Fill in this info	ormation to identify the case:	
Debtor	Rhodium Enterprises, Inc.	
United States Ba	ankruptcy Court for the: Southern	District of Texas(State)
Case number	24-90454	

Official Form 410

Proof of Claim 04/22

Read the instructions before filling out this form. This form is for making a claim for payment in a bankruptcy case. Do not use this form to make a request for payment of an administrative expense. Make such a request according to 11 U.S.C. § 503.

Filers must leave out or redact information that is entitled to privacy on this form or on any attached documents. Attach redacted copies or any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, judgments, mortgages, and security agreements. **Do not send original documents;** they may be destroyed after scanning. If the documents are not available, explain in an attachment.

A person who files a fraudulent claim could be fined up to \$500,000, imprisoned for up to 5 years, or both. 18 U.S.C. §§ 152, 157, and 3571.

Fill in all the information about the claim as of the date the case was filed. That date is on the notice of bankruptcy (Form 309) that you received.

P	art 1: Identify the Clair	n				
1.	Who is the current creditor?	SR Fairbairn Family Trust ame of the current creditor (the person or entity to be paid for this claim) ther names the creditor used with the debtor				
2.	Has this claim been acquired from someone else?	✓ No Yes. From whom?				
3.	Where should notices and	Where should notices to the creditor be sent?	Where should payments to the creditor be sent? (if different)			
	payments to the creditor be sent?	See summary page				
	Federal Rule of Bankruptcy Procedure (FRBP) 2002(g)					
		Contact phone Contact email bfunk@munsch.com	Contact phone Contact email			
		Uniform claim identifier for electronic payments in chapter 13 (if you use o	one):			
4.	Does this claim amend one already filed?	No Yes. Claim number on court claims registry (if known)	Filed on			
5.	Do you know if anyone else has filed a proof of claim for this claim?	No Yes. Who made the earlier filing?				

Official Form 410 Proof of Claim

Part 2:	Give Information About the Claim as of the Date the Case Was Filed

6.	Do you have any number you use to identify the	☑ No		
	debtor?	Yes. Last 4 digits of the debtor's account or an	number you use to ider	ntify the debtor:
7.	How much is the claim?	\$ <u>1,012,204.18</u> Does t	nis amount include inte	erest or other charges?
			No	
				mizing interest, fees, expenses, or other Bankruptcy Rule 3001(c)(2)(A).
8.	What is the basis of the	Examples: Goods sold, money loaned, lease, service	es performed, personal	injury or wrongful death, or credit card.
	claim?	Attach redacted copies of any documents supporting	g the claim required by E	ankruptcy Rule 3001(c).
		Limit disclosing information that is entitled to privace	, such as health care infe	ormation.
		See attached documentation		
9.	Is all or part of the claim	□ No		
	secured?	Yes. The claim is secured by a lien on prope	tv.	
		Nature or property:	,	
		_		
		Claim Attachment (Official Form 4		residence, file a Mortgage Proof of laim.
		Motor vehicle		
		Other. Describe:		
		Basis for perfection: Attach redacted copies of documents, if example, a mortgage, lien, certificate of has been filed or recorded.)		
		Value of property:	\$	
		Amount of the claim that is secured:	\$ <u>712,204.18</u>	_
		Amount of the claim that is unsecure		The sum of the secured and unsecured
			,	amount should match the amount in line 7.)
		Amount necessary to cure any default	as of the date of the pe	tition: \$
		Annual Interest Rate (when case was	iled)%	
		Fixed		
		Variable		
10.	Is this claim based on a	☑ No		
	lease?	Yes. Amount necessary to cure any default	as of the date of the pe	etition. \$
11.	Is this claim subject to a	☑ No		
	right of setoff?	<u> </u>		
		Yes. Identify the property:		

Official Form 410 Proof of Claim

12. Is all or part of the claim	☑ No		
entitled to priority under 11 U.S.C. § 507(a)?	_	ek all that apply:	Amount entitled to priority
A claim may be partly priority and partly	Dome	estic support obligations (including alimony and child support) under S.C. § 507(a)(1)(A) or (a)(1)(B).	
nonpriority. For example, in some categories, the law limits the amount	☐ Up to	\$3,350* of deposits toward purchase, lease, or rental of property vices for personal, family, or household use. 11 U.S.C. § 507(a)(7).	\$
entitled to priority.	☐ Wage	es, salaries, or commissions (up to \$15,150*) earned within 180 before the bankruptcy petition is filed or the debtor's business ends, never is earlier. 11 U.S.C. § 507(a)(4).	\$
		s or penalties owed to governmental units. 11 U.S.C. § 507(a)(8).	\$
	☐ Contr	ibutions to an employee benefit plan. 11 U.S.C. § 507(a)(5).	\$
	Other	Specify subsection of 11 U.S.C. § 507(a)() that applies.	\$
	* Amounts	are subject to adjustment on 4/01/25 and every 3 years after that for cases begun	on or after the date of adjustment.
13. Is all or part of the claim entitled to administrative priority pursuant to 11 U.S.C. 503(b)(9)?	days before	ate the amount of your claim arising from the value of any goods recover the date of commencement of the above case, in which the goods ry course of such Debtor's business. Attach documentation supporting	have been sold to the Debtor in
Part 3: Sign Below			
The person completing this proof of claim must sign and date it. FRBP 9011(b). If you file this claim electronically, FRBP 5005(a)(2) authorizes courts to establish local rules specifying what a signature is. A person who files a fraudulent claim could be fined up to \$500,000, imprisoned for up to 5 years, or both. 18 U.S.C. §§ 152, 157, and 3571.	I am the trust I am a guara I understand that a the amount of the I have examined to I declare under per Executed on date /s/William Hasignature	ditor. ditor's attorney or authorized agent. tee, or the debtor, or their authorized agent. Bankruptcy Rule 3004. Intor, surety, endorser, or other codebtor. Bankruptcy Rule 3005. In authorized signature on this <i>Proof of Claim</i> serves as an acknowled claim, the creditor gave the debtor credit for any payments received to the information in this <i>Proof of Claim</i> and have reasonable belief that the enalty of perjury that the foregoing is true and correct. 11/22/2024 MM / DD / YYYYY	ward the debt. e information is true and correct.
		Irustee	
	Company	Identify the corporate servicer as the company if the authorized agent is a servicer	
	Address		
	Contact phone	Email	



Official Form 410 Proof of Claim

Verita (KCC) ePOC Electronic Claim Filing Summary

For phone assistance: Domestic (888) 733-1541 | International 001-310-823-9000

Debtor:		
24-90454 - Rhodium Enterprises, Inc.		
District:		
Southern District of Texas, Houston Division		
Creditor:	Has Supporting Doc	
GR Fairbairn Family Trust		ng documentation successfully uploaded
Brenda L. Funk, Munsch Hardt Kopf Harr, PC	Related Document S	tatement:
700 Milam St., Suite 800	Has Related Claim:	
Houston, Texas, 77002	No	
United States	Related Claim Filed	Pv.
Phone:	Related Claim Filed	by.
	Filing Party:	
Phone 2:		
Fax:		
Email:		
bfunk@munsch.com		
Other Names Used with Debtor:	Amends Claim:	
	No	
	Acquired Claim:	
	No	
Basis of Claim:	Last 4 Digits:	Uniform Claim Identifier:
See attached documentation	No	
Total Amount of Claim:	Includes Interest or	Charges:
1,012,204.18	Yes	-
Has Priority Claim:	Priority Under:	
No	-	
Has Secured Claim:	Nature of Secured A	mount:
Yes: 712,204.18	Other	
Amount of 503(b)(9):	Value of Property:	
No	Annual Interest Rate	·
Based on Lease:		•
No	Arrearage Amount:	
Subject to Right of Setoff:	Basis for Perfection:	:
No	Amount Unsecured:	
Submitted By:		
William Ho on 22-Nov-2024 3:33:01 p.m. Eastern Time		
Title:		
Trustee		
Company:		

Fill in this information to identify the case:	
Debtor 1 Rhodium Enterprises, Inc.	
Debtor 2 (Spouse, if filing)	
United States Bankruptcy Court for the: Southern District of Texas	
Case number 24-90454	

Official Form 410

Proof of Claim 04/22

Read the instructions before filling out this form. This form is for making a claim for payment in a bankruptcy case. Do not use this form to make a request for payment of an administrative expense. Make such a request according to 11 U.S.C. § 503.

Filers must leave out or redact information that is entitled to privacy on this form or on any attached documents. Attach redacted copies of any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, judgments, mortgages, and security agreements. Do not send original documents; they may be destroyed after scanning. If the documents are not available, explain in an attachment.

A person who files a fraudulent claim could be fined up to \$500,000, imprisoned for up to 5 years, or both. 18 U.S.C. §§ 152, 157, and 3571.

Fill in all the information about the claim as of the date the case was filed. That date is on the notice of bankruptcy (Form 309) that you received.

F	Part 1: Identify the Cl	aim						
1.	Who is the current creditor?	GR Fairbairn Famil Name of the current credit Other names the creditor u	or (the person or e		•			
2.	Has this claim been acquired from someone else?	☑ No ☐ Yes. From whom?	,					
3.	Where should notices and payments to the	Where should notices to the creditor be sent?			Where should payments to the creditor be sent? (if different)			
	reditor be sent? Federal Rule of Bankruptcy Procedure (FRBP) 2002(g)	Brenda L. Funk / Munsch Hardt Kopf & Harr, PC			GR Fairbairn Fa	amily Trust		
		Name			Name			
		700 Milam St., Suite 800			11 W. 30th Street Apt 7R			
		Number Street			Number Street			
		Houston	TX	77002	New York	NY	10001	
		City	State	ZIP Code	City	State	ZIP Code	
		Contact phone 713-22	2-5832		Contact phone			
		Contact email bfunk(@munsch.cor	<u>n</u>	Contact email Wil	l@in8bio.com		
		Uniform claim identifier for	electronic paymer	nts in chapter 13 (if you us	e one):			
4.	Does this claim amend one already filed?	☑ No ☐ Yes. Claim numbe	er on court claims	s registry (if known)		Filed on MM /	DD / YYYY	
5.	Do you know if anyone else has filed a proof of claim for this claim?	☑ No ☐ Yes. Who made th	ne earlier filing?					

6.	Do you have any number you use to identify the debtor?	No Yes. Last 4 digits of the debtor's account or any number you use to identify the debtor:
7.	How much is the claim?	\$ not less than \$1,012,204.18 Does this amount include interest or other charges? No ☐ Yes. Attach statement itemizing interest, fees, expenses, or other charges required by Bankruptcy Rule 3001(c)(2)(A).
8.	What is the basis of the claim?	Examples: Goods sold, money loaned, lease, services performed, personal injury or wrongful death, or credit card. Attach redacted copies of any documents supporting the claim required by Bankruptcy Rule 3001(c). Limit disclosing information that is entitled to privacy, such as health care information. See attached Exhibit A.
9.	Is all or part of the claim secured?	No Yes. The claim is secured by a lien on property. Nature of property: Real estate. If the claim is secured by the debtor's principal residence, file a Mortgage Proof of Claim Attachment (Official Form 410-A) with this Proof of Claim. Motor vehicle Other. Describe: Basis for perfection: Attach redacted copies of documents, if any, that show evidence of perfection of a security interest (for example, a mortgage, lien, certificate of title, financing statement, or other document that shows the lien has been filed or recorded.)
		Value of property: \$ Amount of the claim that is secured: \$ Amount of the claim that is unsecured: \$(The sum of the secured and unsecured amounts should match the amount in line 7.
		Amount necessary to cure any default as of the date of the petition: \$
		Annual Interest Rate (when case was filed)% ☐ Fixed ☐ Variable
10	. Is this claim based on a lease?	✓ No ☐ Yes. Amount necessary to cure any default as of the date of the petition. \$
11	. Is this claim subject to a right of setoff?	No Yes. Identify the property:

12. Is all or part of the claim	☑ No							
entitled to priority under 11 U.S.C. § 507(a)?	☐ Yes. Check	k one:			Amount entitled to priority			
A claim may be partly priority and partly	Domes 11 U.S	tic support obligations (includino .C. § 507(a)(1)(A) or (a)(1)(B).	g alimony and child suppo	t) under	\$			
nonpriority. For example, in some categories, the law limits the amount entitled to priority.		\$3,350* of deposits toward purchase, lease, or rental of property or services for nal, family, or household use. 11 U.S.C. § 507(a)(7).						
change to phony.	bankru	, salaries, or commissions (up to ptcy petition is filed or the debto .C. § 507(a)(4).	o \$15,150*) earned within r's business ends, whiche	180 days before t ver is earlier.	the \$			
	☐ Taxes	or penalties owed to governmen	ital units. 11 U.S.C. § 507	(a)(8).	\$			
	☐ Contrib	outions to an employee benefit p	lan. 11 U.S.C. § 507(a)(5)		\$			
	Other.	Specify subsection of 11 U.S.C.	§ 507(a)() that applies		\$			
	* Amounts	are subject to adjustment on 4/01/25	5 and every 3 years after that	for cases begun on	or after the date of adjustment.			
Part 3: Sign Below								
The person completing	Check the appr	onriate hox						
this proof of claim must sign and date it.	☐ I am the cr	,						
FRBP 9011(b).		editor's attorney or authorized a	aent.					
If you file this claim	_	ustee, or the debtor, or their auth	~	Rule 3004.				
electronically, FRBP 5005(a)(2) authorizes courts to establish local rules	☐ I am a guarantor, surety, endorser, or other codebtor. Bankruptcy Rule 3005.							
specifying what a signature is.		at an authorized signature on thi laim, the creditor gave the debto						
A person who files a fraudulent claim could be fined up to \$500,000, imprisoned for up to 5	I have examine and correct.	d the information in this <i>Proof of</i>	f Claim and have a reason	able belief that th	e information is true			
years, or both. 18 U.S.C. §§ 152, 157, and	I declare under	penalty of perjury that the foreg	oing is true and correct.					
3571.	Executed on da	te 11/22/2024 MM / DD / YYYY						
	DocuSigne	ed by:						
	William Signature	V 1 -						
	_	of the person who is complete	ting and signing this cla	im:				
	Name	William Ho						
	Name	First name	Middle name	Last na	me			
	Title	Trustee						
	Company	GR Fairbairn Family Tu		d agent is a service	r.			
		.25mmy and sorporate servicer as	. a.e company ii the dutionze					
	Address	11 W. 30th Street Apt 7	7R					
		Number Street New York	N	Y 1000	01			
		City		ate ZIP Coo				
	_	Oity		:				
	Contact phone		Er	nail <u>WIII@</u>	in8bio.com			

EXHIBIT A TO PROOF OF CLAIM

This **Exhibit A** supplements the information in the accompanying Proof of Claim (the "<u>Claim</u>") filed by GR Fairbairn Family Trust (the "Creditor"), against one or more of the Debtors ("<u>Debtors</u>"), and is incorporated as part of the Claim for all purposes. This Claim is filed without prejudice to any claims against non-Debtor parties, and any such claim is expressly reserved.

DESCRIPTION OF CERTAIN TRANSACTIONS AND CLAIMS

- 1. Creditor invested \$1,000,000 in one or more of the Debtors (the "Investment").
- 2. As of the Petition Date, Creditor has a secured claim in the amount of \$700,000 in principal and \$12,204.18 in interest against Rhodium Encore LLC (the "Secured Claim"). The Secured Claim is evidenced by a promissory note, security agreement and UCC-1 Financing Statements filed in Texas and Delaware. Creditor has additional claims for post-petition interest, fees and costs.
- 3. Certain of the Debtors participated in the "Rollup" transaction as described in the Declaration of David M. Dunn in Support of Chapter 11 Petitions and First Day Relief (dkt. 35). As a result of the Rollup, Creditor's equity investment of \$300,000 in Rhodium Encore was converted to shares in Rhodium Enterprises, Inc. ("Enterprises"). Creditor asserts damages in connection with the Rollup including, but not limited to, an incorrect allocation of equity ownership in Enterprises and inflated control premium.
- 4. Before the Petition Date, Debtors made transfers to other Debtors on an "intercompany" basis (the "<u>Intercompany Transactions</u>") for which adequate value was not received and which were made to the detriment of Creditor. Creditor asserts damages in connection with the Intercompany Transactions.
- 5. Before the Petition Date, the Debtors caused one or more amendments to the Operating Agreement for Rhodium Technologies (the "Amendments"); which Amendments were for the benefit of Imperium and other insiders, and which Amendments were not disclosed to Creditor. Creditor asserts damages in connection with the Amendments.
- 6. Before the Petition Date, certain Debtors entered into debt or equity transactions (the "<u>Dilutive Transactions</u>") without regard to the anti-dilution provisions of certain agreements with Creditor. Creditor asserts damages in connection with the Dilutive Transactions.
- 7. In addition to the bases for recovery set forth above, the Creditor asserts this Claim against the Debtors for all other damages and other remedies to which the Creditor may be entitled at law (contract, tort or otherwise) or in equity based on any and all actions, claims, causes of action, rights, damages, defenses, powers and privileges of any kind or character whatsoever, known, unknown, contingent or noncontingent, matured or unmatured, suspected or unsuspected, liquidated or unliquidated, disputed or undisputed, secured or unsecured, whether arising before, on, or after the Petition Date, in contract or in tort, in law or in equity or pursuant to any other theory of law.
- 8. The Creditor hereby asserts a total claim in the amount of not less than \$1,012,204.18 plus all other damages to which the Creditor is entitled.

RESERVATION OF RIGHTS

- 1 Creditor reserves, without limitation and to the fullest extent allowed by applicable law, the right to amend, modify, renew, extend, restate and/or supplement, for any reason, its Claim (including, without limitation, this exhibit to the Claim).
- The amount of the Claim asserted hereby is solely with respect to amounts owing as of the filing of this Claim as indicated herein and by the subsequent exhibits, and Creditor hereby reserves all rights to assert additional claims for any additional pre or post-petition amounts to which Creditor may be entitled, specifically as it relates to attorneys' fees, costs, expenses, and interest assessable pursuant to prevailing law, as set forth above, as well as reconciliation amounts that may be determined as due and owing subsequent to this filing.
- Furthermore, the filing of this Claim (including, without limitation, this exhibit to the Claim) is not and shall not be deemed or construed as:
 - (a) A waiver or release of Creditor's rights against any person, entity, or property of the Debtors or the Debtors' estate;
 - (b) A consent by Creditor to the jurisdiction of the United States Bankruptcy Court for the Southern District of Texas, Houston Division (the "Bankruptcy Court"), or any other court with respect to proceedings, if any, commenced against or otherwise involving the Debtors or Creditor;
 - (c) A waiver or release of Creditor's right to trial by jury in any proceedings as to any and all matters so triable herein, whether or not the same be designated legal or private rights or in any case, controversy, or proceeding related hereto, notwithstanding the designation or not of such matters as "core proceedings" pursuant to 28 U.S.C. § 157(b)(2), and whether such jury trial right is pursuant to statute or the United States Constitution;
 - (d) A consent by Creditor to a jury trial in the Bankruptcy Court or any other court in any proceeding as to any and all matters so triable herein or in any case, controversy, or proceeding related hereto, pursuant to 28 U.S.C. § 157 or otherwise;
 - (e) A waiver or release of Creditor's right to have any and all final orders in any and all noncore matters or proceedings entered only after de novo review by a United States District Court;
 - (f) A waiver of Creditor's rights to move to withdraw the reference with respect to the subject matter of its Claim (including, without limitation, this exhibit) and/or the Claim, any objection thereto or other proceedings that may be commenced in this case against or otherwise involving the Debtors or Creditor; or
 - (g) An election of remedies.

Signer	Debt Amount		payment Date	using 0.20% actual paid	using proper AFR 0.52%	Difference owed
Will Ho	\$700,000	GR Fairbairn Family Trust	2/22/2022	(1,465.21)	-3809.546	(2,344.34)
	. ,		2/1/2023	(1,315.62)	-3420.612	(2,104.99)
			2/29/2024	(1,507.40)	-3919.24	(2,411.84)
			subtotal	(4,288.23)	-11149.398	(6,861.17)
Will Ho	\$700,000	GRF Tiger Trust	2/22/2022	(1,465.21)	-3809.546	(2,344.34)
			2/1/2023	(1,315.62)	-3420.612	(2,104.99)
			2/29/2024	(1,507.40)	-3919.24	(2,411.84)
			subtotal	(4,288.23)	-11149.398	(6,861.17)
	#700.000	NC Fairbairn Family		(4.40=0.1)		(0.044.04)
Will Ho	\$700,000	Trust	2/22/2022	(1,465.21)		(2,344.34)
			2/1/2023	(1,315.62)	-3420.612 -3919.24	(2,104.99)
			2/29/2024 subtotal	(1,507.40) (4,288.23)	-11149.398	(2,411.84)
			Subtotal	(4,200.23)	-11149.396	(0,001.17)
MACH II.	¢700,000		0/00/0000	(4.405.04)	0000 540	(0.044.04)
Will Ho	\$700,000	NCF Eagle Trust	2/22/2022	(1,465.21)		(2,344.34)
			2/1/2023	(1,315.62)	-3420.612 -3919.24	(2,104.99) (2,411.84)
			subtotal	(4,288.23)	-11149.398	(6,861.17)
			Subiolai	(4,200.23)	-11149.390	(0,001.17)
Grant Fairbairn	\$700,000	Grant Fairbairn Revocable Trust	2/22/2022	(1,469.04)	-3819.504	(2,350.46)
	, 23,233		2/3/2023	(1,315.62)	-3420.612	(2,104.99)
			2/29/2024	(1,507.40)	-3919.24	(2,411.84)
			subtotal	(4,292.06)	-11159.356	(6,867.30)
Nina Fairbairn	\$700,000	Nina Claire Fairbairn Revocable Trust	2/22/2022	(1,469.04)	-3819.504	(2,350.46)
			2/3/2023	(1,315.62)	-3420.612	(2,104.99)
			2/29/2024	(1,507.40)	-3919.24	(2,411.84)
			subtotal	(4,292.06)	-11159.356	(6,867.30)
		Transcend Partners				
Nina Fairbairn	1,750,000	Legend Fund LLC	2/22/2022	(3,672.60)	-9548.76	(5,876.16)
			2/1/2023	(3,289.04)	-8551.504	(5,262.46)
			2/29/2024	(3,768.49)	-9798.074	(6,029.58)
			subtotal	(10,730.13)	-27898.338	(17,168.21)
Malcolm Fairbair	11,550,000	Valley High LP	2/22/2022	(24,239.18)	-63021.868	(38,782.69)
			2/1/2023	(21,707.67)	-56439.942	(34,732.27)
			2/29/2024	(24,872.05)	-64667.33	(39,795.28)
			subtotal	(70,818.90)	-184129.14	(113,310.24)
Total Owed from a	Il Entities for in	accurate AFR Payr	nent totals	(171,657.71)		
In addition, the foll	owing table wa	as sent by Rhodium	CFO Kevin H	lays showing payr	nent dates, we d	id not receive mo
		-				Missing
Transcend Legend Grant Revocable 1		X	X 2/3/2023	X	X	¢4 246 60
	านรเ	X	2/3/2023	X	X	\$1,316.62 \$1,315.62
Nina Living Trust GR Fairbairn		X	2/3/2023 X	X	8/2/2024	\$1,315.62 \$5,343.01
GR Fairbairn GRF Tiger		X	X	X	8/2/2024 X	\$5,343.01
NCF Eagle		X	X	X	X	
Valley High		X	X	X	X	
NC Fairbairn Fami	ly	X	X	X	X	
		ue to payments no		\$7,976.25		



Search Results

STEVEN PATTERSON HOLLAND & KNIGHT LLP One Arts Plaza 1722 Routh St, Suite 1500 Dallas, TX 75201 Date: 11/02/2023 Order #: 95823694 Customer #: 518904

Reference 1: 226189.00001

Reference 2: --

Target Name: RHODIUM ENCORE LLC

Jurisdiction: Secretary of State, Delaware

Search Type: Federal Tax Lien Searched Through: 10/26/2023

Results: No Records Found /See Attached Certified Search Searched: 10 Years

Search Type: UCC Lien Searched Through: 10/26/2023

Results: Original Financing Statement(s): 1

See Attached Certified Search with 14 Copies Attached

Searched: 5 Years

TERRI FAULKS
UCC Team 6
4400 Easton Commons Way
Suite 125
Columbus, OH 43219
(800) 713-0705 EXT:3302
terri,faulks@wolterskluwer.com

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Page 1

CERTIFICATE

SEARCHED NOVEMBER 2, 2023 AT 1:41 P.M. FOR DEBTOR, RHODIUM ENCORE LLC

1 OF 1 FINANCING STATEMENT 20237184814

EXPIRATION DATE: 10/20/2028

DEBTOR: RHODIUM ENCORE LLC

4412 SUMMERCREST COURT ADDED 10-20-23

FORT WORTH, TX US 76109

SECURED: VALLEY HIGH LP, A NEVADA LIMITED PARTNERSHIP

10 ORINDA VIEW RD ADDED 10-20-23

ORINDA, CA US 94563

SECURED: SCHWARZ, PAUL

1576 KITTYHAWK LN ADDED 10-20-23

GLENVIEW, IL US 60026

SECURED: 345 PARTNERS SPV2 LLC, A CALIFORNIA LIMITED LIABILITY

COMPANY

17148 MILL RISE WAY ADDED 10-20-23

LOS GATOS, CA US 95030

SECURED: KINTZ FAMILY TRUST, A TRUST FORMED UNDER THE LAWS OF

CALIFORNIA



Authentication: 204507013

Delaware

Page 2

The First State

6010 AGEE ST ADDED 10-20-23

SAN DIEGO, CA US 92122

SECURED: ABORN, JONATHAN

2150 BROADWAY APT 10B ADDED 10-20-23

NEW YORK, NY US 10023

SECURED: STRIS, PETER

13115 ESPINHEIRA DRIVE ADDED 10-20-23

CERRITOS, CA US 90703

SECURED: WILKINS-DUIGNAN 2009 REVOCABLE TRUST, A TRUST FORMED

UNDER THE LAWS OF CALIFORNIA

PO BOX 7278 ADDED 10-20-23

BERKELEY, CA US 94707

SECURED: JERALD AND MELODY HOWE WEINTRAUB REVOCABLE LIVING TRUST

DTD 02/05/98, AS AMENDED

3527 MT. DIABLO BOULEVARD #322 ADDED 10-20-23

LAFAYETTE, CA US 94549

SECURED: FULLERTON, RICHARD

3047 FILLMORE STREET ADDED 10-20-23

SAN FRANCISCO, CA US 94123

Authentication: 204507013



Page 3

SECURED: O'CONNELL, VICTOR

18812 PINEWOOD CIRCLE ADDED 10-20-23

CERRITOS, CA US 90703

SECURED: PATHAK, RACHANA

16416 KNOLL STONE CIRCLE ADDED 10-20-23

CERRITOS, CA US 90703

SECURED: GR FAIRBAIRN FAMILY TRUST, A TRUST FORMED UNDER THE

LAWS OF NEVADA

11 W. 30TH STREET, APT 7R ADDED 10-20-23

NEW YORK, NY US 10001

SECURED: GRANT FAIRBAIRN REVOCABLE TRUST, A TRUST FORMED UNDER

THE LAWS OF CALIFORNIA

10 ORINDA VIEW RD ADDED 10-20-23

ORINDA, CA US 94563

SECURED: GRF TIGER TRUST, A TRUST FORMED UNDER THE LAWS OF

NEVADA

11 W. 30TH STREET, APT 7R ADDED 10-20-23

NEW YORK, NY US 10001

SECURED: NC FAIRBAIRN FAMILY TRUST, A TRUST FORMED UNDER THE

LAWS OF NEVADA



Authentication: 204507013

Delaware

Page 4

The First State

11 W. 30TH STREET, APT 7R ADDED 10-20-23

NEW YORK, NY US 10001

SECURED: NCF EAGLE TRUST, A TRUST FORMED UNDER THE LAWS OF

NEVADA

11 W. 30TH STREET, APT 7R ADDED 10-20-23

NEW YORK, NY US 10001

SECURED: NINA CLAIRE FAIRBAIRN REVOCABLE TRUST, A TRUST FORMED

UNDER THE LAWS OF CALIFORNIA

10 ORINDA VIEW RD ADDED 10-20-23

ORINDA, CA US 94563

SECURED: TRANSCEND PARTNERS LEGEND FUND LLC, A DELAWARE LIMITED

LIABILITY COMPANY

10 ORINDA VIEW RD ADDED 10-20-23

ORINDA, CA US 94563

SECURED: CULLINAN, BRIAN

56495 MOUNTAIN VIEW DRIVE ADDED 10-20-23

LA QUINTA, CA US 92253

SECURED: RUBIN, JACOB

180 CORTE MADERA RD ADDED 10-20-23

PORTOLA VALLEY, CA US 94028

Authentication: 204507013



Page 5

FILING HISTORY

20237184814 FILED 10-20-23 AT 3:27 P.M. FINANCING STATEMENT

END OF FILING HISTORY

THE UNDERSIGNED FILING OFFICER HEREBY CERTIFIES THAT THE ABOVE LISTING IS A RECORD OF ALL PRESENTLY EFFECTIVE FINANCING STATEMENTS, FEDERAL TAX LIENS AND UTILITY SECURITY INSTRUMENTS FILED IN THIS OFFICE WHICH NAME THE ABOVE DEBTOR, RHODIUM ENCORE LLC AS OF OCTOBER 26, 2023 AT 11:59 P.M.



Authentication: 204507013

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FOLLOW INSTRUCTIONS 18. NAME OF FIRST DEBTOR: Same as line 1a or 1b on Financing Statement; if line 1b was left blank because Individual Debter name did not fit, check here. | 18a ORGANIZATION'S NAME REODIUM ENCORE LLC 18b. INDIVIDUAL'S SURNAME FIRST PERSONAL NAME SUEFIX ADDITIONAL NAME(S)/INITIAL(S) THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY 19. ADDITIONAL DEBTOR'S NAME: Provide only one Debter name (19a or 19b) (use exact, full name, do not omit, modify, or abbreviate any part of the Debter's name) 19a. ORGANIZATION'S NAME OR 19b. INDIVIDUAL'S SURNAME ADDITIONAL NAME(S)/INCHAL(S) FIRST PERSONAL NAME SUPERIX STATE 19c. MAILING ADDRESS Cary POSTAL CODE COUNTRY 20. ADDITIONAL DESTOR'S NAME: Provide only one Debtor name (20a or 20b) (use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name) 20a. ORGANIZATION'S NAME 20b. INDIVIDUAL'S SURNAME FIRST PERSONAL NAME ADDITIONAL NAME(S)/INITIAL(S) SUFFIX STATE 20c. MAILING ADDRESS CITY POSTAL CODE COUNTRY 21. ADDITIONAL DEBTOR'S NAME. Provide only one Debtor name (21a or 21b) (use exect, full name; do not omit, modify, or abbreviate any part of the Debtor's name) 21a. ORGANIZATION'S NAME 21b. INDIVIDUAL'S SURNAME FIRST PERSONAL NAME ADDITIONAL NAME(S)/INITIAL(S) SUFFIX 21c. MAILING ADDRESS CITY STATE POSTAL CODE COUNTRY ASSIGNOR SECURED PARTY'S NAME: Provide only coe name (22a or 22b) 22. ADDITIONAL SECURED PARTY'S NAME of 22a. ORGANIZATION'S NAME GRANT FAIRBAIRM REVOCABLE TRUST, A TRUST FORMED UNDER THE LAWS OF CALIFORNIA OR 22b. INDIVIDUAL'S SURNAME FIRST PERSONAL NAME ADDITIONAL NAME(S)/INITIAL(S) SUFFIX 22c. MAILING ADDRESS CITY STATE POSTAL CODE COUNTRY 10 ORINDA VIEW RD ŲŞ CRIMDA 94563 23. ADDITIONAL SECURED PARTY'S NAME OF ASSIGNOR SECURED PARTY'S NAME: Provide only one name (23e or 23b) GRF TIGER TRUST. A TRUST FORMED UNDER THE LAWS OF NEVADA OR 235 INDIVIDUAL'S SURNAME FIRST PERSONAL NAME ADDITIONAL NAME(S)/INITIAL(S) SUFFIX 23c. MAILING ADDRESS CITY STATE POSTAL CODE COUNTRY 11 W. 30TH STREET, APT 7R NEW YORK 10001 US 24. MISCELLANEOUS:

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FOLLOW INSTRUCTIONS 18. NAME OF FIRST DEBTOR: Same as line 1a or 1b on Financing Statement; if line 1b was left blank because Individual Debter name did not fit, check here. | 18a ORGANIZATION'S NAME REODIUM ENCORE LLC 18b. INDIVIDUAL'S SURNAME FIRST PERSONAL NAME SUEFIX ADDITIONAL NAME(S)/INITIAL(S) THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY 19. ADDITIONAL DEBTOR'S NAME: Provide only one Debter name (19a or 19b) (use exact, full name, do not omit, modify, or abbreviate any part of the Debter's name) 19a. ORGANIZATION'S NAME OR 19b. INDIVIDUAL'S SURNAME ADDITIONAL NAME(S)/INCHAL(S) SUFFIX FIRST PERSONAL NAME STATE 19c. MAILING ADDRESS Cary POSTAL CODE COUNTRY 20. ADDITIONAL DESTOR'S NAME: Provide only one Debtor name (20a or 20b) (use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name) 20a. ORGANIZATION'S NAME 20b. INDIVIDUAL'S SURNAME FIRST PERSONAL NAME ADDITIONAL NAME(S)/INITIAL(S) SUFFIX STATE 20c. MAILING ADDRESS CITY POSTAL CODE COUNTRY 21. ADDITIONAL DEBTOR'S NAME: Provide only one Debtor name (21a or 21b) (use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name) 21a. ORGANIZATION'S NAME 21b. INDIVIDUAL'S SURNAME FIRST PERSONAL NAME ADDITIONAL NAME(S)/INITIAL(S) SUFFIX 21c. MAILING ADDRESS CITY STATE POSTAL CODE COUNTRY ASSIGNOR SECURED PARTY'S NAME: Provide only coe name (22a or 22b) 22. ADDITIONAL SECURED PARTY'S NAME of 22a. ORGANIZATION'S NAME WILKINS-DUIGNAM 2009 REVOCABLE TRUST, A TRUST FORMED UNDER THE LAWS OF CALIFORNIA OR 22b. INDIVIDUAL'S SURNAME FIRST PERSONAL NAME ADDITIONAL NAME(S)/INITIAL(S) SUFFIX 22c. MAILING ADDRESS CITY STATE POSTAL CODE COUNTRY PO BOX 7278 ŲŞ RESSELEY 94707 23. ADDITIONAL SECURED PARTY'S NAME OF ASSIGNOR SECURED PARTY'S NAME: Provide only one name (23e or 23b) JERALD AND MELODY SOWE WEINTRAUS REVOCABLE LIVING TRUST DTD 02/05/98. AS AMENDED OR 235 INDIVIDUAL'S SURNAME FIRST PERSONAL NAME ADDITIONAL NAME(S)/INITIAL(S) SUFFIX 23c. MAILING ADDRESS CITY STATE POSTAL CODE COUNTRY 3527 MT. DIABLO BOULEVARD #322 LAFAYETTE 94549 US 24. MISCELLANEOUS:

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EXHIBIT A

"Debtor" shall mean Rhodium Encore LLC

The Collateral shall consist of:

- (A) "Inventory" which means and includes all of Debtor's now owned or hereafter acquired goods, merchandise and other personal property, wherever located, to be furnished under any contract of service or held for sale or lease, all raw materials, work in process, finished goods and materials and supplies of any kind, nature or description which are or might be used or consumed in Debtor's business or used in selling or furnishing such goods, merchandise and other personal property, and all documents of title or other documents representing them;
- (B) "Equipment" which means and includes all of Debtor's now owned or hereafter acquired equipment, machinery, and goods (excluding Inventory), whether or not constituting fixtures, including, without limitation: all office equipment, tools, dies, parts, data processing equipment, furniture and trade fixtures, and vehicles, and all replacements and substitutions therefore and all accessions thereto:
- (C) "General Intangibles" which means and includes all of Debtor's now owned or hereafter acquired general intangibles as said term is defined in the Uniform Commercial Code including, without limitation, trademarks, tradenames, tradestyles, trade secrets, equipment formulation, manufacturing procedures, quality control procedures, product specifications, patents, patent applications, copyrights, registrations, contract rights, choses in action, causes of action, corporate or other business records, inventions, designs, goodwill, claims under guarantees, licenses, franchises, tax refunds, tax refund claims, computer program flow diagrams, source codes, object codes and all other intangible property of every kind and nature;
- (D) "Receivables" which means and includes all of Debtor's now owned or hereafter acquired accounts and contract rights, instruments, insurance proceeds, documents, chattel paper, letters of credit and Debtor's rights to receive payment thereunder, any and all rights to the payment or receipt of money or other forms of consideration of any kind at any time now or hereafter owing or to be owing to Debtor, all proceeds thereof and all files in which Debtor has any interest whatsoever containing information identifying or pertaining to any of Debtor's Receivables, together with all of Debtor's rights to any merchandise which is represented thereby, and all Debtor's right, title, security and guaranties with respect to each Receivable, including, without limitation, all rights of stoppage in transit, replevin and reclamation and all rights as an unpaid vendor;
- (E) All books, records, ledger cards, files, correspondence, computer programs, tapes, disks and related data processing software (owned by Debtor or in which it has an interest) which at any time evidence or contain information relating to (A), (B), (C) and (D) above or are otherwise necessary or helpful in the collection thereof or realization thereupon;
- (F) All of Debtor's right, title and interest in and to all goods and other property, whether or not delivered;

- (G) Documents of title, policies and certificates of insurance, securities, chattel paper, instruments and other documents or instruments evidencing or pertaining to (A), (B), (C), (D), (E) and (F) above or otherwise;
- (H) Intentionally Omitted.
- (I) (i) all cash held as cash collateral to the extent not otherwise constituting collateral, all other cash or property at any time on deposit with or held by secured party for the account of Debtor (whether for safekeeping, custody, pledge, transmission or otherwise), (ii) all present or future deposit accounts (whether time or demand or interest or non-interest bearing) of Debtor with secured party or any other person including those to which any such cash may at any time and from time to time be credited, (iii) all investments and reinvestment (however evidenced) of amounts from time to time credited to such accounts, and (iv) all interest, dividends, distributions and other proceeds payable on or with respect to (x) such investments and reinvestment and (y) such accounts; and
- (J) All products and proceeds of (A), (B), (C), (D), (E), (F), (G), (H) and (I) above (including, but not limited to, all claims to items referred to in (A), (B), (C), (D), (E), (F), (G), (H) and (I) above) and all claims of Debtor against third parties for (i) loss of, damage to, or destruction of, (ii) payments due or to become due under leases, rentals and hires of any or all of (A), (B), (C), (D), (E), (F), (G), (H) and (I) above and (iii) proceeds payable under, or unearned premiums with respect to policies of insurance in whatever form.

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A. NAME & PHONE OF CONTACT Name: Wolters Kluwer Lien; So B. E-MAIL CONTACT AT SUBMITT uccfilingretum@wolterskium C. SEND ACKNOWLEDGMENT TO	Autions Phone::800-331-328 TER (optional) wer.com O::(Name and Address) 51890	2 Fax: 818-662-4141	138520	99210002	
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EXHIBIT A

"Debtor" shall mean Rhodium Encore LLC

The Collateral shall consist of:

- (A) "Inventory" which means and includes all of Debtor's now owned or hereafter acquired goods, merchandise and other personal property, wherever located, to be furnished under any contract of service or held for sale or lease, all raw materials, work in process, finished goods and materials and supplies of any kind, nature or description which are or might be used or consumed in Debtor's business or used in selling or furnishing such goods, merchandise and other personal property, and all documents of title or other documents representing them;
- (B) "Equipment" which means and includes: all of Debtor's now owned or hereafter acquired equipment, machinery, and goods (excluding Inventory), whether or not constituting fixtures, including, without limitation: all office equipment, tools, dies, parts, data processing equipment, furniture and trade fixtures, and vehicles, and all replacements and substitutions therefore and all accessions thereto:
- (C) "General Intangibles" which means and includes all of Debtor's now owned or hereafter acquired general intangibles as said term is defined in the Uniform Commercial Code including, without limitation, trademarks, tradenames, tradestyles, trade secrets, equipment formulation, manufacturing procedures, quality control procedures, product specifications, patents, patent applications, copyrights, registrations, contract rights, choses in action, causes of action, corporate or other business records, inventions, designs, goodwill, claims under guarantees, licenses; franchises, tax refunds, tax refund claims, computer program flow diagrams, source codes, object codes and all other intangible property of every kind and nature;
- (D) "Receivables" which means and includes all of Debtor's now owned or hereafter acquired accounts and contract rights, instruments, insurance proceeds, documents, chattel paper, letters of credit and Debtor's rights to receive payment thereunder, any and all rights to the payment or receipt of money or other forms of consideration of any kind at any time now or hereafter owing or to be owing to Debtor, all proceeds thereof and all files in which Debtor has any interest whatsoever containing information identifying or pertaining to any of Debtor's Receivables, together with all of Debtor's rights to any merchandise which is represented thereby, and all Debtor's right, title, security and guaranties with respect to each Receivable, including, without limitation, all rights of stoppage in transit, replevin and reclamation and all rights as an unpaid vendor;
- (E) All books, records, ledger cards, files, correspondence, computer programs, tapes, disks and related data processing software (owned by Debtor or in which it has an interest) which at any time evidence or contain information relating to (A), (B), (C) and (D) above or are otherwise necessary or helpful in the collection thereof or realization thereupon;
- (F) All of Debtor's right, title and interest in and to all goods and other property, whether or not delivered;

- (G) Documents of title, policies and certificates of insurance, securities, chattel paper, instruments and other documents or instruments evidencing or pertaining to (A), (B), (C), (D), (E) and (F) above or otherwise;
- (H) Intentionally Omitted.
- (I) (i) all cash held as cash collateral to the extent not otherwise constituting collateral, all other cash or property at any time on deposit with or held by secured party for the account of Debtor (whether for safekeeping, custody, pledge, transmission or otherwise), (ii) all present or future deposit accounts (whether time or demand or interest or non-interest bearing) of Debtor with secured party or any other person including those to which any such cash may at any time and from time to time be-credited, (iii) all investments and reinvestment (however evidenced) of amounts from time to time credited to such accounts, and (iv) all interest, dividends, distributions and other proceeds payable on or with respect to (x) such investments and reinvestment and (y) such accounts; and
- (J) All products and proceeds of (A), (B), (C), (D), (E), (F), (G), (H) and (I) above (including, but not limited to, all claims to items referred to in (A), (B), (C), (D), (E), (F), (G), (H) and (I) above) and all claims of Debtor against third parties for (i) loss of, damage to, or destruction of, (ii) payments due or to become due under leases, rentals and hires of any or all of (A), (B), (C), (D), (E), (F), (G), (H) and (I) above and (iii) proceeds payable under, or uncarned premiums with respect to policies of insurance in whatever form.