

**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

**BARNES & THORNBURG LLP'S ELEVENTH MONTHLY FEE  
STATEMENT FOR THE PERIOD  
JULY 1, 2025 THROUGH JULY 31, 2025**

Barnes & Thornburg LLP (“B&T”) submits, pursuant to the Order Granting the Motion of the Debtors to Establish Procedures for Interim Compensation and Reimbursement of Expenses for Professionals (the “Interim Compensation Order”) (ECF No. 264) entered on October 14, 2024, this monthly fee statement for the payment of interim compensation rendered and reimbursement of expenses incurred during the period from July 1, 2025, through July 31, 2025, inclusive (the “Eleventh Monthly Fee Statement”).

B&T seeks payment of interim compensation in the total amount of \$262,623.20 (80% of the services rendered), plus \$7,186.84 (100% of the interim expenses incurred). Summaries of the fees and expenses are attached hereto as Exhibits A and B. An invoice reflecting detailed time entries is attached hereto as Exhibit C.

Pursuant to the Interim Compensation Order, any party objecting to the payment of interim compensation and reimbursement of expenses will have 14 days after service of the Eleventh

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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.



Monthly Fee Statement to serve a written notice, via email, upon B&T and each of the other Fee Notice Parties (as listed below) (the “Notice of Objection to Monthly Statement”). The Notice of Objection to Monthly Statement shall set forth with reasonable detail the nature of the objection and the amount at issue. If the parties are unable to reach a resolution of the objection within 14 days of serving the Notice of Objection to Monthly Statement, the objecting party shall file its objection (the “Objection”) with this Court within three business days and serve such Objection on B&T and each of the other Fee Notice Parties. *See* Interim Compensation Order, ¶ 1(b).

The Fee Notice Parties as defined in the Interim Compensation Order are:

Rhodium Enterprises, Inc.

Attn: Charles Topping ([chucktopping@rhdm.com](mailto:chucktopping@rhdm.com))

and Morgan Soule ([morgansoule@rhdm.com](mailto:morgansoule@rhdm.com))

2617 Bissonnet Street, Suite 234

Houston, Texas 77005

Debtors’ Bankruptcy Counsel, c/o Quinn Emanuel Urquhart & Sullivan, LLP

Attn: Patricia B. Tomasco ([pattytomasco@quinnemanuel.com](mailto:pattytomasco@quinnemanuel.com));

Razmig Izakelian ([razmigizakelian@quinnemanuel.com](mailto:razmigizakelian@quinnemanuel.com)),

Alain Jaquet ([alainjaquet@quinnemanuel.com](mailto:alainjaquet@quinnemanuel.com)),

and Joanna D. Caytas ([joannacaytas@quinnemanuel.com](mailto:joannacaytas@quinnemanuel.com)),

700 Louisiana, Suite 3900,

Houston, Texas 77002

Debtors’ Financial Advisor, c/o Province

Attn: Mark Robinson ([mrobinson@provincefirm.com](mailto:mrobinson@provincefirm.com));

David Dunn ([ddunn@provincefirm.com](mailto:ddunn@provincefirm.com));

Kirsten Lee ([klee@province.com](mailto:klee@province.com));

and Andrew Popescu ([apopescu@provincefirm.com](mailto:apopescu@provincefirm.com)),

2360 Corporate Circle, Suite 340,

Henderson, Nevada 89074

Galaxy Digital, LLC, in its capacity as DIP Agent, c/o Orrick, Herrington & Sutcliffe LLP,

Ryan C. Wooten ([rwooten@orrick.com](mailto:rwooten@orrick.com))

609 Main, 40<sup>th</sup> Floor

Houston, Texas 77002

and Robert Trust ([rtrust@orrick.com](mailto:rtrust@orrick.com))

Mark Franke ([mfranke@orrick.com](mailto:mfranke@orrick.com))

and Brandon Batzel ([bbatzel@orrick.com](mailto:bbatzel@orrick.com))

51 West 52<sup>nd</sup> Street

New York, New York 10019

Counsel or proposed counsel to any statutory committee appointed in these Chapter 11 Cases

and

United States Trustee,  
Ha Minh Nguyen ([ha.nguyen@usdoj.gov](mailto:ha.nguyen@usdoj.gov)),  
515 Rusk, Suite 3516  
Houston, Texas 77002

If no objection is timely served pursuant to the Interim Compensation Order, the Debtors shall be authorized and directed to pay B&T an amount equal to 80% of the fees and 100% of the expenses listed herein, or if an objection is timely served, such percentage of fees and expenses that are not subject to an objection, as stated in the Interim Compensation Order.

Respectfully submitted this 29th day of August 2025.

QUINN EMANUEL URQUHART & SULLIVAN,  
LLP

/s/ Patricia B. Tomasco

Patricia B. Tomasco (SBN 01797600)

Joanna D. Caytas (SBN 24127230)

Cameron Kelly (SBN 24120936)

Alan Jaquet (*pro hac vice*)

711 Louisiana, Suite 500

Houston, Texas 77002

Telephone: 713-221-7000

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Email: [joannacaytas@quinnemanuel.com](mailto:joannacaytas@quinnemanuel.com)

Email: [cameronkelly@quinnemanuel.com](mailto:cameronkelly@quinnemanuel.com)

Email: [alainjaquet@quinnemanuel.com](mailto:alainjaquet@quinnemanuel.com)

-and-

Eric Winston (*pro hac vice*)

Razmig Izakelian (*pro hac vice*)

865 S. Figueroa Street, 10<sup>th</sup> Floor

Los Angeles, California 90017

Telephone: 213-443-3000

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Email: [ericwinston@quinnemanuel.com](mailto:ericwinston@quinnemanuel.com)

Email: [razmigizakelian@quinnemanuel.com](mailto:razmigizakelian@quinnemanuel.com)

*Counsel to the Debtors and Debtors-in-Possession*

BARNES & THORNBURG LLP

/s/ Trace Schmeltz

Vincent P. (Trace) Schmeltz III

Kenneth Kansa

Aaron Gavant

One N. Wacker Drive, Suite 4400

Chicago, Illinois 60606-2833

Telephone: 312-214-4830

Facsimile: 312-759-5646

Email: [Trace.Schmeltz@btlaw.com](mailto:Trace.Schmeltz@btlaw.com)

Email: [KKansa@btlaw.com](mailto:KKansa@btlaw.com)

Email: [AGavant@btlaw.com](mailto:AGavant@btlaw.com)

*Counsel to the Special Committee of Rhodium  
Enterprises, Inc.*

**CERTIFICATE OF SERVICE**

I certify that on August 29, 2025, 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.

**Patricia B. Tomasco**

/s/ Patricia B. Tomasco

**EXHIBIT A****Summary of Hours billed by Barnes & Thornburg Attorneys and Paraprofessionals**

<b>Professional</b>	<b>Position With the Applicant</b>	<b>Year Admitted</b>	<b>Department</b>	<b>Hourly Billing Rate</b>	<b>Total Hours Billed</b>	<b>Total Compensation</b>
Trace (Vincent P.) Schmeltz	Partner	1997	Litigation	\$1,000.00	34.70	\$34,700.00
Kenneth Kansa	Partner	1999	Restructuring and Bankruptcy	\$1,205.00	32.60	\$39,283.00
Carrie M. Raver	Partner	1999	Litigation	\$950.00	4.80	\$4,560.00
Aaron Gavant	Partner	2009	Restructuring and Bankruptcy	\$905.00	2.50	\$2,262.50
Kathleen L. Matsoukas	Partner	2005	Litigation	\$880.00	32.00	\$28,160.00
Charlotte Underwood	Counsel	2014	Litigation	\$1,070.00	45.30	\$48,471.00
Ning He	Of Counsel	2016	Litigation	\$865.00	118.30	\$102,329.50
Paige (Catherine) Lohse	Partner	2015	Litigation	\$720.00	33.70	\$24,264.00
Caroline Payne	Associate	2021	Litigation	\$485.00	14.60	\$7,081.00
Anna Bninski	Associate	2023	Litigation	\$505.00	8.20	\$4,141.00
Kevin Warren	Associate	2024	Litigation	\$485.00	13.60	\$6,596.00
Lydia Parks	Associate	2025	Litigation	\$485.00	13.90	\$6,741.50
Anita Peterson	Paralegal	N/A	Litigation	\$405.00	47.70	\$19,318.50
Debbie Standbridge	Litigation Support Project Analyst	N/A	Legal Operations	\$265.00	1.40	\$371.00
<b>Total</b>					<b>403.30</b>	<b>\$328,279.00</b>

**EXHIBIT B****Summary of Expenses for the Fee Period**

<b>Date</b>	<b>Expense</b>	<b>Amount</b>
06/05/25	American Express Airfare – T. Schmeltz IAH ORD 6/5/2025 – 6/5/2025 INV113437	(\$345.74)
06/20/25	C. Raver – Transportation from LaGuardian Airport to NY Hotel	\$64.09
06/24/25	C. Raver – Airport Parking (total bill was \$55 but only billed \$35)	\$35.00
06/24/25	C. Raver – Transportation from Hotel to Airport	\$71.87
06/24/25	C. Raver – Lodging 6/22/2025 – 6/24/2025	\$926.56
06/30/25	Pacer Court Filing System Charges 06/01/2025 – 06/30/2025	\$3.00
06/30/25	Pacer Court Filing System Charges 06/01/2025 – 06/30/2025	\$12.00
06/30/25	Pacer Court Filing System Charges 06/01/2025 – 06/30/2025	\$12.00
06/30/25	Filing Fees for filing pro hac vice Courts/USBC-TX-Pay	\$100.00
06/30/25	C. Raver Transportation – NYC Inv Number 299784	\$370.60
06/30/25	T. Schmeltz – Uber from airport to hotel Travel to Los Angeles for SAFE AHG Hearing on 7/02/2025	\$87.92
07/03/25	American Express Airfare – T. Schmeltz – LAX ORD 7/3/2025 – 7/3/2025 INV118623	\$120.32
07/03/25	T. Schmeltz – Parking 7-02-2025 – 7-03-2025 Travel to Los Angeles for SAFE AHG Hearing on 7/02/2025	\$225.00
07/03/25	T. Schmeltz – Lodging 6-30-2025 – 7-03-2025 Travel to Los Angeles for SAFE AHG Hearing on 7/02/2025	\$1,088.49
07/03/25	T. Schmeltz – Uber from hotel to airport Travel to Los Angeles for SAFE AHG Hearing on 7/02/2025	\$115.12
07/14/25	American Express Airfare – T. Schmeltz – ORD LGA BOS ORD 7/14/2025 – 7/17/2025 INV119103	\$591.59
07/15/25	E-Filing Court Documents	\$50.00
07/15/25	American Express Airfare – T. Schmeltz – LGA ACK 7/15/2025 – 7/15/2025 INV120925	\$223.28
07/15/25	T. Schmeltz Dinner – Travel to meet with S. Wells	\$91.44
07/16/25	American Express Airfare – T. Schmeltz – ACK ORD 7/16/2025 – 7/16/2025 INV121232	\$296.30
07/21/25	E-Filing Court Documents	\$50.00
07/31/25	E-Filing Court Documents	\$50.00
07/31/25	Everlaw Inc – Professional Services; Active Review – eDiscovery Hosting Services Subscription Fees	\$1,876.00
07/31/25	Everlaw Inc – Professional Services; Early Case Assessment – eDiscovery Hosting Services Subscription Fees	\$1,072.00
<b>Total</b>		<b>\$7,186.84</b>

EXHIBIT C

**BARNES & THORNBURG LLP**

One North Wacker Drive, Suite 4400  
 Chicago, Illinois 60606 U.S.A.  
 E.I.N. 35-0900596  
 (312) 357-1313

Invoice 3460540

SPECIAL COMMITTEE OF THE BOARD OF  
 DIRECTORS OF RHODIUM  
 DAVID EATON  
 251 LITTLE FALLS DRIVE  
 WILMINGTON, DE 19808  
 DAVIDEATON@RHDM.COM

August 28, 2025  
 Trace (Vincent P.) Schmeltz  
 00101065-00000001

## PAYABLE UPON RECEIPT

Fees for Services	\$	328,279.00
Other Charges	\$	7,186.84
<b>Total This Invoice</b>	<b>\$</b>	<b>335,465.84</b>

**To remit payments by check, please return this page with remittance to:**

Barnes & Thornburg LLP, 11 South Meridian Street, Indianapolis, Indiana 46204-3535 U.S.A.

**To remit payments by ACH or Wire, send remittance advice to [wireconfirmations@btlaw.com](mailto:wireconfirmations@btlaw.com) Send payment to:**

Fifth Third Bank, Indianapolis, IN, Account Number: 7653510706 SWIFT CODE: FTBCUS3C

ABA #074908594 for ACH

ABA #042000314 for Wires

**We do not communicate changes to our bank account details by email. If you receive such a request, please call our office using a verified number before taking any action.**



**BARNES & THORNBURG** LLP

One North Wacker Drive, Suite 4400  
Chicago, Illinois 60606 U.S.A.  
E.I.N. 35-0900596  
(312) 357-1313

SPECIAL COMMITTEE OF THE BOARD OF  
DIRECTORS OF RHODIUM  
DAVID EATON  
251 LITTLE FALLS DRIVE  
WILMINGTON, DE 19808  
DAVIDEATON@RHDM.COM

Invoice 3460540

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August 28, 2025  
Trace (Vincent P.) Schmeltz  
00101065-00000001

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PAYABLE UPON RECEIPT

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**00101065-00000001**

**FIDUCIARY DUTY INVESTIGATION**

For legal services rendered in connection with the above matter for the period ending July 31, 2025 as described on the attached detail.

Fees for Services	\$	328,279.00
Other Charges	\$	<u>7,186.84</u>
<b>Total This Invoice</b>	<b>\$</b>	<b>335,465.84</b>

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DIRECTORS OF RHODIUM

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## FIDUCIARY DUTY INVESTIGATION

**Summary of Invoice**

<b>Date</b>	<b>Name</b>	<b>Description</b>	<b>Hours</b>	<b>Amount</b>
07/01/25	Charlotte Underwood	Confer with N. He and P. Lohse regarding upcoming hearing, motions, and other open projects (.9); review correspondence between Imperium and D&O (.3); call with P. Lohse regarding the same (.2); review SAFE cited exhibits and confer with team regarding confidentiality (.7).	2.10	2,247.00
07/01/25	Paige Lohse	Continue to analyze and send correspondence and filings regarding recent developments (.4); confer with C. Underwood and N. He regarding status and strategy of open tasks (.9); call with C. Underwood regarding same (.2); assist with preparation for hearing (.3); continue to strategize on response to SAFE AHG letter on document production (.1); prepare supplemental production (4.3).	6.20	4,464.00
07/01/25	Kathleen L. Matsoukas	Participate in preparation/moot session for argument on claim objection (4.4); communicate with team regarding same (.2); communicate with team regarding issues and document for meet and confer (.6); review Rhodium roll-up presentation for context for cited transcript section (1.2); communicate with team regarding same (.2); review revised deck and prepare for upcoming moot session (1.3).	7.90	6,952.00
07/01/25	Anita Peterson	Precise tracking and timely updates of deadlines and filings (.1); review communications between T. Schmeltz and Clients, Province Firm regarding settlement with insurers (.2); review communication from N. He to counsel for UCC, Quinn Emanuel, Clients, Province Firm forwarding presentation deck to UCC (.1); review communications from P. Lohse to Akin forwarding supplemental production (.2); execute strategy focusing on detailed tracking and timely updates of documents to iManage Work and Microsoft Teams platforms for attorney use (.3).	0.90	364.50
07/01/25	Charlotte Underwood	Communication with P. Lohse regarding D&O production (.4); review legal research in	0.60	642.00

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DIRECTORS OF RHODIUM

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FIDUCIARY DUTY INVESTIGATION

Date	Name	Description	Hours	Amount
		preparation for hearing (.2).		
07/01/25	Kenneth Kansa	Review T. Schmeltz email on insurance settlement (.1); email to T. Schmeltz on incorporation of settlement into plan (.2); email to L. Parks on Third Interim Fee Application (.1); review incoming pleadings (.1); review P. Lohse emails on SAFEs' issues (.1); further review of SAFEs' objection materials (.3).	0.90	1,084.50
07/01/25	Lydia Parks	Review our reply brief regarding subordination in response to N. He's request (.3); review N. He's findings (.1); communication with K. Kansa regarding Third Interim Fee Application (.1).	0.50	242.50
07/01/25	Ning He	Prepare and participate in moot hearing session (5.0); revise hearing deck (5.4); analyze documents regarding hearing deck (2.1); confer with C. Underwood and P. Lohse regarding SAFE and discovery issues (.9).	13.40	11,591.00
07/01/25	Anna Bninski	Research Delaware law regarding stock preferences (1.3); summarize same for N. He (.5); research Delaware law regarding contract interpretation (1.2); summarize same for N. He (.4); document review regarding SAFE (.6).	4.00	2,020.00
07/01/25	Carrie M. Raver	Address SAFEs' requests for insurer correspondence.	0.20	190.00
07/01/25	Debbie Standridge	Review data collections from custodians R. Mates, T. Schmeltz and C. Raver (.2); upload to database for review (.2).	0.40	106.00
07/01/25	Debbie Standridge	Create search to isolate documents for production (.1); perform quality control tasks necessary for production (.1); share search with team for delivery (.1).	0.30	79.50
07/01/25	Trace (Vincent P.) Schmeltz	Prepare for hearing on claim objection, including review of briefing (2.3), analyze additional cases (1.8), discuss strategy with team from Quinn Emanuel (1.2) and client (.4), and participate in mock trial (3.9).	9.60	9,600.00
07/02/25	Charlotte Underwood	Provide support before and during hearing on claim objection (.7); confer with N. He regarding same (.1).	0.80	856.00
07/02/25	Anita Peterson	Preparation for hearing on SAFE AHG's claim	1.30	526.50

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FIDUCIARY DUTY INVESTIGATION

Date	Name	Description	Hours	Amount
		objections and assist attorneys in executing strategy per request of T. Schmeltz (.6); communication with Quinn Emanuel forwarding as-filed 2025-07-02 (Dkt 1402) Notice of Filing of Safe Claimant's Demonstrative for the Hearing Scheduling July 2, 2025, at 10:00 A.M. (Central Time) (.1); communications with Clients, Province Firm regarding 2025-07-02 (Dkt 1402) Notice of Filing of Safe Claimant's Demonstrative for the Hearing Scheduled for July 2, 2025, at 10:00 A.M. (Central Time) (.2); execute strategy focusing on detailed tracking and timely updates of documents to iManage Work and Microsoft Teams platforms for attorney use (.2); communications with K. Kansa regarding June fee application (.2).		
07/02/25	Lydia Parks	Communication with K. Matsoukas regarding the privilege metadata log.	0.10	48.50
07/02/25	Ning He	Prepare for hearing regarding SAFE objection (2.3); confer with C. Underwood regarding same (.1); confer with B. Funk regarding hearing materials (.3); confer with Province regarding hearing materials (.4); revise hearing materials (1.5); participate in hearing regarding SAFE objection (4.0).	8.60	7,439.00
07/02/25	Paige Lohse	Continue to analyze and send correspondence and filings regarding recent developments.	0.30	216.00
07/02/25	Anna Bninski	Research Delaware law of contract interpretation (.7); communication with T. Schmeltz regarding same (.2); update case file including saved material and production index (.3).	1.20	606.00
07/02/25	Kenneth Kansa	Email to P. Lohse on SAFE's objection hearing (.2); review materials on same (.2); email to A. Peterson on fee application (.1).	0.50	602.50
07/02/25	Kathleen L. Matsoukas	Prepare for and participate in hearing on SAFE claim objection and communicate with team regarding strategy and preparation for same.	4.00	3,520.00
07/02/25	Trace (Vincent P.) Schmeltz	Prepare for (3.8) and participate in hearing on claim objection (2.2); discuss strategy with clients after hearing (.4).	6.40	6,400.00

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DIRECTORS OF RHODIUM

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FIDUCIARY DUTY INVESTIGATION

Date	Name	Description	Hours	Amount
07/03/25	Charlotte Underwood	Preparation for objections in response to 7/2 hearing (.1); communications with team regarding privilege log (.2).	0.30	321.00
07/03/25	Ning He	Analyze production issues.	1.10	951.50
07/03/25	Anita Peterson	Communications with investigative team regarding privilege log, non-privileged Imperium documents for production and assist attorneys in executing strategy per request of T. Schmeltz (.2); communications with billing clerk (K. Phillips) regarding monthly fee statement (.3); review and revise summary of fees for monthly fee statement (3.5); communications with timekeepers regarding monthly fee statement (.4); communications with T. Schmeltz regarding monthly fee statement (.2).	4.60	1,863.00
07/03/25	Lydia Parks	Begin drafting the Third Interim Fee Application (1.6); communications with Litigation Support regarding the broken families for production (.2); confer with A. Bninski regarding privilege issue (.1); review broken families for the production and re-tag appropriately (2.0).	3.90	1,891.50
07/03/25	Anna Bninski	Confer with L. Parks regarding privilege issue (.1); review investigation team correspondence (.1).	0.20	101.00
07/03/25	Paige Lohse	Continue to analyze and send correspondence and filings regarding recent developments.	0.40	288.00
07/03/25	Kenneth Kansa	Review privilege log materials from K. Matsoukas (.2); review incoming pleadings (.3).	0.50	602.50
07/03/25	Debbie Standridge	Prepare save searches to isolate documents tagged for privilege.	0.30	79.50
07/03/25	Kathleen L. Matsoukas	Work on finalizing privilege log (1.2); communicate with team regarding questions on documents included in privilege log (.4); communicate with R. Mates regarding privilege log and questions regarding included documents (.4).	2.00	1,760.00
07/07/25	Anita Peterson	Communications with investigative team regarding response in opposition to 2025-06-24 (Dkt 1350) Celsius Holdings US LLC's Motion to Quash Notice of Deposition (.1); precise tracking and timely updates of deadlines (.1);	8.60	3,483.00

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FIDUCIARY DUTY INVESTIGATION

Date	Name	Description	Hours	Amount
		communications with L. Parks regarding Third Interim Fee Application (.3); emails with billing clerk (K. Phillips) regarding monthly fee application (.4); communications with T. Schmeltz regarding monthly fee statement (.2); review and revise summary of fees for monthly fee application (6.7); update exhibits for monthly fee application (.8).		
07/07/25	Paige Lohse	Outline approach to discovery (2.0); analyze and send correspondence and filings regarding recent developments (.5).	2.50	1,800.00
07/07/25	Charlotte Underwood	Communications with team regarding SAFE response (.2); communications with team regarding privilege log (.1).	0.30	321.00
07/07/25	Kenneth Kansa	Emails to BT team on preparation of term sheet for insurance settlement and related materials (.3); outline materials for same (.3); email to K. Matsoukas and C. Raver on call (.1); email to L. Parks on Third Interim Fee Application (.1); review and revise Third Interim Fee Application (.7); email to L. Parks on same (.1); review incoming pleadings (.2); review materials on motion to quash (.1).	1.90	2,289.50
07/07/25	Carrie M. Raver	Address insurer settlement issues.	0.20	190.00
07/07/25	Lydia Parks	Finalize full draft of the Third Interim Fee Application (2.6); draft Exhibit A for same (.1); draft T. Schmeltz's declaration corresponding to the same (.2); communication with accounting relating to the payment for same (.1); finalize the updated privilege and metadata log per request of K. Matsoukas (.2); review and revise Opposition to Celsius's Motion to Quash (.2).	3.40	1,649.00
07/07/25	Trace (Vincent P.) Schmeltz	Attend to next steps after hearing, including considering additional negotiations around the Plan.	0.40	400.00
07/07/25	Ning He	Analyze draft motion to quash.	0.30	259.50
07/07/25	Kathleen L. Matsoukas	Review and communicate with team regarding draft response to SAFE AHG's motion to quash (1.2); work to address remaining privilege log issues (.3); communicate with team and counsel for Imperium regarding same (.3); work on Rule	3.60	3,168.00

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FIDUCIARY DUTY INVESTIGATION

Date	Name	Description	Hours	Amount
		9019 motion background including draft term sheet and associated documents (1.6); communication with team regarding same (.2).		
07/08/25	Anita Peterson	Communication from Akin requesting information relating to insurance settlement and assist attorneys in executing strategy per request of C. Underwood (.2); review and revise summary of fees for monthly fee application (4.7); communication from Akin responding to Special Committee's June 30, 2025, letter regarding Motion to Quash Notice of Deposition of Celsius Core LLC and assist attorneys in executing strategy per request of T. Schmeltz (.2).	5.10	2,065.50
07/08/25	Paige Lohse	Strategic considerations for discovery.	1.00	720.00
07/08/25	Charlotte Underwood	Communications with N. He regarding report and ongoing projects (.5); coordinate outstanding projects and plan for plan completion (.4); review correspondence from SAFE AHG (.3).	1.20	1,284.00
07/08/25	Anna Brinski	Review investigation team correspondence.	0.10	50.50
07/08/25	Carrie M. Raver	Call with K. Kansa and K. Matsoukas regarding insurance settlement.	0.40	380.00
07/08/25	Lydia Parks	Edit the Third Interim Fee Application including T. Schmeltz Declaration, incorporating K. Kansa's edits.	1.10	533.50
07/08/25	Kathleen L. Matsoukas	Strategize regarding motion to quash Celsius deposition (.3); communications with team regarding same (.2); call regarding D&O insurance settlement with K. Kansa and C. Raver (.4).	0.90	792.00
07/08/25	Ning He	Analyze draft opposition (1.2); revise language regarding motion to quash (.8).	2.00	1,730.00
07/08/25	Caroline Payne	Begin review and update of all footnotes in report.	3.80	1,843.00
07/08/25	Kenneth Kansa	Email to L. Parks on Third Interim Fee Application (.1); review declaration for same and revise same (.4); call with C. Raver and K. Matsoukas on insurance settlement (.4); email to C. Underwood on call (.1); review materials	3.40	4,097.00



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FIDUCIARY DUTY INVESTIGATION

Date	Name	Description	Hours	Amount
		on D&O Insurance Settlement and term sheet for same (2.3); review M. Hurley email on same (.1).		
07/09/25	Anita Peterson	Review and revise summary of fees for monthly fee application (1.2); communications with billing clerk (K. Phillips) regarding monthly fee statement (.2); update exhibits for monthly fee application (.8); communication with Akin regarding request for information relating to insurance settlement and assist attorneys in executing strategy per request of T. Schmeltz (.2).	2.40	972.00
07/09/25	Carrie M. Raver	Address declaration and other plan issues.	0.60	570.00
07/09/25	Lydia Parks	Edit the Certification to implement K. Kansa's feedback (.1); review the local rules regarding fee applications (.2).	0.30	145.50
07/09/25	Charlotte Underwood	Confer with T. Schmeltz regarding plan and related documentation drafting (.5); coordinate elements of plan with responsible team members (.5); review and revise plan support materials (.8).	1.80	1,926.00
07/09/25	Anna Bninski	Review investigation team correspondence.	0.10	50.50
07/09/25	Paige Lohse	Analyze and send correspondence and filings regarding recent developments.	0.60	432.00
07/09/25	Trace (Vincent P.) Schmeltz	Attend Rhodium board meeting (.4); prepare for presentation (1.6).	2.00	2,000.00
07/09/25	Ning He	Confer with Province regarding presentation (.5); revise presentation (.5); revise support for report (3.6); revise opposition regarding exhibits (2.1).	6.70	5,795.50
07/09/25	Kenneth Kansa	Email to C. Underwood on insurer 9019 (.2); email to L. Parks on Third Interim fee application (.1); email to C. Underwood on client call (.1); email to C. Underwood on pending filings (.2); review materials on report distribution (.2); review incoming pleadings (.3); review materials on D&O settlement and outline term sheet for same (1.8).	2.90	3,494.50
07/09/25	Kathleen L. Matsoukas	Work on mediator declaration (.6); communicate with team regarding same (.2); review and	1.00	880.00



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FIDUCIARY DUTY INVESTIGATION

Date	Name	Description	Hours	Amount
		discuss motion to quash Celsius deposition correspondence and meet and confer requests (.2).		
07/09/25	Trace (Vincent P.) Schmeltz	Confer with C. Underwood regarding plan and related documentation drafting.	0.50	500.00
07/10/25	Anita Peterson	Communications with billing clerk (K. Phillips) regarding monthly fee statement (.3); review and revise summary of fees for monthly fee application (1.3); update exhibits for monthly fee application (.4); communication with K. Kansa regarding monthly fee application (.1); communications with Company regarding Invoice 3434813 (Exhibit C) relating to Ninth Monthly Fee Statement and assist attorneys in executing strategy per request of T. Schmeltz (.2); communication with Akin regarding request for information relating to insurance settlement and assist attorneys in executing strategy per request of T. Schmeltz (.1); execute strategy focusing on detailed tracking and timely updates of documents to iManage Work and Microsoft Teams platforms for attorney use (.2); communication with counsel for Transcend regarding settlement discussions and assist attorneys in executing strategy per request of T. Schmeltz (.1); communications with Clients, Province Firm regarding same (.1).	2.80	1,134.00
07/10/25	Carrie M. Raver	Evaluate and edit mediator declaration.	0.30	285.00
07/10/25	Carrie M. Raver	Address mediator declaration issues.	0.20	190.00
07/10/25	Kenneth Kansa	Meeting with special committee and BT teams on settlement term sheet and implementation (.6); call with BT team on pending matters, implementation of settlement, and related documentation issues (1.0); review mediator declaration (.2); review presentation deck (.3); email to N. He on presentation deck (.1); review emails on term sheet and implementation (.3).	2.50	3,012.50
07/10/25	Lydia Parks	Review the meet and confer agenda with Akin regarding the Celsius deposition (.2); attend the meet and confer (Akin did not attend) (.2).	0.40	194.00
07/10/25	Charlotte	Confer with N. He regarding report (.5); confer	3.60	3,852.00

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FIDUCIARY DUTY INVESTIGATION

Date	Name	Description	Hours	Amount
	Underwood	with BT team regarding pending matters, implementation of settlement, and related documentation issues (1.0); review and revise plan elements (2.1).		
07/10/25	Anna Bninski	Review investigation team correspondence.	0.10	50.50
07/10/25	Paige Lohse	Strategic considerations for discovery (.4); call with BT team regarding pending matters, implementation of settlement and plan-related documentation issues (1.0); analyze and send correspondence and filings regarding recent developments (.4).	1.80	1,296.00
07/10/25	Kathleen L. Matsoukas	Review and revise draft mediator declaration and communicate with team regarding same (.5); prepare for and participate in discussion with client regarding proposed 9019 action plan (.7); strategize regarding status report concerning coverage settlement and content of same (.6); prepare for BT team meeting (.3); confer with BT team regarding pending matters, implementation of settlement and related documentation issues (1.0).	3.10	2,728.00
07/10/25	Trace (Vincent P.) Schmeltz	Call with S. Wells, D. Eaton, D. Dunn, M. Robinson and BT team regarding strategy (.6); revise slide presentation based on work from yesterday's call (including meeting with N. He regarding same) (1.8); call with B. Funk to update her on status of settlement, presentations, etc. (.4).	2.80	2,800.00
07/10/25	Ning He	Analyze SAFE objections (1.2); revise slide presentation deck (including meeting with T. Schmeltz regarding same) (2.2); confer with SAFE AHG regarding support (.2); confer with C. Underwood regarding report (.5); confer with BT team regarding pending matters, implementation of settlement and related documentation issues (1.0); revise support documentation for report (.3).	5.40	4,671.00
07/10/25	Caroline Payne	Update all report footnotes.	6.40	3,104.00
07/10/25	Trace (Vincent P.) Schmeltz	Confer with BT team regarding pending matters, implementation of settlement and related documentation issues.	1.00	1,000.00

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FIDUCIARY DUTY INVESTIGATION

Date	Name	Description	Hours	Amount
07/11/25	Lydia Parks	Finalize Third Interim Fee Application and Certification (.2); review the complex case procedures for the S.D. Texas and the U.S. Trustee fee application process (.2).	0.40	194.00
07/11/25	Charlotte Underwood	Call with B. Riley (.3); confer with T. Schmeltz regarding plan confirmation strategy (1.4); confer with P. Lohse regarding plan discovery strategy (.4); coordinate client call regarding conflict matters (.1); review and revise plan support documents (1.3).	3.50	3,745.00
07/11/25	Anita Peterson	Communication with C. Potter regarding nonpayment of Wilkins' secured debt and assist attorneys in executing strategy for settlement per request of T. Schmeltz (.2); communications with M. Fox, T. Fleming and B. Funk regarding presentation to Unsecured Creditors Committee and assist attorneys in executing strategy for settlement per request of T. Schmeltz (.2); emails with L. Parks and T. Schmeltz regarding Third Interim Application and Certification (.2).	0.60	243.00
07/11/25	Carrie M. Raver	Participate in call with C. Topping regarding coverage issues.	0.40	380.00
07/11/25	Carrie M. Raver	Correspond with brokers regarding extension of policies.	0.20	190.00
07/11/25	Carrie M. Raver	Further strategize regarding insurance settlement issues.	0.50	475.00
07/11/25	Anna Bninski	Revise deposition index (.2); review investigation team correspondence (.1).	0.30	151.50
07/11/25	Paige Lohse	Analyze and send correspondence and filings regarding recent developments (.8); confer with C. Underwood regarding plan discovery strategy (.4); strategic considerations for discovery (.3).	1.50	1,080.00
07/11/25	Trace (Vincent P.) Schmeltz	Update B. Funk and M. Fox regarding SAFE negotiations (1.0); call with B. Riley regarding fees (.4).	1.40	1,400.00
07/11/25	Kenneth Kansa	Teleconference with D. Dunn on plan classification question (.4); email to L. Parks on Third Interim Fee Application (.1); review UCC presentation (.4); review and revise draft insurer term sheet (3.3).	4.20	5,061.00

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FIDUCIARY DUTY INVESTIGATION

Date	Name	Description	Hours	Amount
07/11/25	Ning He	Revise presentation deck (2.5); analyze support document regarding report (1.2).	3.70	3,200.50
07/11/25	Caroline Payne	Continue updating report footnotes and references.	1.20	582.00
07/11/25	Kathleen L. Matsoukas	Prepare for and participate in discussions with B. Riley regarding resolution of success fee.	0.30	264.00
07/11/25	Trace (Vincent P.) Schmeltz	Confer with C. Underwood regarding plan confirmation strategy.	1.40	1,400.00
07/12/25	Kathleen L. Matsoukas	Prepare for and participate in call with Special Committee and advisors concerning B. Riley fee and potential settlement of same.	0.40	352.00
07/12/25	Anita Peterson	Review incoming 2025-07-08 (Dkt 1418) Order Granting Debtors' Application for an Updated Order Authorizing Retention and Employment of LKC as Special Litigation Counsel and assist attorneys in executing strategy per request of T. Schmeltz (.2); communication from LKC regarding same (.1); communications with Clients and Province Firm regarding same (.1); review 2024-10-18 (Dkt 287) Debtors' Application for Entry of an Order (I) Authorizing the Retention and Employment of B. Riley Securities, Inc. as Financial Advisor and Investment Banker to the Debtors and Debtors in Possession Effective as of the Petition Date and (II) Granting Related Relief (.2); communications with Clients and Province Firm regarding same (.1).	0.70	283.50
07/12/25	Trace (Vincent P.) Schmeltz	Confer with client regarding B. Riley fees and potential settlement thereof (.4); confer with P. Tomasco on same (.4).	0.80	800.00
07/12/25	Kenneth Kansa	Review and respond to T. Schmeltz email on B. Riley (.2); review B. Riley engagement letter (.1); review and revise insurer term sheet (3.4); circulate same to BT team with covering comments (.3).	4.00	4,820.00
07/13/25	Anna Brinski	Review investigation team correspondence.	0.10	50.50
07/14/25	Anita Peterson	Assist attorneys regarding deadline to respond in opposition to Celsius motion to quash deposition notice (.1); assist attorneys regarding Third Interim Fee Application (.7); emails with L.	1.20	486.00

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FIDUCIARY DUTY INVESTIGATION

Date	Name	Description	Hours	Amount
		Parks regarding same (.2); communication with local counsel forwarding transcripts from 2025-06-20 motion to terminate exclusivity, 2025-07-02 hearing regarding omnibus objection to claims of SAFE holders and assist attorneys in executing strategy per request of T. Schmeltz (.2).		
07/14/25	Carrie M. Raver	Evaluate and edit term sheet (.3); draft related Exhibit A (.3).	0.60	570.00
07/14/25	Charlotte Underwood	Revise report for privilege (.8); communications with K. Warren regarding legal research relating to privilege (.2); draft chart of plan elements (.4); communications with team on status (.2).	1.60	1,712.00
07/14/25	Kathleen L. Matsoukas	Review and revise draft term sheet (.5); communications with team regarding same (.2).	0.70	616.00
07/14/25	Lydia Parks	Finalize the Third Interim Fee Application and certification (.2); email forwarding same to A. Peterson (.1); review plan element status updates (.1).	0.40	194.00
07/14/25	Anna Bninski	Review investigation team correspondence.	0.10	50.50
07/14/25	Kevin Warren	Research case law regarding scope of waiver regarding disclosure of documents and communications per request of C. Underwood and N. He.	2.60	1,261.00
07/14/25	Trace (Vincent P.) Schmeltz	Prepare for presentation (.3); participate in presentation (1.0).	1.30	1,300.00
07/14/25	Kenneth Kansa	Review team emails on insurer term sheet (.3); review PSA parties' emails on same (.2).	0.50	602.50
07/14/25	Ning He	Prepare for presentation (1.2); participate in presentation (1.0); analyze documents regarding presentation (2.3); revise support documentation regarding report (3.2).	7.70	6,660.50
07/15/25	Anita Peterson	Coordinate filing of Third Interim Fee Application (.2); emails with Clients regarding May invoice and assist attorneys in executing strategy per request of Trace Schmeltz (.2); execute strategy focusing on detailed tracking and timely updates of documents to iManage Work and Microsoft Teams platforms for attorney use (.2); review as-filed 2025-07-15	2.00	810.00

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FIDUCIARY DUTY INVESTIGATION

Date	Name	Description	Hours	Amount
		(Dkt 1445) B&T's Third Interim Fee Statement and assist attorneys in executing strategy per request of T. Schmeltz (.2); precise tracking and timely updates of deadlines and filings (.2); emails with fee notice parties regarding 2025-07-15 (Dkt 1445) B&T's Third Interim Fee Statement (.2); emails with United States Trustee regarding 2025-07-15 (Dkt 1445) B&T's Third Interim Fee Statement and Ledes data (.2); emails with investigative team regarding deadline to respond in opposition to Celsius motion and assist attorneys in executing strategy per request of T. Schmeltz (.2); review incoming 2025-07-14 (Dkt 1444) Stipulation Between the Special Committee and Celsius Regarding Celsius Deposition Notice and Motion to Quash and assist attorneys in executing strategy per request of T. Schmeltz (.2); communication with Clients, Province Firm regarding draft term sheet for D&O mediation and assist attorneys in executing strategy per request of K. Matsoukas (.2).		
07/15/25	Charlotte Underwood	Review draft status report and provide comments (.3); confer with N. He on outstanding projects (.1); confer with K. Matsoukas regarding outstanding projects (.2).	0.60	642.00
07/15/25	Anna Bninski	Review investigation team correspondence.	0.10	50.50
07/15/25	Kevin Warren	Draft privilege analysis per request of C. Underwood and N. He.	2.70	1,309.50
07/15/25	Ning He	Analyze draft opposition (1.5); research documents regarding support for report (1.8).	3.30	2,854.50
07/15/25	Ning He	Analyze hearing transcript (1.3); confer with C. Underwood regarding outstanding projects (.1).	1.40	1,211.00
07/15/25	Kathleen L. Matsoukas	Review additional comments to term sheet and revise accordingly (.8); draft and revise status report pertaining to D&O mediation (1.8); communicate with team regarding same (.3); communicate with team regarding response to motion to quash Celsius deposition and agreed order (.4); confer with C. Underwood regarding outstanding projects (.2).	3.50	3,080.00



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FIDUCIARY DUTY INVESTIGATION

Date	Name	Description	Hours	Amount
07/16/25	Charlotte Underwood	Review and provide comments on draft claim objection.	1.10	1,177.00
07/16/25	Anita Peterson	Communications with Clients, Province Firm regarding draft term sheet for D&O mediation and assist attorneys in executing strategy per request of K. Matsoukas (.2); communication with Quinn Emanuel regarding draft omnibus claim objection and assist attorneys in executing strategy per request of T. Schmeltz (.2); emails with investigation team regarding draft omnibus claim objection (.1).	0.50	202.50
07/16/25	Anna Bninski	Confirm choice of law provisions and state of registration for Rhodium operating companies and summarize same at request of C. Underwood.	0.50	252.50
07/16/25	Kenneth Kansa	Review comments from counterparties on term sheet (.2); review K. Matsoukas email regarding same (.1).	0.30	361.50
07/16/25	Ning He	Revise opposition regarding exhibit (2.8); revise support documentation regarding report (3.1).	5.90	5,103.50
07/16/25	Kathleen L. Matsoukas	Review and communicate with team regarding client edits and questions on draft term sheet (.5); revise draft status report (.2); communicate with team regarding same (.1).	0.80	704.00
07/17/25	Anita Peterson	Communications with Quinn Emanuel regarding draft omnibus claim objection and assist attorneys in executing strategy per request of C. Underwood (.2); communications with Clients, Province Firm regarding draft term sheet for D&O mediation and assist attorneys in executing strategy per request of T. Schmeltz (.2); execute strategy focusing on detailed tracking and timely updates of documents to iManage Work and Microsoft Teams platforms for attorney use (.2).	0.60	243.00
07/17/25	Lydia Parks	Draft Building D rebuttals to Liquid Mining Funds' allegations and assemble supporting documentation.	1.20	582.00
07/17/25	Anna Bninski	Review prior work product for responsive information relating to Building D (.2); review investigation team correspondence (.1).	0.30	151.50

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FIDUCIARY DUTY INVESTIGATION

Date	Name	Description	Hours	Amount
07/17/25	Kevin Warren	Draft preliminary analysis on privilege per request of C. Underwood and N. He.	0.70	339.50
07/17/25	Charlotte Underwood	Confer with N. He regarding plan materials (.9); review and provide comments on draft claim objection (1.1); review documents related to the underlying claims (.9); confer with K. Matsoukas and N. He regarding plan materials and plan strategy (1.0); related follow up (.4); review legal research regarding plan materials (.3).	4.60	4,922.00
07/17/25	Paige Lohse	Analyze and send correspondence and filings regarding recent developments.	0.40	288.00
07/17/25	Kenneth Kansa	Review (brief) of draft claims objection from C. Underwood (.1); review C. Underwood update email (.1); review emails on status report (.2).	0.40	482.00
07/17/25	Ning He	Confer with C. Underwood regarding plan materials (.9); confer with K. Matsoukas and C. Underwood regarding plan materials and plan strategy (1.0); revise draft report (2.8); revise support documentation regarding report (3.8).	8.50	7,352.50
07/17/25	Caroline Payne	Update footnote citations and correspond with team regarding draft.	2.40	1,164.00
07/17/25	Kathleen L. Matsoukas	Review and address comments to term sheet from client (.4); communicate with team regarding same (.2); prepare for conference with C. Underwood and N. He (.3); confer with C. Underwood and N. He regarding plan materials and plan strategy (1.0); review results of analysis related to privilege considerations around investigation report (.3).	2.20	1,936.00
07/18/25	Anna Bninski	Review investigation team correspondence.	0.10	50.50
07/18/25	Anita Peterson	Communication with counsel for Imperium and Transcend parties regarding term sheet for settlement and assist attorneys in executing strategy per request of T. Schmeltz.	0.20	81.00
07/18/25	Paige Lohse	Analyze and send correspondence and filings regarding recent developments.	0.20	144.00
07/18/25	Trace (Vincent P.) Schmeltz	Revise term sheet (1.6); communications regarding term sheet (.4); confer with P. Tomasco regarding strategy (.4).	2.40	2,400.00
07/18/25	Kenneth Kansa	Review term sheet revisions and C. Underwood	0.20	241.00



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FIDUCIARY DUTY INVESTIGATION

Date	Name	Description	Hours	Amount
		email on same.		
07/18/25	Ning He	Analyze documents regarding LTIPs.	1.80	1,557.00
07/18/25	Kathleen L. Matsoukas	Further revise draft term sheet (.3); communicate with team regarding same (.2).	0.50	440.00
07/20/25	Paige Lohse	Strategic considerations for discovery (.2); analyze and send correspondence and filings regarding recent developments (.2).	0.40	288.00
07/21/25	Charlotte Underwood	Confer with T. Schmeltz regarding draft plan materials and objections (.4); call with P. Lohse regarding matter workstreams (.3); revise plan materials (1.2); review and filing of BDO application (.9); correspond with Debtor regarding objection (.1).	2.90	3,103.00
07/21/25	Anna Brinski	Review investigation team correspondence.	0.10	50.50
07/21/25	Paige Lohse	Follow up regarding discovery deadlines (.5); call with C. Underwood regarding matter workstreams (.3).	0.80	576.00
07/21/25	Anita Peterson	Communications with billing clerk (K. Phillips) regarding monthly fee statement (.2); communications with BDO (M. Michaelis) regarding BDO's Third Interim Fee Application (.3); communications with C. Underwood regarding same (.3); assist attorneys in executing strategy regarding same per request of C. Underwood (.2); communications with B. Funk regarding proposed Stipulated Modification to Order Amending Final Cash Collateral Order Authorizing Final Payment to Prepetition Secured Lenders and assist attorneys in executing strategy per request of P. Lohse (.2); execute strategy focusing on detailed tracking and timely updates of documents to iManage Work and Microsoft Teams platforms for attorney use (.2).	1.40	567.00
07/21/25	Trace (Vincent P.) Schmeltz	Address tax allocation (.6); consider impact of warrants vesting on capital table (.2); confer with C. Underwood regarding status and work needed (.4).	1.20	1,200.00
07/21/25	Kenneth Kansa	Review term sheet revisions.	0.20	241.00
07/21/25	Ning He	Revise support documents for report (5.9);	9.20	7,958.00

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FIDUCIARY DUTY INVESTIGATION

Date	Name	Description	Hours	Amount
		prepare and participate in call regarding tax allocation (1.2); analyze documents regarding LTIPs (2.1).		
07/22/25	Charlotte Underwood	Revise draft status report (.7); revise draft plan materials (1.6); update workflow for plan materials (.1); confer with T. Schmeltz and N. He regarding plan materials and plan strategy (1.0); communications with team regarding outstanding projects (.3).	3.70	3,959.00
07/22/25	Aaron Gavant	Review revised term sheet with D&O insurers and communications relating to same.	0.40	362.00
07/22/25	Paige Lohse	Analyze and send correspondence and filings regarding recent developments (.4); confer with T. Schmeltz regarding discovery issues (.3); follow up regarding same focusing on discovery considerations (1.4).	2.10	1,512.00
07/22/25	Anna Brinski	Review investigation team correspondence.	0.10	50.50
07/22/25	Lydia Parks	Communication with C. Underwood regarding 9019 (.1); review team communication regarding the same and next steps (.1).	0.20	97.00
07/22/25	Trace (Vincent P.) Schmeltz	Confer with C. Underwood and N. He regarding strategy (1.0); confer with P. Lohse regarding discovery issues (.3); revise status report (.4); communications with team and Riot regarding tax allocation (1.0).	2.70	2,700.00
07/22/25	Kenneth Kansa	Review C. Underwood email on pending tasks and timing (.2); review update to same (.1).	0.30	361.50
07/22/25	Ning He	Confer with T. Schmeltz and C. Underwood regarding strategy (1.0); revise report regarding potentially privileged information (2.3); analyze case law regarding privilege (3.1).	6.40	5,536.00
07/22/25	Kathleen L. Matsoukas	Communicate with C. Underwood regarding Rule 9019 motion.	0.20	176.00
07/23/25	Carrie M. Raver	Address settlement issues.	0.20	190.00
07/23/25	Aaron Gavant	Review revised term sheet on proposed D&O settlement (.3); communications with BT team regarding same and next steps (.1).	0.40	362.00
07/23/25	Paige Lohse	Work on discovery deadlines (1.5); analyze and send correspondence and filings regarding	2.70	1,944.00

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FIDUCIARY DUTY INVESTIGATION

Date	Name	Description	Hours	Amount
		recent developments (1.2).		
07/23/25	Charlotte Underwood	Call with B. Riley regarding fee (.3); confer with T. Schmeltz and N. He regarding the same and tax allocation issue (.5); support Rhodium board meeting (1.0); revisions to status report, mediation statement, and 9019 (2.6); communication with C. Raver regarding mediation (.1); communications with P. Lohse regarding Wilkins' payment (.2); revisions to term sheet (.8); attention to correspondence related to the same (.2).	5.70	6,099.00
07/23/25	Anna Bninski	Review documents for material requested by C. Underwood (.1); review investigation team correspondence (.1).	0.20	101.00
07/23/25	Anita Peterson	Multiple communications with B. Funk, R. Mates regarding draft summary of terms of settlement and assist attorneys in executing strategy per request of T. Schmelz (.3); communications with A. Popescu, M. Robinson regarding PSA and term sheet (.1); communications with M. Hurley, Quinn Emanuel regarding putative insurance settlement and assist attorneys in executing strategy per request of T. Schmeltz (.2); communications with S. Schultz regarding term sheet for settlement and assist attorneys in executing strategy per request of P. Lohse (.1).	0.70	283.50
07/23/25	Trace (Vincent P.) Schmeltz	Confer with B. Riley (.3); confer with C. Underwood and N. He regarding same and on tax allocation (.5).	0.80	800.00
07/23/25	Kenneth Kansa	Review revisions to term sheet (.3); email to C. Underwood on same (.1); review settlement emails (.3).	0.70	843.50
07/23/25	Ning He	Research and analyze documents regarding tax issue (5.3); analyze report regarding privilege (.8); revise report regarding privilege (.4).	6.50	5,622.50
07/23/25	Ning He	Confer with T. Schmeltz and C. Underwood regarding tax allocation issue.	0.50	432.50
07/24/25	Charlotte Underwood	Revisions and negotiating revisions to term sheet (3.6); communications with C. Raver regarding term sheet (.3); call with D. Eaton regarding term sheet (.1); revisions to status	4.90	5,243.00

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FIDUCIARY DUTY INVESTIGATION

Date	Name	Description	Hours	Amount
		report (.3); team updates and matter management (.6).		
07/24/25	Debbie Standridge	Prepare search and promote documents regarding N. Cerasuolo to review (.2); prepare search to isolate promoted and existing N. Cerasuolo documents in preparation for review (.1); add date parameters to search results (.1).	0.40	106.00
07/24/25	Anna Bninski	Review investigation team correspondence regarding meet and confer.	0.10	50.50
07/24/25	Anita Peterson	Communications with M. Hurley, Quinn Emanuel regarding putative insurance settlement and assist attorneys in executing strategy per request of C. Underwood (.3); multiple communications with B. Funk regarding draft summary of terms of settlement and assist attorneys in executing strategy per request of C. Underwood (.3); communications with M. Fox, B. Funk and Quinn Emanuel regarding employee severance, retention and assist attorneys in executing strategy per request of T. Schmeltz (.2).	0.80	324.00
07/24/25	Paige Lohse	Follow up regarding discovery considerations (.6); analyze and send correspondence and filings regarding recent developments (.8).	1.40	1,008.00
07/24/25	Carrie M. Raver	Address settlement term issues.	0.70	665.00
07/24/25	Kenneth Kansa	Review emails on insurance settlement (.2); review severance materials and emails (.2).	0.40	482.00
07/24/25	Ning He	Continue to analyze documents regarding tax (3.7); analyze report regarding tax (1.2); analyze LTIP documents (.3).	5.20	4,498.00
07/24/25	Ning He	Analyze hearing transcript regarding mediation.	1.40	1,211.00
07/24/25	Caroline Payne	Discuss and update citations.	0.80	388.00
07/25/25	Charlotte Underwood	Draft 9019 (.3); coordinate with team on ongoing workflows (.4); review correspondence related to objection (.1); review correspondence related to term sheet (.2).	1.00	1,070.00
07/25/25	Lydia Parks	Draft portions of the 9019 motion (1.7); investigate and communication regarding filing (.3).	2.00	970.00

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FIDUCIARY DUTY INVESTIGATION

Date	Name	Description	Hours	Amount
07/25/25	Anna Bninski	Communication with C. Underwood and report team regarding 9019.	0.20	101.00
07/25/25	Anita Peterson	Communication between Company and Quinn Emanuel regarding omnibus claim objection and assist attorneys in executing strategy per request of C. Underwood (.1); communications with Akin regarding putative insurance settlement and assist attorneys in executing strategy per request of T. Schmeltz (.2); communications with M. Fox, B. Funk and Quinn Emanuel regarding employee severance, retention and assist attorneys in executing strategy per request of T. Schmeltz (.2).	0.50	202.50
07/25/25	Paige Lohse	Analyze and send correspondence and filings regarding recent developments (.6); continue to follow up regarding discovery considerations (.8).	1.40	1,008.00
07/25/25	Carrie M. Raver	Further address settlement term issues.	0.30	285.00
07/25/25	Kenneth Kansa	Emails to C. Underwood and L. Parks on US Trustee inquiry.	0.20	241.00
07/27/25	Kevin Warren	Draft analysis on attorney-client privilege per request of C. Underwood and N. He.	2.70	1,309.50
07/27/25	Kevin Warren	Continue to draft analysis on privilege issues per request of C. Underwood and N. He.	1.20	582.00
07/28/25	Charlotte Underwood	Correspond with team regarding plan materials and matter strategy.	0.80	856.00
07/28/25	Kevin Warren	Evaluate Fifth Circuit case law on privilege issue per request of T. Schmeltz, N. He, and C. Underwood.	3.40	1,649.00
07/28/25	Aaron Gavant	Review revised term sheet and related communications (.3); communications with BT team regarding same (.2).	0.50	452.50
07/28/25	Charlotte Underwood	Communications with T. Schmeltz and K. Kansa regarding term sheet.	0.20	214.00
07/28/25	Anita Peterson	Communications with investigation team regarding plan documents update and assist attorneys in executing strategy per request of C. Underwood (.2); communication with J. Camara regarding patent litigation (.1); communications with Clients regarding J. Camara email (.2);	2.60	1,053.00

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FIDUCIARY DUTY INVESTIGATION

Date	Name	Description	Hours	Amount
		communication with J. Nardini of B. Riley Securities regarding Rhodium files and assist attorneys in executing strategy per request of T. Schmeltz (.1); communications with Clients, Province Firm, P. Tomasco regarding same (.1); execute strategy focusing on detailed tracking and timely updates of documents to iManage Work and Microsoft Teams platforms for attorney use (.2); communications with K. Kansa regarding monthly fee application (.2); review and revise summary of fees for monthly fee application (1.0); communications with billing clerk (K. Phillips) regarding monthly fee statement (.1); communications with Akin regarding insurance settlement and assist attorneys in executing strategy per request of T. Schmeltz (.2); communications with investigation team regarding same (.2).		
07/28/25	Anna Bninski	Review investigation team correspondence.	0.10	50.50
07/28/25	Paige Lohse	Discovery considerations (4.6); analyze and send correspondence and filings regarding recent developments (.3).	4.90	3,528.00
07/28/25	Ning He	Analyze cases regarding privilege and requests regarding privilege order (5.1); draft motion regarding privilege (1.5).	6.60	5,709.00
07/28/25	Kenneth Kansa	Review SAFEs' email demand on settlement (.2); email to BT team on same (.1); follow up email to BT team on calculation in term sheet (.3); review plan documents materials from C. Underwood (.4); review J. Camara email (.1); review tax email (.1); review materials on status of settlement discussions, plan-related materials, status report, and related in-process materials (1.4).	2.60	3,133.00
07/29/25	Aaron Gavant	Communications with BT team regarding status and next steps.	0.50	452.50
07/29/25	Charlotte Underwood	Confer with team regarding term sheet and plan metrics.	0.50	535.00
07/29/25	Anita Peterson	Review and revise summary of fees for monthly fee application (2.8); communications with billing clerk (K. Phillips) regarding monthly fee	3.30	1,336.50



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FIDUCIARY DUTY INVESTIGATION

Date	Name	Description	Hours	Amount
		statement (.3); communication with Akin regarding insurance settlement and assist attorneys in executing strategy per request of T. Schmeltz (.1); execute strategy focusing on detailed tracking and timely updates of documents to iManage Work and Microsoft Teams platforms for attorney use (.1).		
07/29/25	Anna Bninski	Review investigation team correspondence.	0.10	50.50
07/29/25	Paige Lohse	Address discovery considerations in preparation for after court's ruling (3.9); analyze and send correspondence and filings regarding recent developments (.2).	4.10	2,952.00
07/29/25	Ning He	Research and analyze issue regarding privilege (2.4); draft motion regarding potential privilege issue (1.9); analyze SAFE issue (.5).	4.80	4,152.00
07/29/25	Kenneth Kansa	Email to A. Popescu on value split between RTL/rest of Rhodium (.1); review materials on same (.4); email to C. Underwood on potential response to SAFEs' allegations (.1); research same and review draft calculations on same (.4); email to C. Underwood on same (.1); email to A. Popescu on RTL value calculation (.1); emails to N. He on same (.3); review materials on same (.3); email to BT team on response to SAFEs (.4); review valuation materials regarding settlement (.9); review T. Schmeltz email exchanges with SAFEs (.1).	3.20	3,856.00
07/30/25	Charlotte Underwood	Review carrier term sheet changes and correspond with team regarding the same (.5); communications with team regarding protective order (.1); call with E. Brannen regarding August hearing (.1); related follow up (.1).	0.80	856.00
07/30/25	Kevin Warren	Communications with N. He to strategize approach to discovery motion.	0.30	145.50
07/30/25	Anita Peterson	Communications with T. Schmeltz regarding monthly fee statement (.2); review and revise summary of fees for monthly fee application (.5); communications with billing clerk (K. Phillips) regarding monthly fee statement (.2).	0.90	364.50
07/30/25	Anita Peterson	Communication with Quinn Emanuel regarding omnibus claim objection (.1); communication	0.30	121.50

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FIDUCIARY DUTY INVESTIGATION

Date	Name	Description	Hours	Amount
		with investigation team regarding same and assist attorneys in executing strategy per request of C. Underwood (.2).		
07/30/25	Paige Lohse	Analyze and send correspondence and filings regarding recent developments.	0.20	144.00
07/30/25	Ning He	Analyze LTIP documents (3.2); analyze issues regarding self-dealing (1.6); revise motion regarding privilege (1.3); revise report (.3).	6.40	5,536.00
07/30/25	Kenneth Kansa	Email to N. He and BT team on amendment to equity list (.2); review incoming pleadings (.3); review email on SAFEs' communications (.2); review team emails on SAFEs' communications (.3).	1.00	1,205.00
07/30/25	Kathleen L. Matsoukas	Communicate with C. Underwood and N. He regarding Rule 502 motion regarding disclosure of report.	0.40	352.00
07/31/25	Anna Brinski	Review investigation team correspondence.	0.10	50.50
07/31/25	Anita Peterson	Emails with billing clerk (K. Phillips) regarding monthly fee statement and Ledes data (.3); draft Barnes & Thornburg LLP's Tenth Monthly Fee Statement for the Period June 1, 2025 Through June 30, 2025 including Exhibits A-C and Ledes (.8); coordinate filing of B&T's Tenth Monthly Fee Statement with Exhibits A-C (.7); review as-filed 2025-07-31 (Dkt 1489) B&T's Tenth Monthly Fee Statement with Exhibits A-C and assist attorneys in executing strategy per request of T. Schmeltz (.2); precise tracking and timely updates of deadlines and filings (.2); emails with fee notice parties regarding 2025-07-31 (Dkt 1489) B&T's Tenth Monthly Fee Statement with Exhibits A-C (.2); emails with United States Trustee regarding 2025-07-31 (Dkt 1489) B&T's Tenth Monthly Fee Statement with Exhibits A-C and Ledes data (.2); execute strategy focusing on detailed tracking and timely updates of documents to iManage Work and Microsoft Teams platforms for attorney use (.4); communications with Clients regarding settlement considerations and assist attorneys in executing strategy per request of T. Schmeltz (.2); communication with Court regarding 2025-	5.70	2,308.50



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## FIDUCIARY DUTY INVESTIGATION

Date	Name	Description	Hours	Amount
		06-30 (Dkt 1393) B&T's Ninth Monthly Fee Statement and assist attorneys in executing strategy per request of C. Underwood (.3); coordinate filing of corrected monthly fee statement and assist attorneys in executing strategy per request of K. Kansa (.6); communications with C. Underwood and K. Kansa regarding same (.4); review incoming 2025-07-31 (Dkt 1493) (Sealed) Safe AHG's Emergency Request for a Status Conference regarding Debtors' Putative D&O Insurance Settlement Agreement and Safe AHG Motion to Compel and assist attorneys in executing strategy per request of C. Underwood (.2); review communication from Akin forwarding same (.1); review communication to Clients regarding same (.1); communication with investigation team regarding privilege log and assist attorneys in executing strategy per request of K. Matsoukas (.2); communications with B. Funk regarding requested update and assist attorneys in executing strategy per request of C. Underwood (.3); communication with B. Funk regarding proposed status report and assist attorneys in executing strategy per request of C. Underwood (.1); communications with Clients, Province Firm, P. Tomasco regarding same and assist attorneys in executing strategy per request of T. Schmeltz (.2).		
07/31/25	Charlotte Underwood	Communication with C. Raver regarding insurance terms (.2); communications with team and client regarding term sheet (.4); attention to fee-related filings (.2); analyze SAFE AHG motion and communications with team on response (1.1); revise draft status report (.2); correspond with Province and stakeholders regarding waterfall (.1); attention to ongoing workstreams (.5).	2.70	2,889.00
07/31/25	Aaron Gavant	Review SAFE AHG emergency motion (.5); follow up communications with BT team regarding same (.2).	0.70	633.50
07/31/25	Ning He	Analyze documents regarding LTIP (.8);	1.50	1,297.50

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FIDUCIARY DUTY INVESTIGATION

Date	Name	Description	Hours	Amount
		analyze documents regarding SAFE (.7).		
07/31/25	Paige Lohse	Analyze and send correspondence and filings regarding recent developments.	0.80	576.00
07/31/25	Kenneth Kansa	Email to A. Peterson on monthly fee statements (.1); address further issues on same (.4); review SAFEs' emergency motion for status conference (.4); email to BT team on same (.2); draft email to T. Schmeltz on response to SAFEs' request for status conference (.4); communications with P. Lohse on Rhodium status (.1); review emails on amendment to LTIPs list (.2).	1.80	2,169.00
07/31/25	Kathleen L. Matsoukas	Review communications and submission from SAFE AHG regarding insurance settlement and Imperium document and privilege log production (.4); communicate with team regarding same (.1).	0.50	440.00
Fees for Services			\$	328,279.00

	Hours	Rate	Amount
Carrie M. Raver	4.80	\$950.00	\$4,560.00
Aaron Gavant	2.50	\$905.00	\$2,262.50
Kathleen L. Matsoukas	32.00	\$880.00	\$28,160.00
Ning He	118.30	\$865.00	\$102,329.50
Paige Lohse	33.70	\$720.00	\$24,264.00
Anna Bninski	8.20	\$505.00	\$4,141.00
Lydia Parks	13.90	\$485.00	\$6,741.50
Caroline Payne	14.60	\$485.00	\$7,081.00
Kevin Warren	13.60	\$485.00	\$6,596.00
Anita Peterson	47.70	\$405.00	\$19,318.50
Debbie Standridge	1.40	\$265.00	\$371.00
Kenneth Kansa	32.60	\$1,205.00	\$39,283.00
Charlotte Underwood	45.30	\$1,070.00	\$48,471.00

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## FIDUCIARY DUTY INVESTIGATION

	Hours	Rate	Amount
Trace (Vincent P.) Schmeltz	34.70	\$1,000.00	\$34,700.00
TOTALS	403.30		\$328,279.00

## Other Charges:

06/30/25	168-Pacer Court Filing System Charges 06/01/2025 - 06/30/2025	3.00	
06/30/25	168-Pacer Court Filing System Charges 06/01/2025 - 06/30/2025	12.00	
06/30/25	168-Pacer Court Filing System Charges 06/01/2025 - 06/30/2025	12.00	
07/04/25	American Express - Airfare American Express - SCHMELTZ III/VINCENT PAUL - ORD LGA BOS ORD - 7/14/2025 - 7/17/2025 - INV119103	591.59	
07/04/25	American Express - Airfare American Express - SCHMELTZ III/VINCENT PAUL - LAX ORD - 7/3/2025 - 7/3/2025 - INV118623	120.32	
07/10/25	Michael Nega - Michael Nega - Filing Fees - Mastercard - COURTS/USBC-TX-PAY - 06/30/2025 Filing fees for filing pro hac vice. - 06/30/2025	100.00	
07/10/25	American Express - Airfare American Express - SCHMELTZ III/VINCENT PAUL - IAH ORD - 6/5/2025 - 6/5/2025 - INV113437	-345.74	
07/15/25	American Express - American Express - SCHMELTZ III/VINCENT PAUL - LGA ACK - 7/15/2025 - 7/15/2025 - INV120925	223.28	
07/15/25	E-Filing Court Documents - E-Filing documents with Court 07-15-2025	50.00	
07/16/25	Sunny's Worldwide Chauffeured Transportation - Sunny's Worldwide Chauffeured Transportation - Chauffeured transportation - NYC -Carrie Raver Inv Number: 299784 06/30/2025	370.60	
07/19/25	American Express - Airfare American Express - SCHMELTZ III/VINCENT PAUL - ACK ORD - 7/16/2025 - 7/16/2025 - INV121232	296.30	
07/21/25	E-Filing Court Documents - E-Filing documents with Court 07-21-2025	50.00	

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FIDUCIARY DUTY INVESTIGATION

07/25/25	Trace (Vincent P.) Schmeltz III - Trace (Vincent P.) Schmeltz III - Dinner - Travel to meet with S. Wells. - Trace (Vincent P.) Schmeltz - 07/15/2025	91.44
07/28/25	Carrie M. Raver - Carrie M. Raver - Taxi/Car Service - Transportation from LaGuardia Airport to NY Hotel (on VISA bill) - 06/20/2025	64.09
07/28/25	Carrie M. Raver - Carrie M. Raver - Taxi/Car Service - Transportation from Hotel in NYC to LaGuardia Airport - 06/24/2025	71.87
07/28/25	Carrie M. Raver - Carrie M. Raver - Parking - Airport Parking (original bill = \$55.00; per Carrie only billed \$35.00) - 06/24/2025	35.00
07/28/25	Trace (Vincent P.) Schmeltz III - Trace (Vincent P.) Schmeltz III - Taxi/Car Service - Travel to Los Angeles for SAFE AHG Hearing on July 2, 2025. Uber from hotel to airport. - 07/03/2025	115.12
07/28/25	Trace (Vincent P.) Schmeltz III - Trace (Vincent P.) Schmeltz III - Parking - Travel to Los Angeles for SAFE AHG Hearing on July 2, 2025. - 07/03/2025	225.00
07/28/25	Trace (Vincent P.) Schmeltz III - Trace (Vincent P.) Schmeltz III - Taxi/Car Service - Travel to Los Angeles for SAFE AHG Hearing on July 2, 2025. Uber from airport to hotel. - 06/30/2025	87.92
07/28/25	Carrie M. Raver - Carrie M. Raver - Lodging - The Lexington Hotel - 06/22/2025 - 06/24/2025	926.56
07/28/25	Trace (Vincent P.) Schmeltz III - Trace (Vincent P.) Schmeltz III - Lodging - Travel to Los Angeles for SAFE AHG Hearing on July 2, 2025. - 06/30/2025 - 07/03/2025	1,088.49
07/31/25	Everlaw Inc - Professional Services; Active Review - eDiscovery Hosting Services Subscription Fees 07-31-2025	1,876.00
07/31/25	Everlaw Inc - Professional Services; Early Case Assessment - eDiscovery Hosting Services Subscription Fees 07-31-2025	1,072.00

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FIDUCIARY DUTY INVESTIGATION

07/31/25 E-Filing Court Documents - E-Filing documents  
with Court 07-31-2025

50.00

\$ 7,186.84

**BARNES & THORNBURG LLP**

One North Wacker Drive, Suite 4400  
Chicago, Illinois 60606 U.S.A.  
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SPECIAL COMMITTEE OF THE BOARD OF  
DIRECTORS OF RHODIUM  
DAVID EATON  
251 LITTLE FALLS DRIVE  
WILMINGTON, DE 19808  
DAVIDEATON@RHDM.COM

Invoice 3460540

August 28, 2025  
Trace (Vincent P.) Schmeltz  
00101065-00000001

PAYABLE UPON RECEIPT

Fees for Services	\$	328,279.00
Other Charges	\$	7,186.84
<b>Total This Invoice</b>	<b>\$</b>	<b>335,465.84</b>

**To remit payments by check, please return this page with remittance to:**

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