstone US, Inc. v. Rhodium 30MW LLC, et al.		\$	Undetermined
Nature of claim	Breach of Contract and Declaratory Judgment		
Amount requested	\$	Undetermined	
74.2 Under review		\$	Undetermined
Nature of claim			
Amount requested	\$		

75. Other contingent and unliquidated claims or causes of action of every nature, including counterclaims of the debtor and rights to set off claims

75.1 Under review		\$	Undetermined
Nature of claim			
Amount requested	\$		

76. Trusts, equitable or future interests in property

76.1 None \$

77. Other property of any kind not already listed Examples: Season tickets, country club membership

77.1 See Schedule A/B 77 Attachment \$ 37,537,106.19

78. Total of Part 11.

Add lines 71 through 77. Copy the total to line 90.

\$ 37,537,106.19

Debtor: Rhodium Encore LLC

Case number (if known): 24-90448

Name

79. Has any of the property listed in Part 11 been appraised by a professional within the last year?

No

Yes

Debtor: Rhodium Encore LLC
Name

Case number (if known): 24-90448

Part 12: Summary

In Part 12 copy all of the totals from the earlier parts of the form.

Type of property	Current value of personal property	Current value of real property
80. Cash, cash equivalents, and financial assets. <i>Copy line 5, Part 1.</i>	\$ 121,240.51	
81. Deposits and prepayments. <i>Copy line 9, Part 2.</i>	\$ 1,781,049.01	
82. Accounts receivable. <i>Copy line 12, Part 3.</i>	\$ 0.00	
83. Investments. <i>Copy line 17, Part 4.</i>	\$ 0.00	
84. Inventory. <i>Copy line 23, Part 5.</i>	\$ 0.00	
85. Farming and fishing-related assets. <i>Copy line 33, Part 6.</i>	\$ 0.00	
86. Office furniture, fixtures, and equipment; and collectibles. <i>Copy line 43, Part 7.</i>	\$ 225,329.78	
87. Machinery, equipment, and vehicles. <i>Copy line 51, Part 8.</i>	\$ 7,866,250.25	
88. Real property. <i>Copy line 56, Part 9.....</i> →		\$ 0.00
89. Intangibles and intellectual property. <i>Copy line 66, Part 10.</i>	\$ 0.00	
90. All other assets. <i>Copy line 78, Part 11.</i>	\$ 37,537,106.19	
91. Total. Add lines 80 through 90 for each column.....91a.	\$ 47,530,975.74	\$ 0.00 + 91b.
92. Total of all property on Schedule A/B. Lines 91a + 91b = 92.		\$ 47,530,975.74

Fill in this information to identify the case:

Debtor Name: In re : Rhodium Encore LLC
 United States Bankruptcy Court for the: Southern District of Texas
 Case number (if known): 24-90448 (ARP)

Check if this is an amended filing

Official Form 206D

Schedule D: Creditors Who Have Claims Secured by Property

12/15

Be as complete and accurate as possible.

1. Do any creditors have claims secured by debtor's property?

- No. Check this box and submit page 1 of this form to the court with debtor's other schedules. Debtor has nothing else to report on this form.
- Yes. Fill in all of the information below.

Part 1: List Creditors Who Have Secured Claims

2. List in alphabetical order all creditors who have secured claims. If a creditor has more than one secured claim, list the creditor separately for each claim.

Column A
Amount of claim
 Do not deduct the value of collateral.

Column B
Value of collateral that supports this claim

2.1 Creditor's name

Describe debtor's property that is subject to a lien

See Schedule D Part 1 Attachment \$ 22,150,147.98 \$ Undetermined

Creditor's Name

Creditor's mailing address

Describe the lien

Notice Name

Street

Is the creditor an insider or related party?

- No
- Yes

City State ZIP Code

Is anyone else liable on this claim?

- No
- Yes. Fill out *Schedule H: Codebtors(Official Form 206H)*.

Country

Creditor's email address, if known

Date debt was incurred

Last 4 digits of account number

As of the petition filing date, the claim is:

- Check all that apply.
- Contingent
 - Unliquidated
 - Disputed

Do multiple creditors have an interest in the same property?

- No
- Yes. Have you already specified the relative priority?
 - No. Specify each creditor, including this creditor, and its relative priority.
 - Yes. The relative priority of creditors is specified on lines

3. Total of the dollar amounts from Part 1, Column A, including the amounts from the Additional Page, if any.

\$ 22,150,147.98

Part 2: List Others to Be Notified for a Debt Already Listed in Part 1

List in alphabetical order any others who must be notified for a debt already listed in Part 1. Examples of entities that may be listed are collection agencies, assignees of claims listed above, and attorneys for secured creditors.

If no others need to be notified for the debts listed in Part 1, do not fill out or submit this page. If additional pages are needed, copy this page.

Name and address	On which line in Part 1 did you enter the related creditor?	Last 4 digits of account number for this entity
Name _____	Line _____	_____
Notice Name _____		
Street _____		

City _____ State _____ ZIP Code _____		
Country _____		

Fill in this information to identify the case:

Debtor Name: In re : Rhodium Encore LLC

United States Bankruptcy Court for the: Southern District of Texas

Case number (if known): 24-90448 (ARP)

Check if this is an amended filing

Official Form 206E/F

Schedule E/F: Creditors Who Have Unsecured Claims

12/15

Be as complete and accurate as possible. Use Part 1 for creditors with PRIORITY unsecured claims and Part 2 for creditors with NONPRIORITY unsecured claims. List the other party to any executory contracts or unexpired leases that could result in a claim. Also list executory contracts on Schedule A/B: Assets - Real and Personal Property (Official Form 206A/B) and on Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G). Number the entries in Parts 1 and 2 in the boxes on the left. If more space is needed for Part 1 or Part 2, fill out and attach the Additional Page of that Part included in this form.

Part 1: List All Creditors with PRIORITY Unsecured Claims

1. Do any creditors have priority unsecured claims? (See 11 U.S.C. § 507).

- No. Go to Part 2.
- Yes. Go to Line 2.

2. List in alphabetical order all creditors who have unsecured claims that are entitled to priority in whole or in part. If the debtor has more than 3 creditors with priority unsecured claims, fill out and attach the Additional Page of Part 1.

Total claim	Priority amount
-------------	-----------------

2.1 Priority creditor's name and mailing address As of the petition filing date, the claim is: \$ _____ \$ _____

Check all that apply.

- Contingent
- Unliquidated
- Disputed

Creditor Name

Creditor's Notice name

Address

Basis for the claim:

City State ZIP Code

Country

Date or dates debt was incurred

Last 4 digits of account number

Is the claim subject to offset?

- No
- Yes

Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) ()

Part 2: List All Creditors with NONPRIORITY Unsecured Claims

3. List in alphabetical order all of the creditors with nonpriority unsecured claims. If the debtor has more than 6 creditors with nonpriority unsecured claims, fill out and attach the Additional Page of Part 2.

Amount of claim

3.1 Nonpriority creditor's name and mailing address

See Schedule E/F Part 2 Attachment

Creditor Name

Creditor's Notice name

Address

City State ZIP Code

Country

Date or dates debt was incurred

Last 4 digits of account number

As of the petition filing date, the claim is: \$ 5,066,503.39

Check all that apply.

Contingent

Unliquidated

Disputed

Basis for the claim:

Is the claim subject to offset?

No

Yes

Part 3: List Others to Be Notified About Unsecured Claims

4. List in alphabetical order any others who must be notified for claims listed in Parts 1 and 2. Examples of entities that may be listed are collection agencies, assignees of claims listed above, and attorneys for unsecured creditors. If no others need to be notified for the debts listed in Parts 1 and 2, do not fill out or submit this page. If additional pages are needed, copy the next page.

Name and mailing address	On which line in Part 1 or Part 2 is the related creditor (if any) listed?	Last 4 digits of account number, if any
Name _____ _____	Line <input type="checkbox"/> Not Listed.Explain	_____ _____
Notice Name _____	_____	_____
Street _____ _____ _____	_____	_____
City _____	_____	_____
Country _____	_____	_____

Part 4: Total Amounts of the Priority and Nonpriority Unsecured Claims

5. Add the amounts of priority and nonpriority unsecured claims.

		Total of claim amounts
5a. Total claims from Part 1	5a.	\$ <u>0.00</u>
5b. Total claims from Part 2	5b. +	\$ <u>5,066,503.39</u>
5c. Total of Parts 1 and 2 Lines 5a + 5b = 5c.	5c.	\$ <u>5,066,503.39</u>

Fill in this information to identify the case:

Debtor Name: In re : Rhodium Encore LLC
 United States Bankruptcy Court for the: Southern District of Texas
 Case number (if known): 24-90448 (ARP)

Check if this is an amended filing

Official Form 206G

Schedule G: Executory Contracts and Unexpired Leases

12/15

Be as complete and accurate as possible. If more space is needed, copy and attach the additional page, numbering the entries consecutively.

1. Does the debtor have any executory contracts or unexpired leases?

- No. Check this box and file this form with the court with the debtor's other schedules. There is nothing else to report on this form.
- Yes. Fill in all of the information below even if the contracts or leases are listed on *Schedule A/B: Assets - Real and Personal Property* (Official Form 206A/B).

<p>2. List all contracts and unexpired leases</p> <p>2.1 State what the contract or lease is for and the nature of the debtor's interest _____</p> <p>State the term remaining _____</p> <p>List the contract number of any government contract _____</p>	<p>State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease</p> <p>See Schedule G Attachment</p> <p>Name _____</p> <p>Notice Name _____</p> <p>Address _____</p> <p>_____</p> <p>_____</p> <p>City _____ State _____ ZIP Code _____</p> <p>Country _____</p>
---	---

Fill in this information to identify the case:
Debtor Name: In re : Rhodium Encore LLC
United States Bankruptcy Court for the: Southern District of Texas
Case number (if known): 24-90448 (ARP)

Check if this is an amended filing

Official Form 206H

Schedule H: Codebtors

12/15

Be as complete and accurate as possible. If more space is needed, copy the Additional Page, numbering the entries consecutively. Attach the Additional Page to this page.

1. Does the debtor have any codebtors?

- No. Check this box and submit this form to the court with the debtor's other schedules. Nothing else needs to be reported on this form.
- Yes

2. In Column 1, list as codebtors all of the people or entities who are also liable for any debts listed by the debtor in the schedules of creditors, Schedules D-G. Include all guarantors and co-obligors. In Column 2, identify the creditor to whom the debt is owed and each schedule on which the creditor is listed. If the codebtor is liable on a debt to more than one creditor, list each creditor separately in Column 2.

Column 1: Codebtor		Column 2: Creditor	
Name	Mailing address	Name	Check all schedules that apply:
2.1	_____ Street _____ _____ _____ City State ZIP Code _____ Country	_____ _____ _____	<input type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G

Fill in this information to identify the case:

Debtor Name: In re : Rhodium Encore LLC

United States Bankruptcy Court for the: Southern District of Texas

Case number (if known): 24-90448 (ARP)

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- Schedule A/B: Assets--Real and Personal Property* (Official Form 206A/B)
- Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- Schedule H: Codebtors* (Official Form 206H)
- Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- Amended Schedule _____
- Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- Other document that requires a declaration _____

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 10/11/2024
MM / DD / YYYY

/ s / Kevin Hays

Signature of individual signing on behalf of debtor

Kevin Hays

Printed name
Chief Financial Officer

Position or relationship to debtor

In re: Rhodium Encore LLC

Case No. 24-90448

Schedule A/B 8

Prepayments

Description	Name of holder of prepayment	Current value of debtor's interest
Acrobat Suite Annual subscription	Adobe	\$879.50
Annual IT Security Tool Subscription	SecureW2	\$2,146.96
Annual Subscription	Applied Technology (AutoDesk ATG USA)	\$1,378.85
Annual Subscription	DocuSign	\$722.89
Annual Workers Comp Premium	AF Group	\$2,495.47
Annually Enterprise Open Path subscription	CDW Direct LLC	\$426.40
Asana annual enterprise license fee	Asana	\$2,819.46
Astellra Pro Rhodium Enterprises, Inc. - 300 Stakeholders	Equinity Trust Company, LLC	\$1,458.33
Auto Insurance Annual Premium	Assured Partners	\$278.83
Consulting: MongoDB Flex Consulting Unit	MongoDB, Inc.	\$93.02
Crowdstrike Licensing Purchase 1 yr	CDW Direct LLC	\$1,875.06
Crypto Software 4/29/24-4/28/25	Quickbase	\$1,176.70
D&O Insurance Coverage	Northeast Series of Lockton Companies	\$33,722.22
Equiniti annual administration fee	Equinity Trust Company, LLC	\$407.76
Essentials Plan, IVR Hotline USD Billing	Whisppli	\$113.64
Essentials: Annual Subscription	StrongDM, Inc	\$1,205.07
Financial Advisor Services Retainer	B. Riley Securities, Inc.	\$25,252.53
For the agreed upon initial payment of \$35,000 for the preparation of the 2023 federal and state income tax returns contemplated in Exhibit A of the Tax Compliance Engagement Letter.	Blockchain Tax Partners	\$5,000.00
Initial Retainer for property tax consulting	Myers Shaw	\$2,272.73
Legal retainer related to capital raise transaction	Stoel Rives LLP	\$39.74
"New Case Matter"	Quinn Emanuel Urquhart & Sullivan LLP	\$35,987.11
NX91110 Mach 1 Design Annual Maintenance	Prolim Corp	\$577.89
Off hours mining monitor - \$3,333 per month	Peregrine Prime Inc	\$1,515.00
Okta IT Security Services Annual Term	Okta, Inc.	\$1,328.60
Palo Alto License Purchase 1 yr	CDW Direct LLC	\$1,360.27
Policy #APP#24261405B Renew policy	Assured Partners	\$2,448.86
Policy #APP#24261405B Renew policy - General Liability	Assured Partners	\$1,281.16
Policy #MKLM2IM00002260 Renewal - Equipment	Assured Partners	\$303.96
Policy #MKLM2IM0002260 modification (125mw)	Assured Partners	\$1,301.93
Queue Annual subscriptions	Queue Associates Inc.	\$6,490.00
Queue Telephone support plan	Queue Associates Inc.	\$1,180.00
Renewal of computer equipment insurance policy (Installment Pymts) (11/17/23-11/17/24)	Assured Partners/PFS Policy/First Insurance	\$26,025.54
Retainer	Lehotsky Keller Cohn LLP	\$22,222.22

In re: Rhodium Encore LLC**Case No. 24-90448**

Schedule A/B 8

Prepayments

Description	Name of holder of prepayment	Current value of debtor's interest
Retainer for legal services	Christiaan Best	\$3,787.88
Retainer for Midas Green Litigation	HKA Global LLC	\$1,162.79
Retainer re: Engagement of Province (Financial Corporate Advisory Services)	Province, LLC	\$16,650.44
Whinstone litigation - arbitrator's second deposit	American Arbitration Association	\$9,660.00
Whinstone litigation services (Monthly Retainer)	Stris and Maher LLP	\$100,000.20
Whinstone Retainer	LEHOTSKY KELLER COHN LLP	\$40,000.00
	TOTAL:	\$357,049.01

In re: Rhodium Encore LLC

Case No. 24-90448

Schedule A/B 47

Automobiles, vans, trucks, motorcycles, trailers, and titled farm vehicles

Year	Make	Model	Identification Number (i.e. VIN, HIN or N- number)	Location	Net book value of debtor's interest (where available)	Valuation method used for current value	Current value of debtor's interest
2017	350 Work Truck Long - Ford	F350	1FT8W3BT0HEF15170		\$3,297.73	Book Value	\$3,297.73
2019	40 Foot Tilt Gooseneck - NWT	Trailer	7HYGF4025KH001021		\$1,842.79	Book Value	\$1,842.79
2020	Electric Forklift - Toyota	8FBCU25	82436		\$5,498.26	Book Value	\$5,498.26
2021	Gooseneck - EBY	DO14K TRL	4A2MB2521M1020910		\$1,830.43	Book Value	\$1,830.43
2021	HD8 6 seat buggy - CanAm	Defender	3JBUBAN40MK002233		\$2,117.89	Book Value	\$2,117.89
2021	HD8 6 seat buggy - CanAm	Defender	3JBUBAN40MK002233		\$2,117.89	Book Value	\$2,117.89
2021	HD8 6 seat buggy - CanAm	Defender	3JBUBAN40MK002233		\$2,117.89	Book Value	\$2,117.89
2022	LS,CR,7.10X24 Yr:2022	N/A	3EVBC2429N1103061		\$2,397.45	Book Value	\$2,397.45
N/A	Global Industrial™ Self Dumping Forklift Hopper, 3 Cu. Yd., 7000 Lbs, Gray - Global Industrial		Item # 238411GY		\$985.30	Book Value	\$985.30
N/A	Vehicles - Midway Tire		LXMG562738		\$1,431.15	Book Value	\$1,431.15
N/A	Vehicles (125MW)	N/A	N/A		\$1,148.70	Book Value	\$1,148.70
TOTAL:					\$24,785.48	TOTAL:	\$24,785.48

In re: Rhodium Encore LLC**Case No. 24-90448**

Schedule A/B 50

Other machinery, fixtures, and equipment

Description	Net book value of debtor's interest (where available)	Valuation method used for current value	Current value of debtor's interest
Bitcool	\$1,143,272.39	Book Value	\$1,143,272.39
Drycool	\$889,497.23	Book Value	\$889,497.23
Electrical Equipment	\$3,754,818.95	Book Value	\$3,754,818.95
Miners	\$54,511.15	Book Value	\$54,511.15
Plumbing Equipment	\$784,526.87	Book Value	\$784,526.87
Racks and Tanks	\$844,687.80	Book Value	\$844,687.80
Transformer	\$370,150.38	Book Value	\$370,150.38
TOTAL:	\$7,841,464.77	TOTAL:	\$7,841,464.77

In re: Rhodium Encore LLC**Case No. 24-90448**

Schedule A/B 77

Other property of any kind not already listed

Other property of any kind not already listed	Current value of debtor's interest
BTC Quantity	\$222,045.77
ETH Quantity	\$502.87
Intercompany Receivables - Rhodium 2.0 LLC	\$1,500.64
Intercompany Receivables - Rhodium Enterprises, Inc	\$66,096.88
Intercompany Receivables - Rhodium Renewables LLC	\$7,612,931.84
Intercompany Receivables - Rhodium Shared Services LLC	\$8,049,125.29
Intercompany Receivables - Rhodium Technologies LLC	\$21,463,161.91
Secure Digital Markets (SDM) Receivables	\$120,765.21
USDC Quantity	\$975.78
TOTAL:	\$37,537,106.19

In re: Rhodium Encore LLC
 Case No. 24-90448
 Schedule D, Part 1
 Creditors Who Have Claims Secured by Property

Line	Creditor's Name	Address 1	City	State	Zip	Date incurred	Multiple creditors (Y/N)	If multiple creditors, specify each creditor, including this creditor, and its relative priority.	Describe debtor's property that is subject to a lien	Describe the lien	Insider/related party (Y/N)	Codebtor (Y/N)	Contingent	Unliquidated	Disputed	Amount of claim Do not deduct the value of collateral.	Value of collateral that supports this claim
2.1	345 Partners Spv2 Llc	Address on file				2/4/2021	Y	Pari Passu	Blanket Lien	Secured Promissory Note	N	N				\$174,961.64	Undetermined
2.2	GR Fairbairn Family Trust	Address on file				2/5/2021	Y	Pari Passu	Blanket Lien	Secured Promissory Note	N	N				\$699,846.58	Undetermined
2.3	Grant Fairbairn Revocable Trust	Address on file				2/4/2021	Y	Pari Passu	Blanket Lien	Secured Promissory Note	N	N				\$699,846.58	Undetermined
2.4	GRF Tiger Trust	Address on file				2/5/2021	Y	Pari Passu	Blanket Lien	Secured Promissory Note	N	N				\$699,846.58	Undetermined
2.5	Jacob Rubin	Address on file				2/3/2021	Y	Pari Passu	Blanket Lien	Secured Promissory Note	N	N				\$139,969.32	Undetermined
2.6	Jerald M Weintraub/Jerald and Melody Howe Weintraub Revocable Living Trust DTD 02/05/98, as amended	Address on file				2/4/2021	Y	Pari Passu	Blanket Lien	Secured Promissory Note	N	N				\$1,399,693.15	Undetermined
2.7	Kintz Family Trust	Address on file				2/3/2021	Y	Pari Passu	Blanket Lien	Secured Promissory Note	N	N				\$139,969.32	Undetermined
2.8	Moore Revocable Trust dated July 31, 2014	Address on file				2/4/2021	Y	Pari Passu	Blanket Lien	Secured Promissory Note	N	N				\$69,984.66	Undetermined
2.9	NC Fairbairn Family Trust	Address on file				2/5/2021	Y	Pari Passu	Blanket Lien	Secured Promissory Note	N	N				\$699,846.58	Undetermined
2.10	NCF Eagle Trust	Address on file				2/5/2021	Y	Pari Passu	Blanket Lien	Secured Promissory Note	N	N				\$699,846.58	Undetermined
2.11	Nina Claire Fairbairn Revocable Trust	Address on file				2/4/2021	Y	Pari Passu	Blanket Lien	Secured Promissory Note	N	N				\$699,850.41	Undetermined
2.12	Richard Fullerton	Address on file				2/6/2021	Y	Pari Passu	Blanket Lien	Secured Promissory Note	N	N				\$2,099,539.73	Undetermined
2.13	Transcend Partners Legend Fund LLC	Address on file				2/4/2021	Y	Pari Passu	Blanket Lien	Secured Promissory Note	N	N				\$1,749,616.44	Undetermined
2.14	Valley High LP	Address on file				2/4/2021	Y	Pari Passu	Blanket Lien	Secured Promissory Note	N	N				\$11,547,468.49	Undetermined
2.15	Wilkins-Duignan 2009 Revocable Trust	PO Box 7278	Berkeley	CA	94707	2/3/2021	Y	Pari Passu	Blanket Lien	Secured Promissory Note	N	N				\$629,861.92	Undetermined
TOTAL:																\$22,150,147.98	Undetermined

In re: Rhodium Encore LLC

Case No. 24-90448

Schedule E/F, Part 2

Creditors Who Have NONPRIORITY Unsecured Claims

Line	Nonpriority Creditor's Name	Address 1	Address 2	City	State	Zip	Date incurred	Basis for claim	Subject to offset (Y/N)	Contingent	Unliquidated	Disputed	Amount of claim
3.1	Brandon and Clark, Inc.	3623 Interstate		Lubbock	TX	79404		Trade Debt	N				\$3,924.94
3.2	Jordan HPC LLC	2617 Bissonnet Street	Suite 234	Houston	TX	77005		Intercompany Payables	N				\$12,782.57
3.3	Kirkland & Ellis LLP	Matthew Pacey	609 Main Street	Houston	TX	77002		Professional Fees	N				\$4,309,979.47
3.4	Midas Green Technologies	11525 Stonehollow Dr.	Ste. A-150	Austin	TX	78758		Litigation Claims	N	X	X	X	\$0.00
3.5	Rhodium 10MW LLC	2617 Bissonnet Street	Suite 234	Houston	TX	77005		Intercompany Payables	N				\$722,780.00
3.6	Rhodium 30MW LLC	2617 Bissonnet Street	Suite 234	Houston	TX	77005		Intercompany Payables	N				\$17,036.41
TOTAL:												\$5,066,503.39	

In re: Rhodium Encore LLC
Case No. 24-90448
Schedule G
Executory Contracts and Unexpired Leases

Line	Name of other parties with whom the debtor has an executory contract or unexpired lease	Address 1	Address 2	City	State	Zip	Country	State what the contract or lease is for and the nature of the debtor's interest	State the term remaining, in days	List the contract number of any government contract
2.1	ERS Capital LLC	17148 MILL RISE WAY		LOS GATOS	CA	95030		Non-Disclosure Agreement	9 Months	
2.2	Secure Digital Markets	445 Adelaide St W		Toronto	ON	L5H 4M3	Canada	Electronic Trading Agreement	N/A	
2.3	Secure Digital Markets	445 Adelaide St W		Toronto	ON	L5H 4M3	Canada	BTC Agreement	N/A	
2.4	Stris & Maher LLP	777 S Figueroa St	Ste 3850	Los Angeles	CA	90017		Engagement Letter	N/A	
2.5	Whinstone US, Inc.	2721 Charles Martin Hall Road		Rockdale	TX	76567		Hosting Service Agreement	N/A	
2.6	Whinstone US, Inc.	2721 Charles Martin Hall Road		Rockdale	TX	76567		Hosting Service Agreement	N/A	
2.7	Whinstone US, Inc.	2721 Charles Martin Hall Road		Rockdale	TX	76567		Hosting Service Agreement	N/A	
2.8	Whinstone US, Inc.	2721 Charles Martin Hall Road		Rockdale	TX	76567		Hosting Service Agreement	N/A	
2.9	Whinstone US, Inc.	2721 Charles Martin Hall Road		Rockdale	TX	76567		Hosting Service Agreement	N/A	
2.10	Whinstone US, Inc.	2721 Charles Martin Hall Road		Rockdale	TX	76567		Water Supply Services Agreement	N/A	
2.11	Whinstone US, Inc.	2721 Charles Martin Hall Road		Rockdale	TX	76567		Extension to Hosting Agreement	89 Months	
2.12	Whinstone US, Inc.	2721 Charles Martin Hall Road		Rockdale	TX	76567		Extension to Hosting Agreement	N/A	
2.13	Whinstone US, Inc.	2721 Charles Martin Hall Road		Rockdale	TX	76567		Extension to Hosting Agreement	N/A	
2.14	Whinstone US, Inc.	2721 Charles Martin Hall Road		Rockdale	TX	76567		Extension to Hosting Agreement	N/A	
2.15	Whinstone US, Inc.	2721 Charles Martin Hall Road		Rockdale	TX	76567		Extension to Hosting Agreement	N/A	