

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

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

**APPLICATION OF THE OFFICIAL COMMITTEE OF  
UNSECURED CREDITORS FOR ENTRY OF AN ORDER AUTHORIZING THE  
RETENTION OF GENESIS CREDIT PARTNERS LLC AS  
FINANCIAL ADVISOR, EFFECTIVE NOVEMBER 23, 2024**

The Official Committee of Unsecured Creditors (the “Committee”) appointed in the chapter 11 cases (the “Chapter 11 Cases”) of the above-captioned debtors and debtors in possession (the “Debtors”), hereby submits this application (the “Application”) for the entry of an order (the “Proposed Order”), substantially in the form attached hereto as **Exhibit A**, authorizing the employment, retention, and compensation of Genesis Credit Partners LLC (“GCP”) as financial advisor to the Committee, effective as of November 23, 2024, pursuant to sections 328 and 1103(a) of title 11 of the United States Code (the “Bankruptcy Code”), Rules 2014 and 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), Rules 2014-1 and 2016-1 of the Bankruptcy Local Rules for the United States Bankruptcy Court for the Southern District of Texas (the “Local Rules”), and the U.S. Trustee Guidelines (as

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<sup>1</sup> 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.



defined herein). In support of this Application, the Committee submits the *Declaration of Edward Kim in Support of the Application of the Official Committee of Unsecured Creditors for Entry of an Order Authorizing the Employment and Retention of Genesis Credit Partners LLC as Financial Advisor, Effective as of November 23, 2024* (the “Kim Declaration”), attached hereto as **Exhibit B**, and incorporated herein by reference. In further support of this Application, the Committee respectfully represents as follows:

**JURISDICTION AND VENUE**

1. The United States Bankruptcy Court for the Southern District of Texas (the “Court”) has jurisdiction over the Chapter 11 Cases and this Application pursuant to 28 U.S.C. §§ 157 and 1334 and the Amended Standing Order of Reference from the United States District Court for the Southern District of Texas, dated May 24, 2012. This is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2). The relief requested is consistent with the U.S. Trustee Guidelines. The Committee confirms its consent to the entry of a final order with respect to this Application if it is determined that the Court would lack Article III jurisdiction to enter such final order or judgment absent consent of the parties.

2. Venue of the Chapter 11 Cases in this district is proper under 28 U.S.C. §§ 1408 and 1409.

3. The statutory predicates for the relief sought herein are sections 328 and 1103(a) Bankruptcy Code. Relief is also proper pursuant to Bankruptcy Rules 2014 and 2016, Local Rules 2014-1 and 2016-1, and the Procedures for Complex Cases in the Southern District of Texas.

### **BACKGROUND**

4. On August 24 and 29, 2024 (the “Petition Date”), the Debtors commenced the Chapter 11 Cases by filing petitions for relief under chapter 11 of the Bankruptcy Code. The Chapter 11 Cases are being jointly administered pursuant to Bankruptcy Rule 1015(b) and Local Rule 1015-1. The Debtors continue to operate their businesses and manage their properties as debtors in possession pursuant to Bankruptcy Code sections 1107(a) and 1108.

5. On November 22, 2024, pursuant to section 1102 of title 11 of the United States Code (the “Bankruptcy Code”), the United States Trustee for Region 7 (the “U.S. Trustee”) appointed the following entities as members of the Committee: (a) Sing Family Enterprise Limited; (b) Proof Capital Alternative Income Fund; (c) SCM Worldwide LLC; (d) C5 Capital LLC; (e) Vesano Ventures LLC; (f) Daniel Garrie; and (g) Joseph Savage. See Docket No. 488. On November 23, 2024, the Committee selected GCP to serve as its financial advisor in connection with the Chapter 11 Cases, subject to Court approval.

### **RELIEF REQUESTED**

6. By the Application, the Committee requests the approval of its retention and employment of GCP as financial advisor in connection with these Chapter 11 Cases, effective November 23, 2024.

### **GCP’S EMPLOYMENT**

7. It is necessary and appropriate for the Committee to employ GCP to, among other things:

- (a) participate in in-person and telephonic meetings of the Committee and subcommittees formed thereby;
- (b) assist and advise the Committee in its meetings and negotiations with the Debtors and other parties in interest regarding the Chapter 11 Cases;

- (c) become familiar with and analyze the Debtors' budgets, assets and liabilities, and overall financial condition;
- (d) review financial and operational information furnished by the Debtors;
- (e) assist the Committee in analyzing claims asserted against, and interests in, the Debtors, and negotiate with the holders of such claims and interests;
- (f) assist with the Committee's review of the Debtors' schedules of assets and liabilities, statement of financial affairs, and other financial reports prepared by the Debtors;
- (g) assist the Committee in its investigation of the acts, conduct, assets, liabilities, management, and financial condition of the Debtors and of the historic and ongoing operation of its businesses;
- (h) assist the Committee in its analysis of and negotiations with the Debtors or any third party related to financing, asset disposition transactions, compromises of controversies, and assumption and rejection of executory contracts and unexpired leases;
- (i) monitor and assist with any sale or asset disposition or financing process, and report to the Committee thereto;
- (j) assist the Committee in its investigation of the validity of the Debtors' prepetition debt and/or liens and any other potential claims against prepetition debt holders;
- (k) assist the Committee in its analysis of and negotiations with the Debtors or any third party related to the formulation, confirmation, and implementation of any chapter 11 plan, including any valuation analyses and all documentation related thereto;
- (l) assist and advise the Committee with respect to communications with the general creditor body in the Chapter 11 Cases;
- (m) review and analyze complaints, motions, applications, orders, and other pleadings filed with the Court, and assist the Committee concerning responses thereto;
- (n) assist the Committee in its review and analysis of, and negotiations with, the Debtors and its non-Debtor affiliates related to intercompany claims and transactions;
- (o) review and analyze analyses or reports prepared in connection with the Debtors' potential claims and causes of action, advise the Committee with respect to formulating positions thereon, and perform such other diligence and independent analysis as may be requested by the Committee;

- (p) advise the Committee with respect to applicable federal and state regulatory issues, as such issues may arise in the Chapter 11 Cases;
- (q) if necessary, participate as a witness in hearings before the Court with respect to matters upon which GCP has provided advice; and
- (r) perform other activities as approved by the Committee, the Committee's counsel, and as agreed to by GCP.

8. The Committee believes that it is necessary to employ a financial advisor to render the above-described professional services to the Committee so that the Committee may properly fulfill its duties under the Bankruptcy Code. The Committee understands that GCP intends to work closely with the Committee's other professionals, including its proposed counsel, McDermott Will & Emery LLP, to ensure that there is no unnecessary duplication of services.

9. The Committee selected GCP because of its extensive experience in and knowledge of complex chapter 11 matters. Professionals of GCP working on the Chapter 11 Cases have extensive experience representing official creditors' committees, creditors, trustees and trusts, and others in a wide variety of bankruptcy and restructuring matters, including acting as financial advisor to the official committees of unsecured creditors in the bankruptcy proceedings of HDC Holdings II, LLC, Jordan Health Products I, Inc., LL Flooring Holdings, Inc., Number Holdings, Inc., Terraform Labs Pte. Ltd., Cano Health, Inc.; Eye Care Leaders Portfolio Holdings, LLC; Aerotech Miami Inc.; Unconditional Love, Inc., American Physician Partners, LLC; Envision Healthcare Corporation; Serta Simmons Bedding, LLC; and Stimwave Technologies Incorporated.<sup>2</sup> The Committee believes that GCP will provide the necessary services to the Committee in a cost-effective, efficient, and expert manner. For these reasons, the Committee believes GCP possesses the requisite knowledge and expertise relevant to the Chapter 11 Cases and is well qualified to represent the Committee.

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<sup>2</sup> This list includes cases that professionals of GCP worked on at prior financial advisory firms.

10. The Committee requests that all fees and related costs and expenses incurred by the Committee on account of services rendered by GCP in connection with the Chapter 11 Cases be allowed and paid as administrative expenses of the Debtors' estate under sections 328(a), 330(a), 331, 503(b)(2), and 507(a)(2) of the Bankruptcy Code. Subject to the Court's approval, GCP will be compensated for its services to the Committee at its standard hourly rates, which are based on each professional's level of experience, and will be reimbursed for its actual and necessary expenses incurred in connection with rendering such services, subject to sections 328(a), 330(a), and 331 of the Bankruptcy Code. These hourly rates are subject to periodic firm-wide adjustments in the ordinary course of GCP's business. Notice of any such adjustments will be provided to the Committee, the Debtors, and the U.S. Trustee. The current hourly rates that GCP charges for the services of professionals are:

<b><u>Billing Category</u></b>	<b><u>Range</u></b>
Partners	\$750– \$1,000
Directors/Managers	\$600 – \$700
Associates/Vice-Presidents	\$450 – \$550
Analysts	\$300 – \$400

11. GCP has informed the Committee that GCP's policy is to charge its clients for all other expenses incurred in connection with the clients' case. GCP will charge for expenses in a manner and at rates consistent with charges made generally to its other clients in accordance with the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and any applicable orders of the Court. Such expenses include, among other things, mail and express mail charges, special or hand delivery charges, travel expenses, expenses for computerized research, and transcription

costs. GCP will maintain detailed records of actual and necessary costs and expenses incurred in connection with the services provided to the Committee.

12. GCP has informed the Committee that it will apply for compensation for all professional services performed and reimbursement of all expenses incurred in accordance with sections 330(a) and 331 of the Bankruptcy Code, Bankruptcy Rule 2016, Local Rule 2016-1, and any applicable orders of the Court.

13. Upon information and belief, GCP does not represent and does not hold any interest adverse to the Debtors' estate or creditors in the matters upon which GCP is to be engaged, except to the extent set forth in the Kim Declaration. GCP is, however, a firm with a national and international practice and may represent or may have represented certain of the Debtors' creditors, equity holders, related parties, or other parties in interest in matters unrelated to the Chapter 11 Cases.

14. The Kim Declaration sets forth, as required by Bankruptcy Rule 2014(a), to the best of Mr. Kim's knowledge, GCP's connections with the Debtors, the Debtors' known creditors, other known parties in interest, their respective attorneys and accountants, the U.S. Trustee, and persons employed in the office of the U.S. Trustee. To the best of the Committee's knowledge, GCP is a "disinterested person," as that term is defined in section 101(14) of the Bankruptcy Code.

15. The Committee has been advised that in the event GCP discovers any additional connections to parties in interest in the Chapter 11 Cases or any additional information pertinent to this Application under the requirements of Bankruptcy Rule 2014, GCP will provide supplemental disclosures to the Court.

**NOTICE**

16. Notice of this Application has been given to (i) the U.S. Trustee; (ii) counsel for the Debtors; and (iii) those persons who have requested notice pursuant to Bankruptcy Rule 2002. The Committee submits that, in light of the nature of the relief requested, no other or further notice need be given. No prior application for the relief requested herein has been presented to this Court or any other court.

*[Remainder of Page Intentionally Left Blank]*



**CONCLUSION**

WHEREFORE, the Committee respectfully requests that the Court: (a) enter an order, substantially in the form of the Proposed Order, approving the retention and employment of GCP as the Committee's financial advisor in connection with these Chapter 11 Cases, effective November 23, 2024; and (b) grant such other and further relief as may be just and proper.

Dated: December 21, 2024

Respectfully submitted,

THE OFFICIAL COMMITTEE OF UNSECURED  
CREDITORS OF RHODIUM ENCORE LLC, *et al.*

By: /s/ Cameron Reid  
Cameron Reid

Solely in his capacity as Chair of the  
Official Committee of Unsecured Creditors  
of Rhodium Encore LLC, *et al.*, and not in  
any other capacity

**EXHIBIT A**

**Proposed Order**

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

In re:  RHODIUM ENCORE LLC, <i>et al.</i> , <sup>1</sup>  Debtors.	§ § § § § § §	Chapter 11  Case No. 24-90448 (ARP)  (Jointly Administered)
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**ORDER AUTHORIZING THE EMPLOYMENT AND  
RETENTION OF GENESIS CREDIT PARTNERS LLC AS  
FINANCIAL ADVISOR TO THE OFFICIAL COMMITTEE OF UNSECURED  
CREDITORS, EFFECTIVE AS OF NOVEMBER 23, 2024**

Upon the application (the “Application”)<sup>2</sup> of the Official Committee of Unsecured Creditors (the “Committee”) in the above-captioned chapter 11 cases (the “Chapter 11 Cases”) for the approval of the Committee’s retention and employment of Genesis Credit Partners LLC (“GCP”) as financial advisor in connection with these Chapter 11 Cases, effective November 23, 2024; and upon consideration of the declaration of Edward Kim (the “Kim Declaration”), which is attached to the Application as Exhibit B; and the Court having jurisdiction to consider the Application pursuant to 28 U.S.C. §§ 157 and 1334; and the relief requested therein being a core proceeding in accordance with 28 U.S.C. §§ 157(b)(2) on which the Court may enter a final order consistent with Article III of the United States Constitution; and venue being proper in this

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<sup>1</sup> 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.

<sup>2</sup> Capitalized terms that are used but not defined herein shall have the meanings ascribed to such terms in the Application.

district under 28 U.S.C. §§ 1408 and 1409; and having found based on the representations made in the Application and the Kim Declaration that (i) GCP does not hold or represent any interest adverse to the Committee with respect to the matters for which it is being retained; (ii) GCP is a “disinterested person” as that phrase is defined in section 101(14) of the Bankruptcy Code (as modified by section 1103(b) of the Bankruptcy Code); (iii) neither GCP nor its professionals have any connection with the Debtors, their estates, or creditors, except as disclosed in the Kim Declaration; and (iv) GCP’s employment and retention is necessary and in the best interest of the Debtors’ estates, their creditors, and other parties in interest; and good and adequate notice of the Application having been given under the circumstances and it appearing that no other or further notice need be provided; and it appearing 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 therefore, **IT IS HEREBY ORDERED THAT:**,

1. The Application is **GRANTED** to the extent set forth herein.
2. The Committee’s retention and employment of GCP as financial advisor in connection with these Chapter 11 Cases, including to represent the Committee in these Chapter 11 Cases and any matter or proceeding arising in or relating to these Chapter 11 Cases, on the terms and conditions that are set forth in the Application and the Kim Declaration, effective November 23, 2024, is approved under Bankruptcy Code section 1103(a).
3. The terms and conditions of GCP’s retention and employment as the Committee’s financial advisor in connection with the Chapter 11 Cases, which are set forth in the Application and the Kim Declaration, are reasonable and approved as such under Bankruptcy Code section 328(a).

4. GCP shall be compensated for its services on and after November 23, 2024, at its regular hourly rates in effect from time to time, as such rates may be increased periodically, and reimbursed for any costs and expenses incurred in connection with the Debtors' Chapter 11 Cases in accordance with sections 330 and 331 of the Bankruptcy Code, the applicable Bankruptcy Rules, the Local Rules, and any other order of the Court. The Debtors shall be liable for GCP's fees and expenses, and, pursuant to Section 503(b)(1) of the Bankruptcy Code, GCP's fees and expenses approved by the Court shall be entitled to administrative expense claim status against the Debtors. For the avoidance of doubt, under no circumstances shall any of the compensation or expense reimbursement obligations approved by the Court be an obligation of, or paid by, the Committee or any of its members or professionals.

5. GCP shall file a supplemental declaration with the Court and give not less than ten (10) business days' notice to the Debtors, the U.S. Trustee, and the Committee before any increases in the rates set forth in the Application and the Kim Declaration become effective. The supplemental declaration shall set forth the basis for the requested increases in accordance with Bankruptcy Code section 330(a)(3)(F) and state whether the Committee has consented to the increases. The U.S. Trustee retains all rights to object to any rate increase on all grounds, including the reasonableness standard set forth in Bankruptcy Code section 330(a), and nothing in this Order shall prevent the Court from reviewing any rate increase under Bankruptcy Code section 330(a).

6. GCP shall neither apply nor receive payment from the Debtors' estate for any fees or expenses arising from the defense of an objection to a request for the award, allowance, or payment of GCP's fees and expenses.

7. Notwithstanding anything in the Application to the contrary, GCP shall (i) to the extent that GCP utilizes the services of independent contractors or subcontractors other than current GCP personnel (collectively, the “Contractors”) in this case, pass through the cost of such Contractors to the Debtors at the same rate that GCP pays the Contractors; (ii) seek reimbursement for actual costs only; (iii) ensure that the Contractors are subject to the same conflicts checks as required for GCP; and (iv) file with this Court such disclosures required by Bankruptcy Rule 2014.

8. To the extent that the Application is inconsistent with this Order, this Order shall govern.

9. Notice of the Application as provided therein shall be deemed good and sufficient notice of such Application, and the requirements of the Local Rules are satisfied by the contents of the Application.

10. The Committee and GCP are authorized to take any action that is necessary or appropriate to effectuate the relief granted in this Order.

11. Notwithstanding any procedural rule to the contrary, this Order shall become effective and enforceable immediately on its entry.

12. The Court retains exclusive jurisdiction of any matter arising from or relating to this Order or its interpretation, implementation, or enforcement.

Dated: \_\_\_\_\_, 2025

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ALFREDO R. PÉREZ  
UNITED STATES BANKRUPTCY JUDGE

**EXHIBIT B**

**Kim Declaration**

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

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

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**DECLARATION OF EDWARD KIM IN SUPPORT OF APPLICATION OF  
THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR ENTRY OF  
AN ORDER AUTHORIZING THE RETENTION OF GENESIS CREDIT  
PARTNERS LLC AS FINANCIAL ADVISOR, EFFECTIVE NOVEMBER 23, 2024**

I, Edward Kim, declare as follows:

1. I am a partner with Genesis Credit Partners LLC (“GCP”), which is a financial advisory firm with its principal office located at 701 Brickell Ave., Suite 1480, Miami, Florida 33131.

2. I am familiar with the matters set forth herein and make this Declaration in support of the application (the “Application”)<sup>2</sup> of the Official Committee of Unsecured Creditors (the “Committee”) in the above-captioned chapter 11 cases (the “Chapter 11 Cases”) of Rhodium Encore LLC, *et al.*, (the “Debtors”) for the approval of the Committee’s retention and employment of GCP as financial advisor in connection with these Chapter 11 Cases, effective

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<sup>1</sup> 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.

<sup>2</sup> Capitalized terms that are used but not defined herein shall have the meanings ascribed to such terms in the Application.



November 23, 2024. To the extent that any information disclosed herein requires amendment or modification upon GCP's completion of further analysis or as additional information becomes available to it, a supplemental declaration will be submitted to the Court reflecting the same.

3. On November 22, 2024, pursuant to section 1102 of title 11 of the United States Code (the "Bankruptcy Code"), the United States Trustee for Region 7 (the "U.S. Trustee") appointed the following entities as members of the Committee: (a) Sing Family Enterprise Limited; (b) Proof Capital Alternative Income Fund; (c) SCM Worldwide LLC; (d) C5 Capital LLC; (e) Vesano Ventures LLC; (f) Daniel Garrie; and (g) Joseph Savage. See Docket No. 488. On November 23, 2024, the Committee selected GCP to serve as its financial advisor in connection with the Chapter 11 Cases, subject to Court approval.

4. In connection with its proposed retention by the Committee in these Chapter 11 Cases, GCP undertook a review to determine whether it had any conflicts or other relationships that might cause it not to be disinterested or to hold or represent an interest adverse to the Debtors. Specifically, in connection with its proposed retention by the Committee, GCP searched its client database to determine whether it had any relationships with any of the names of the parties in interest in these Chapter 11 Cases identified on **Schedule 1** hereto (collectively, the "Interested Parties"). A search was performed for connections to the Interested Parties within the past three (3) years, and the results of our conflict check were compiled and analyzed by GCP employees acting under my direction or supervision. Based on a review of the search performed on the Interested Parties, GCP represents that, to the best of its knowledge, GCP has not performed any services for any Interested Party within the last three (3) years. Moreover, GCP knows of no fact or situation that would represent a conflict of interest for GCP with respect to the Debtors or the Chapter 11 Cases.

5. To the best of my knowledge, information and belief, GCP does not have any “connections” to the Interested Parties, except as described in this Declaration. Neither the term “connections” as used in Bankruptcy Rule 2014, nor the proper scope of an estate professional’s search for “connections” has been expressly defined under the Bankruptcy Code. Accordingly, out of an abundance of caution, I am disclosing representations that would not, to my understanding, preclude GCP from representing the Committee under the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, or applicable standards of professional ethics.

6. GCP are advisors and crisis managers providing services and advice in many areas, including restructuring and distressed debt. As part of its diverse practice, GCP appears in numerous cases, proceedings, and transactions involving many different attorneys, accountants, investment bankers, and financial consultants, some of whom may represent claimants and parties in interest in these Chapter 11 Cases. Further, GCP has in the past, and may in the future, be represented by various attorneys and law firms, some of whom may be involved in these Chapter 11 Cases. In addition, GCP has been in the past, and likely will be in the future, engaged in matters unrelated to the Debtors or these Chapter 11 Cases in which it works with or in opposition to other professionals involved in these Chapter 11 Cases. Moreover, GCP might have referred work to other professionals who are retained in these Chapter 11 Cases. Likewise, certain such professionals who are retained in these Chapter 11 Cases might have referred work to GCP.

7. In particular, GCP professionals have not identified any connections to the parties in interest from prior cases managed by GCP professionals, including from employment at prior firms in the past three years. However, the partners of GCP were formerly principals of Province, LLC, financial advisor to the Debtors, until November 2022. To the best of my

knowledge, information, and belief, insofar as I have been able to ascertain after reasonable inquiry, none of these business relationships constitute interests adverse to the Debtors.

8. Neither GCP, I, nor any other member of the GCP engagement team serving the Committee, to the best of my knowledge, (a) is a creditor, equity security holder, or insider of any of the Debtors; (b) is or has been within two years before the Petition Date, a director, officer, or employee of the Debtors; or (c) has any interest materially adverse to the interests of the Debtors' estate or of any class of creditors or equity security holders, by reason of any direct or indirect relationship to, connection with, or interest in, the Debtors, or for any other reason. As such, to the best of my knowledge and based upon the results of the relationship search described above and disclosed herein, GCP is a "disinterested person" as defined in Bankruptcy Code section 101(14). Moreover, GCP neither holds nor represents an interest adverse to the Debtors or its estate.

9. Despite the substantial efforts described above to identify and disclose potential conflicts and connections with parties in interest in these Chapter 11 Cases, neither I nor GCP can conclusively identify all potential relationships or state with absolute certainty that every client representation or other connection of GCP has been disclosed. To the extent GCP discovers any facts or additional information during the period of GCP's retention that requires disclosure, GCP will supplement this Declaration to disclose such information.

#### **Compensation**

10. GCP has agreed to serve as financial advisor to the Committee and receive compensation and reimbursement in accordance with its standard billing practices for services rendered and expenses incurred on behalf of the Committee, in accordance with sections 328, 330, and 331 of the Bankruptcy Code, Bankruptcy Rule 2016, the Local Rules, and any applicable orders of the Court.

11. GCP intends to apply for compensation for professional services rendered in connection with these Chapter 11 Cases subject to approval of the Court on an hourly basis, plus reimbursement of actual, necessary expenses and other charges incurred by GCP. The customary hourly rates, subject to periodic adjustments, charged by GCP professionals who anticipate being assigned to this matter are as follows:

<b><u>Billing Category</u></b>	<b><u>Range</u></b>
Partners	\$750 – \$1,000
Directors/Managers	\$600 – \$700
Associates/Vice-Presidents	\$450 – \$550
Analysts	\$300– \$400

12. The names, positions, and applicable hourly rates of GCP’s professionals that are expected to have primary responsibility for providing services to the Committee are as follows:

<b><u>Professional</u></b>	<b><u>Position</u></b>	<b><u>Hourly Rate</u></b>
Edward Kim	Partner	\$1,000
Jorge Gonzalez	Partner	\$1,000
Andre Artidiello	Director	\$700
Eric Mendez	Director	\$700
Harrison Richard	Director	\$700
Ivan Radi	Vice President	\$550
Vinai Sewaliah	Senior Analyst	\$400

In addition to the professionals named above, I expect that it may be necessary during these Chapter 11 Cases for other GCP professionals to provide services to the Committee.

13. The hourly rates set forth above are subject to periodic adjustments to reflect economic and other conditions. GCP intends to provide notice to the Debtors, the Committee, and the U.S. Trustee before implementing any increases in GCP's rates for professionals working on these Chapter 11 Cases.

14. GCP also will seek reimbursement for expenses incurred in connection with the rendering of services to the Committee, including transportation, photocopying, delivery services, postage and package delivery, vendor charges, court fees, transcript costs, computer-aided research, "work" meals and overtime meals, lodging and other out-of-pocket expenses incurred in connection with providing professional services to the Committee.

15. GCP will maintain detailed contemporaneous records of time and any costs and expenses incurred in connection with the rendering of financial advisory services described above. Subject to any interim compensation orders entered by the Court, GCP shall submit interim and final fee applications that shall be subject to the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, and the Local Rules. All allowed compensation and expenses of GCP will be paid by the Debtors and its estate.

16. No compensation has been paid or promised to be paid from a source other than the Debtors' estate in these Chapter 11 Cases. GCP has no agreement with any entity to share with such entity any compensation received by GCP in connection with these Chapter 11 Cases. Neither the Committee nor its members (or any of their representatives) are or will be liable for fees or costs incurred by GCP in its representation of the Committee.

I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge, information, and belief.

Dated: December 21, 2024

By: /s/ Edward Kim  
Edward Kim  
Partner  
Genesis Credit Partners LLC

**SCHEDULE 1**

**Interested Parties**

**SCHEDULE 1**

**LIST OF INTERESTED PARTIES**



**Bankruptcy Judges and Staff for  
Southern District of Texas**

Judge Marvin Isgur  
Judge Christopher M. Lopez  
Judge Jeffrey P. Norman  
Judge Eduardo V. Rodriguez  
Judge Alfredo R. Perez  
Tyler Laws  
Akeita House  
Peter Bray  
Jason Marchand  
Sierra Thomas-Anderson  
Rosario Saldana  
Zilde Martinez  
Tracey Conrad  
Shannon Holden  
Christina Bryan  
Melissa Morgan-Faircloth  
Aaron Jackson  
Mario Rios  
Yvonne Ho  
Samantha Warda  
Dena Hanovice Palermo  
Carol Felchak  
Jeannie Chavez  
Ana Castro  
Sam S. Sheldon  
Shannon Jones

**US Trustee**

Ha Minh Nguyen  
Christopher Ross Travis

**Client Corporate Group**

Rhodium Enterprises, Inc.  
Rhodium Technologies LLC  
Rhodium Renewables LLC  
Rhodium 2.0 LLC  
Rhodium Encore LLC  
Rhodium 30MW LLC  
Rhodium 10MW LLC  
Rhodium JV LLC  
Air HPC LLC  
Jordan HPC LLC  
Rhodium Industries LLC

Rhodium Shared Services LLC  
Rhodium Ready Ventures LLC  
Rhodium Renewables Sub LLC  
Rhodium 2.0 Sub LLC  
Rhodium Encore Sub LLC  
Rhodium 30MW Sub LLC  
Rhodium 10MW Sub LLC  
Jordan HPC Sub LLC

**Adverse Party and Potentially Adverse  
Party/Creditor of Rhodium Technologies  
LLC Rhodium 2.0 LLC, Rhodium  
Technologies LLC, & Rhodium Encore  
LLC**

Proof Capital Alternative Growth Fund  
Proof Capital Alternative Income Fund  
Proof Proprietary Investment Fund Inc.  
C5 Capital LLC  
Sing Family Enterprise Limited  
Abundance 2021, LLC  
Imperium Investments Holdings LLC  
SCM Worldwide LLC  
Michael Garrie  
Chang Living Trust  
Vesano Ventures LLC  
Daniel Garrie  
Limitless Advisors LLC  
Del Papa Ventures Ltd  
Fellowship Management Group, LLC  
Yang, Patty  
Pepper Grove Holdings Limited  
Alfred Murray Capital, LLC  
AnnMarie Fornaro Trust dated January 9, 2017  
Blain, Derek  
Brown, Michael  
BT Real Estate LLC  
Bullfrog Investment Group Inc.  
Celsius Core LLC  
Coroneos, Paul A  
GenGlobal RIG LLC  
Gilbert, Sean Michael  
Hibble, Adam  
Infinite Mining, LLC  
J. Blue Company, LLC  
Jennings, Brett  
JWS QRP HOLDINGS LLC

Karl, Philip  
Kessner, Matthew J  
Laczko, Zoltan  
Lau, James  
LIQUID MINING FUND I LLC  
Magic Circle Trust  
Mcbee, Christopher  
Mettlehead Capital, LLC  
Moorhead, Jordan  
Noble Crest Capital, LLC  
Orr, Douglas  
Philip M. Fornaro Trust dated January 9, 2017  
Precint Holdings, LLC  
Private Investor Club Feeder Fund 2021-H LLC  
RH Fund III, a series of Telegraph Treehouse,  
LP  
RH Fund I, a series of Permit RH, LP  
Ranger Private Investment Partners, L.P.  
RKS Investments LLC  
Salvadori, Alexander Matthew  
Shoemaker, Robert  
Solo Sessions, LLC Profit Sharing Plan  
Brennan M. Nacol 2015 Irrevocable Trust  
Smith, Jeffrey  
Stefkov, Emil  
Ten R Ten, LLC  
Thakur, Neil Kumar  
The Kirk A. Blackmon 2013 Family Trust  
Thunder Mountain Holdings LLC  
Permit Ventures, LLC  
TZ SOLO401K TRUST  
Vantage FBO Amber Wimberly IRA  
Weber, Brad  
Winchester Partners, LP  
Ethos Investments XV, LLC  
AFC Development LLC  
Arctos Credit LLC (\*I believe this is n/k/a  
NYDIG or owned by NYDIG)  
Christopher Blackerby  
Clark and Laurie Kemble  
Colin Hutchings  
Equity Trust Company Custodian FBO Valentin  
Angelkov IRA  
ERC Capital LLC  
Guarav Parikh 2020 Revocable Trust

Jacquelyn B. Nacol 2015 Irrevocable Trust  
KeekBC LLC  
LNW Family II LP  
Omega Capital Ventures S R L  
Pat C. Hawkins  
Printing Capital I LP  
Private Investor Club Feeder Fund 2020-G LLC  
Private Investor Club Feeder Fund 2020-H LLC  
R2BMNI LLC  
Resolutions Real Estate Services LLC  
Robert M. and Nancy T. Spencer  
Rossano N. Wlodawsky and Marnie S.  
Wlodawsky Joint Revocable Living Trust  
Ryan Nacol 2015 Irrevocable Trust  
Scott A. Thurman  
Shane M. Blackmon  
Stadlin Group Investments LLC  
The Goodman Family Trust  
Thomas Lienhart  
Upgradeya Investments LLC  
Chase Blackmon  
Cameron Blackmon  
Nathan Nichols  
DROip3 LLC  
The Trudo T. M. Letschert, II Revocable Trust  
Solo Sessions LLC  
345 Partners SPV2 LLC  
Brian Cullinan  
GR Fairbairn Family Trust  
GRF Tiger Trust  
Jacob Rubin  
Jerald and Melody Howe Weintraub Revocable  
Living Trust  
Kintz Family Trust  
Moore Revocable Trust Dated July 31, 2014  
NC Fairbairn Family Trust  
Nina Claire Fairbairn Revocable Trust  
Paul Schwarz  
Richard Fullerton  
Transcend Partners Legend Fund LLC  
Valley High Limited Partnership  
Wilkins-Duignan 2009 Revocable Trust  
Jerald M Weintraub/Jerald and Melody Howe  
Weintraub Revocable Living Trust DTD  
02/05/98, as amended

Grant Fairbairn Revocable Trust  
NCF Eagle Trust  
Jonathan E Aborn  
Ers Captial LLC  
James M. Farrar & Adda B.D. Farrar (JWROS)  
Morrison Park Capital LLC/Anthony E Ausiello  
ELYSIUM MINING, LLC  
RH Fund II, a series of Telegraph Treehouse,  
LP/Benefit of Angel list  
Gaurav Parikh 2020 Revocable Trust  
TYLER BOSSERMAN/Vida Kick LLC  
Whinstone US, Inc.  
Riot Platforms, Inc.  
Temple Green Data LLC  
NetZero Energy LLC  
Rowan Green Data LLC  
Quinbrook Infrastructure Partners  
Midas Green Technologies LLC  
RC Enterprises, LLC dba Electronic Cleaners  
Gunn Restoration, LLC  
Blackmon Mooring of Austin, LLC  
Richard Camara  
Justin Camara  
Dick Camara  
Trine Mining, LLC  
Cross The River, LLC  
Celsius Network LLC  
Celsius KeyFi LLC  
Celsius Lending LLC  
Celsius Mining LLC  
Celsius Network, Inc.  
Celsius Network Limited  
Celsius Networks Lending LLC  
Celsius US Holding LLC

**Hosting Customer of Rhodium Renewables  
LLC**

TX 3 Mining LLC

**Directors, Officers, and Employees**

Nathan Nichols  
Chase Blackmon  
Cameron Blackmon

Kevin Hays  
Charles Topping  
Caleb VanZoeren  
Morgan Soule  
Alex Peloubet  
Alicia Catatao  
Matt Smith  
Zach Kerr  
Renata Szkoda  
Jonas Lauren Norr  
David L. Eaton  
L. Spencer Wells  
Imperium Investments Holdings LLC

**Former Directors and Officers**

Nicholas Cerasuolo  
James Calvin  
Bartholomew Mallon  
Anthony Ausiello  
Jared Melillo  
Marshall Long  
John Lewis Zoeckler

**Top Shareholders**

Malcolm P and Emily T Fairbairn 2021  
Charitable Remainder  
DLT Data Center 1 LLC  
Private Investor Club Feeder Fund 2020- G LLC

**Vendors/Service Providers**

Proof Corporate Advisory Inc.  
Byline Bank  
U.S. Bank  
Vantage Bank  
First Republic Bank  
Assured Partners  
Lockton Companies  
Sprung Instant Structures Inc.  
EdgarAgents LLC  
Bobcat  
Adobe  
Fiberlight LLC  
Carruth-Doggett Inc  
Cambridge Viscosity LLP

Amplified Containers, LLC  
Equiniti Trust Company LLC  
Hmtech Asic Repair  
Relevant Industrial LLC  
S&P Global Market Intelligence LLC  
Modis  
BMS Management  
Collaborative Office Interiors  
East TX Fencing and Fabrication  
Prolim Corporation  
Virginia Ewing  
Industrial Shelving Systems  
DSI Ventures Inc.  
Tetty's Tees  
Carl Richardson  
Kirkland & Ellis LLP  
Melodie Zoekler Photography  
2Way Supply  
Titan IO, Inc  
Texas Blockchain Council  
Rowan Green Data LLC  
Munters Corporation  
Asana Inc  
Goodwin Procter LLP  
Ellenoff Grossman  
Amplified Electric  
Armanino  
Kelvion  
PRM Filtration  
Dell Technologies  
Dry Coolers Inc  
ChemFoundry Inc  
H&K Electrical Contractor Inc  
ThermoSystems Inc  
Air Filters Inc  
Whinstone US Inc  
Ameritex Machine & Fabrication  
Peregrine Prime Inc  
Big Johnson Plumbing, Inc  
Marcum LLP  
CDW Direct LLC  
Philip M. Fornaro & Associates Ltd.  
Blockchain Tax Partners  
Efani  
JFDI Consultants LLC

Harrington Industrial Plastics LLC  
Blue HG LLC  
K&L Gates LLP  
Lucent Point, LLC  
McDonnell Boehnen Hulbert & Berghoff LLP  
A60 ES LLC  
Rolland Safe and Lock Company  
The BVA Group LLC  
Bray International Inc  
Producers Video Corporation  
Magnetic Mill LLC  
FNK IR, LLC  
Southern Petroleum Laboratories, Inc  
Whispli  
Baer Engineering  
Coinbase Inc.  
DeWitt Law Firm  
Leinart Cleaning LLC  
Mechanical Reps Inc.  
XT-Shanghai Fengy Cable Technology Co. Ltd.  
Mettler Toledo LLC  
Industrial Builders Inc.  
Adventure Pictures  
Overhead Door Co. of Central Texas/Ideal Slate  
LLC  
Susan Butenhoff  
Prime Controls  
Leppo Rents  
Optex Solutions  
Net Solutions LLC  
Potter Anderson & Corroon LLP  
PFS Financing Corporation  
Woodway Builders LLC  
Simply Rack Warehouse Equipment  
CICB  
Chain Solutions Ltd.  
Sessions, Israel, & Shartle  
Cardinal Intellectual Property  
Connect Discovery  
Hot Corner Food  
Moffitt Services  
CHAPMAN SPINGOLA LLP  
DOCUMATION OF SAN ANTONIO  
Twisted L BBQ  
Advanced Crypto Services LLC

Henry Horelica  
CSP Safety  
AED Professionals  
Standon Pipe Supports  
Salary.com  
Kane Russell Coleman Logan PC  
One Stop Mining  
McMaster-Carr Supply  
Queue Associates Inc.  
Asset Hound LLC  
Mothership Incubator, LLC  
Upstreamdata  
Hawk Chain Solutions  
Johnson Equipment Company  
Acorn Waste Solutions  
Kelly Hart & Hallman LLP  
Grapnel Tech Services  
Bartlett Electric Co-Op Inc  
Sunbelt Rentals  
K2 Discovery  
JMS Southeast Inc.  
Intuit Quickbooks  
Portico Apartments  
Byron Gossett  
Reliant Energy  
Texas Mutual Insurance Company  
Zochnet LLC  
Kynge Energy Investments  
Shell Technology Center  
Blue Cross Blue Shield  
Bill.com  
American Express  
Canaan US Inc.  
AsicXchange Inc.  
Waste Management Inc.  
AJX Group Inc  
T Fulton Trucking  
Guntner US LLC  
Beam Dental Insurance  
Guardian Insurance  
Okta Inc.  
Riveron LLC  
StrongDM  
Giga Energy Inc.  
Alerus Financial, N.A.

Temple Bolt Supply  
Bearden Creek Advisors LLC  
Ray Barrett  
One LLP  
Marsh USA LLC  
Stris & Maher LLP  
CNA Insurance  
Hash House Tech Inc  
Net Sync  
Unum Group  
UHC  
Consilio LLC  
Rippling Inc.  
KMC Equipment  
Expensify  
Delaware State Government  
Ernst & Young LLP  
Lehotsky Keller LLP  
Gillam & Smith LLP  
Malone Bailey LLP  
Bloomberg Industry Group  
Texas Disposal Systems  
Auradine  
Liebherr USA Co.  
Ochsner Interests  
Access Retirement Solutions  
Lancium LLC  
Dawson Van Orden Inc.  
Unfinished Projects LLC  
SHANDONG TAIAN HIKING  
INTERNATIONAL COMMERCE GROUP  
CO. LTD  
Stylus Jinn Repair  
MESO  
Swisher Acquisitions  
SecureW2  
NTX Mechanical and Welding LLC  
Checkr Inc  
Lonestar Taproot LLC  
MicroBT  
DHL Analytical  
Westguard Insurance Company  
AF Group Inc.  
Artemis Power Tech LLC  
B. Riley Securities Inc.

City of Temple  
Elevate  
Puerto Rico Tax Department  
NYDIG LLC  
HKA Global LLC  
Keating and Son's Tire  
Mark Grams  
Texas Comptroller of Public Accounts  
New Pig Corporation  
Schneider Freight Power  
Magruder Executive Search  
Summit Fire and Security  
MongoDB Inc.  
Progressive Insurance  
Alamo Prism Communications Inc.  
Bitmain Technologies Delaware Limited  
First Insurance  
Milam County Courthouse  
McMillan James Equipment Company  
Northeast Series of Lockton Companies  
DLR Plumbing  
Three Way Logistics Inc  
3A General Contractors LLC  
The TASA Group Inc.  
American Arbitration Association  
Stoel Rives LLP  
Milam County Tax Assessor  
Quinn Emanuel Urquhart & Sullivan LLP  
ExpertLink LLC  
Victor Martinez  
Gregg Law PC  
National Benefits Services LLC  
The Cleaning Guys LLC  
Aerotek Inc.  
Barnes & Thornburg LLP  
Alternative Environmental & Recycling

Services Inc.  
ClearVue Landscapes  
JND eDiscovery  
Logic Systems Inc.  
Gunns Restoration  
Greg Riley Professional Engineer  
Propour, LLC  
Donnelley Financial LLC  
John Dees  
Brandon and Clark, Inc.  
Kurtzman Carson Consultants d/b/a Verita  
Global  
BDO USA, P.C.  
EEA Consulting Engineers – ANV Engineering

**Lenders - Post-Petition**

First Insurance Funding, a Div. of Lake Forest  
Bank & Trust Co.  
Galaxy Digital LLC

**Additional Professionals**

Akin Gump Strauss Hauer & Feld LLP  
Chamberlain Hrdlicka White Williams &  
Aughtry  
Cokinos Young  
Foley & Lardner  
Gray Reed  
Jackson Walker LLP  
Kean Miller LLP  
McCreary Veselka Bragg & Allen, P.C.  
Munsch Hardt Kopf & Harr, P.C.  
Olshan Frome Wolosky LLP  
Orrick Herrington & Sutcliffe LLP  
Province  
Ross Barbash

**CERTIFICATE OF SERVICE**

I certify that on December 21, 2024, I caused a copy of the foregoing document to be served by the Electronic Case Filing System for the United States Bankruptcy Court for the Southern District of Texas.

*/s/ Charles R. Gibbs*

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Charles R. Gibbs