

**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> , ¹	§	Case No. 24-90448 (ARP)
	§	
Debtors.	§	(Jointly Administered)
	§	

**RESPONSE AND JOINDER OF THE AD HOC GROUP OF SAFE PARTIES TO THE
SPECIAL COMMITTEE’S EMERGENCY MOTION FOR AN EXTENSION TO FILE A
RESPONSE TO LEHOTSKY KELLER COHN LLP’S FINAL APPLICATION FOR
PAYMENT OF COMPENSATION AND REIMBURSEMENT OF EXPENSES AND
LIMITED OBJECTION TO LEHOTSKY KELLER COHN’S MOTION TO SEAL FINAL
FEE APPLICATION**

The Ad Hoc Group of SAFE Parties (the “**SAFE AHG**”)² in the above-captioned chapter 11 cases of Rhodium Encore LLC and its affiliated debtors and debtors in possession (collectively, the “**Debtors**”), by and through its undersigned counsel, hereby submits this response and joinder (“**Joinder**”) to *The Special Committee’s Emergency Motion for an Extension to File a Response to Lehotsky Keller Cohn LLP’s Final Application for Payment of Compensation and Reimbursement of Expenses* (the “**Emergency Motion**”) [Docket No. 1626] and limited objection (“**Limited Objection**”) to *Lehotsky Keller Cohn LLP’s Motion For Entry of an Order (I) Authorizing the Sealing of Second and Final Fee Application And (II) Authorizing the Filing of a*

¹ 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), Jordan HPC Sub LLC (0463), Rhodium 2.0 Sub LLC (5319), Rhodium 10MW Sub LLC (3827), Rhodium 30MW Sub LLC (4386), Rhodium Encore Sub LLC (1064), Rhodium Enterprises, Inc. (6290), Rhodium Industries LLC (4771), Rhodium Ready Ventures LLC (8618), Rhodium Renewables LLC (0748), Air HPC LLC (0387), Rhodium Renewables Sub LLC (9511), Rhodium Shared Services LLC (5868), and Rhodium Technologies LLC (3973). The mailing and service address of Debtors in these chapter 11 cases is 2617 Bissonnet Street, Suite 234, Houston, TX 77005.

² The members of the Ad Hoc Group of SAFE Parties are set forth in the *Third Supplemental Verified Statement of Ad Hoc Group of SAFE Parties Pursuant to Bankruptcy Rule 2019* [Docket No. 1346].



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Redacted Version of Second and Final Fee Application (the “**LKC Motion to Seal**”) [Docket No. 1560]. In support of this Joinder and Limited Objection, the SAFE AHG submits as follows:

JOINDER TO DEBTOR MOTION

1. On September 10, 2025, the Special Committee of Debtor Rhodium Enterprises, Inc. (“**Special Committee**”) submitted the *Emergency Motion for an Extension to File a Response to Lehotsky Keller Cohn LLP’s Final Application of Compensation and Reimbursement of Expenses* [Docket No. 1626]. In the Emergency Motion, the Special Committee requested an extension of the Special Committee’s September 12, 2025 deadline to file a response to Lehotsky Keller Cohn (“**LKC**”)’s final fee application (the “**Final Fee Application**”), and proposed that the Court hear the Emergency Motion at the status conference scheduled for October 2, 2025.

2. In the Emergency Motion, the Special Committee states that it needs additional time to conduct discovery into potential counterclaims related to LKC’s final fee application, which, if not asserted and litigated as part of the current fee application, may be barred under Fifth Circuit precedent by *res judicata*. Emergency Mot. ¶ 2. Further, the Special Committee alleges that the Final Fee Application itself was premature, because it could not be adjudicated until Debtors and Whinstone US, Inc. (“**Whinstone**”) first agreed on certain allocation matters relating to the Whinstone Purchase and Sale Agreement (the “**Whinstone Transaction**”). *Id.* at ¶ 3.

3. The SAFE AHG also may file an objection to the Final Fee Application. As this Court is aware, the SAFE AHG previously objected to Debtors’ application to amend LKC’s retention order (the “**New Retention Application**”). *See Objection of the Ad Hoc Group of Safe Parties to Debtors’ Application for an Updated Order Authorizing the Retention and Employment of Lehotsky Keller Cohn LLP As Special Litigation Counsel* [Docket No. 891] (the “**SAFE AHG Objection**”). The SAFE AHG Objection was joined by other parties-in-interest. *See, e.g., Joinder of DLT Data Center 1 LLP to the Objection Filed by the Ad Hoc Group Parties to the Debtors’*

Application for an Updated Order Authorizing the Retention and Employment of Lehotsky Keller Cohn LLP as Special Litigation Counsel [Docket No. 927].

4. Following a June 4, 2025 evidentiary hearing on the matter, the Court entered an Order granting the New Retention Application, but stated that “it is important to note that this opinion is only regarding the retention issue. **Any related fee application issues will be considered at the appropriate time.**” *Order Granting Debtors’ Application for an Updated Order Authorizing the Retention and Employment of Lehotsky Keller Cohn LLP as Special Litigation Counsel* (emphasis added) [Docket No. 1418]. The SAFE AHG intends to carefully assess LKC’s fee request, including its request for an extraordinarily large success fee. To do so, the SAFE AHG requires additional information, including information concerning the Debtors’ assertion that as-yet-unfinished allocations relating to the Whinstone Transaction are pertinent to LKC’s Final Fee Application.

5. For this reason, the SAFE AHG hereby joins the Special Committee’s Emergency Motion and requests an extension of time to file an objection to LKC’s Final Fee Application until the SAFE AHG and the Debtors (“**the Parties**”) have had the opportunity to obtain and evaluate the information underlying LKC’s fee requests and otherwise pertaining to the Final Fee Application.

LIMITED OBJECTION TO SEALING MOTION

6. The SAFE AHG has been further impeded in its ability to assess LKC’s Final Fee Application because of the broad redactions that LKC applied to the Final Fee Application to information regarding the calculation of its fees.

7. On August 22, 2025, LKC submitted the LKC Motion to Seal requesting this Court to authorize LKC to file its Final Fee Application under seal, and to file a redacted version of the Final Fee Application on the docket.

8. When counsel to the SAFE AHG requested, on August 22, 2025 and again on August 29, 2025, that LKC's counsel provide an unredacted copy of the Final Fee Application, LKC's counsel advised that "[m]ost of the redactions are based on the Debtors' claim of privilege. We don't have authorization to share." See Ex. A, Email from LKC's Counsel to the SAFE AHG (Aug. 29, 2025).

9. While the SAFE AHG does not object to the practice of sealing and redacting Confidential Information throughout the Final Fee Application in general, the SAFE AHG objects to the redaction of information specifically concerning how LKC calculated its fees, including of the purported Success Fee relating to the Engagement Letter between LKC and Debtors. As the Court made clear at the June 4 hearing, parties in interest, whose recoveries may be directly impacted by the Final Fee Application, have the unquestionable right to evaluate the application of the New Retention Application to the fees being requested. The information that LKC seeks to seal and to *not provide* to stakeholders, subject to this Court's *Stipulated Protective Order* [Docket No. 152] ("**Protective Order**"), goes to the heart of the matter that parties-in-interest need to assess the reasonableness of, and the application of, the fees that LKC now requests.

PRAYER FOR RELIEF

10. Wherefore, for the reasons set herein, the SAFE AHG respectfully requests that the Court:

- (a) Grant the SAFE AHG an extension of time to file an objection to LKC's Final Fee Application until such time as the Parties have obtained and can evaluate the information underlying LKC's fee requests, and consider the significance of allocations that the Debtors contend are relevant but have yet to be concluded;
- (b) Sustain the SAFE AHG's limited objection to LKC's Motion to Seal, or in the alternative, direct LKC to provide an unredacted copy of the Final Fee Application to parties-in-interest who have executed the Protective Order and request an unredacted copy of the Final Fee Application; and
- (c) Grant such other and further relief as the Court deems just and proper.

RESERVATION OF RIGHTS

11. This Joinder and Limited Objection is submitted without prejudice to, and with a full reservation of, the SAFE AHG's rights, claims, defenses and remedies, including the right to amend, modify or supplement this Joinder and Limited Objection to raise additional objections to the and to introduce evidence at any hearing relating to the Emergency Motion or the LKC Motion to Seal, and without in any way limiting any other rights of the SAFE AHG to further respond to the Emergency Motion or the LKC Motion to Seal, on any grounds, as may be appropriate.

Dated: September 12, 2025

Respectfully Submitted,

AKIN GUMP STRAUSS HAUER & FELD LLP

/s/ Sarah Link Schultz

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S.D. Tex. 30555)

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- and -

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Counsel to the Ad Hoc Group of SAFE Parties

CERTIFICATE OF SERVICE

I hereby certify that on September 12, 2025, a true and correct copy of the foregoing document was served by the Electronic Case Filing System for the United States Bankruptcy Court for the Southern District of Texas.

/s/ Sarah Link Schultz
Sarah Link Schultz

EXHIBIT A

From: Wolfshohl, Joshua W. <JWolfshohl@porterhedges.com>
Sent: Friday, August 29, 2025 1:55 PM
To: Schultz, Sarah A.
Cc: Hurley, Mitchell
Subject: RE: 24-90448 Motion to Seal

Most of the redactions are based on the Debtors' claim of privilege. We don't have authorization to share.

Joshua W. Wolfshohl | Partner
Porter Hedges LLP

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[Bio](#) • [Web](#) • [V-Card](#)

From: Schultz, Sarah A. <sschultz@AkinGump.com>
Sent: Friday, August 29, 2025 1:53 PM
To: Wolfshohl, Joshua W. <JWolfshohl@porterhedges.com>
Cc: Hurley, Mitchell <mhurley@AkinGump.com>
Subject: RE: 24-90448 Motion to Seal

Josh

Following up on the below.

We have executed the protective order.

Best,

Sarah

From: Schultz, Sarah A.
Sent: Friday, August 22, 2025 5:24 PM
To: Joshua Wolfshohl - Porter Hedges LLP (jwolfshohl@porterhedges.com) <jwolfshohl@porterhedges.com>
Cc: Hurley, Mitchell <mhurley@AkinGump.com>
Subject: FW: 24-90448 Motion to Seal

Please send us the unredacted version of the pleadings when they are ready.

Thank you,

From: BKECF_LiveDB@txs.uscourts.gov <BKECF_LiveDB@txs.uscourts.gov>
Sent: Friday, August 22, 2025 5:21 PM
To: BK_Notices@txsb.uscourts.gov
Subject: 24-90448 Motion to Seal

****EXTERNAL Email****

*****NOTE TO PUBLIC ACCESS USERS***** Judicial Conference of the United States policy permits attorneys of record and parties in a case (including pro se litigants) to receive one free electronic copy of all documents filed electronically, if receipt is required by law or directed by the filer. PACER access fees apply to all other users. To avoid later charges, download a copy of each document during this first viewing. However, if the referenced document is a transcript, the free copy and 30-page limit do not apply.

U.S. Bankruptcy Court

Southern District of Texas

Notice of Electronic Filing

The following transaction was received from Joshua W. Wolfshohl entered on 8/22/2025 at 5:20 PM CDT and filed on 8/22/2025

Case Name: Rhodium Encore LLC and Air HPC LLC

Case Number: [24-90448](#)

Document Number: [1562](#)

Docket Text:

Motion to Seal - *Lehotsky Keller Cohn LLP's Motion for Entry of an Order (I) Authorizing the Sealing of Second and Final Application and (II) Authorizing the Filing of a Redacted Version of Second and Final Fee Application* Filed by Interested Party Lehotsky Keller Cohn LLP (Attachments: # (1) Proposed Order) (Wolfshohl, Joshua)

The following document(s) are associated with this transaction:

Document description:Main Document

Original filename:1. Motion to Seal Fee App.pdf

Electronic document Stamp:

[STAMP bkecfStamp_ID=996787432 [Date=8/22/2025] [FileNumber=52510105-0]
][a69d0b530eb3355ba6929686ede5e69fac039ad5a362ed05688cbc35143d7ec6e5c
54dd62678b7a29310f48ceb2203130a9514119364fe0e502415bb245888d2]]

Document description:Proposed Order

Original filename:C:\fakepath\2. Proposed Order.pdf

Electronic document Stamp:

[STAMP bkecfStamp_ID=996787432 [Date=8/22/2025] [FileNumber=52510105-1]
][6c0e1fd8f5556f5c5d62b4b11cb5c2acfe00f6e9db8c64057882002bf263cb4ef9a
bfd77efa566b8a5b94e93e8d7b79480f1430108c3484f6141bcf8c338d6e6]]

24-90448 Notice will be electronically mailed to:

Justin R. Alberto on behalf of Interested Party Proof Capital Special Situations Fund
jalberto@coleschotz.com