

ENTERED

October 15, 2024

Nathan Ochsner, Clerk

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

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

**ORDER AUTHORIZING THE RETENTION AND EMPLOYMENT
 OF BARNES & THORNBURG LLP AS SPECIAL COUNSEL
EFFECTIVE AS OF THE PETITION DATE
 (Relates to ECF No. 184)**

Upon the application (the “Application”)² of Rhodium Encore LLC and its debtor affiliates, as debtors and debtors in possession (collectively, the “Debtors”) for entry of an order (this “Order”) authorizing the Debtors to retain and employ Barnes & Thornburg LLP (“B&T”) as counsel to the Special Committee (the “Special Committee”) of the Board of Directors of Debtor Rhodium Enterprises Inc., effective as of the Petition Date, pursuant to sections 327(e) and 330 of title 11 of the United States Code (the “Bankruptcy Code”), rules 2014(a) and 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), rules 2014-1 and 2016-1 of the Local Bankruptcy Rules for the Southern District of Texas (the “Local Rules”), and paragraph 47 of the Procedures for Complex Cases in the Southern District of Texas; and the Court having reviewed

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 (3827), Rhodium 30MW Sub LLC (4386), and Rhodium Renewables Sub LLC (9511). The mailing and service address of the Debtors in these chapter 11 cases is 2617 Bissonnet Street, Suite 234, Houston, TX 77005.

² Capitalized terms used but not defined herein shall have the meanings ascribed to such terms in the Application.



the Application, the Declaration of Trace Schmeltz, a partner of B&T (the “Schmeltz Declaration”), and the Declaration of David Eaton, a member of the Special Committee (the “Eaton Declaration”); and this Court having jurisdiction over this matter pursuant to 28 U.S.C. § 1334; and the Court having found that the Application is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and the Court being able to issue a final order consistent with Article III of the United States Constitution; and venue of this proceeding being proper pursuant to 28 U.S.C. §§ 1408 and 1409; and the Court having found based on the representations made in the Application and in the Schmeltz Declaration that B&T does not hold or represent an interest adverse to the Debtors or their estates with respect to the matters on which B&T is to be employed, as required by section 327(e) of the Bankruptcy Code; and the Court having found that the relief requested in the Application is in the best interests of the Debtors’ estates; and the Court having found that the Debtors provided adequate and appropriate notice of the Application under the circumstances and that no other or further notice is required; and the Court having determined that the legal and factual bases set forth in the Application establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, it is hereby ORDERED that:

1. The Application is GRANTED.
2. The Special Committee is authorized to retain B&T as its counsel effective as of the Petition Date, and B&T is authorized to provide the Special Committee with the professional services described in the Application and the Engagement Letter, in accordance with the terms and conditions set forth in the Application and the Engagement Letter.
3. B&T shall apply for compensation earned for professional services rendered and reimbursement of expenses incurred in connection with its services as counsel to the Special Committee in compliance with sections 330 and 331 of the Bankruptcy Code and the applicable

provisions of the Bankruptcy Rules, the Local Rules, and any other applicable procedures and orders of the Court. For billing purposes, B&T shall keep its time in one-tenth (1/10) hour increments. B&T shall use reasonable efforts to avoid any duplication of services provided by any of the Debtors' other professionals. B&T shall also make a reasonable effort to comply with any requests for information and additional disclosures by the U.S. Trustee, both in connection with the Application and all applications for compensation and reimbursement of expenses filed by B&T in these chapter 11 cases.

4. B&T shall review its files periodically during the pendency of these chapter 11 cases to ensure that no conflicts or other disqualifying circumstances exist or arise. If any new relevant facts or connections are discovered or arise, B&T will use reasonable efforts to identify such further facts or connections and will promptly file a supplemental declaration, as required by Bankruptcy Rule 2014(a).

5. The Debtors and B&T are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Application.


6. To the extent there is any inconsistency between the Applications, the Declarations, and this Order, the provisions of this Order shall govern.

7. Notice of the Application as provided therein is deemed to be good and sufficient notice of the Application, and the requirements of the Local Rules are satisfied by the contents of the Application.

8. The terms of this Order shall be immediately effective and enforceable upon its entry.

9. This Court retains jurisdiction with respect to all matters arising from or relating to the implementation, interpretation, and enforcement of this Order.

Signed: October 15, 2024


Alfredo R Pérez
United States Bankruptcy Judge