

Fill in this information to identify the case:

Debtor Rhodium Enterprises, Inc.

United States Bankruptcy 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.

Part 1: Identify the Claim

1. Who is the current creditor?	<u>GR Fairbairn Family Trust</u> Name of the current creditor (the person or entity to be paid for this claim)	
	Other names the creditor used with the debtor _____	
2. Has this claim been acquired from someone else?	<input checked="" type="checkbox"/> No <input type="checkbox"/> Yes. From whom? _____	
3. Where should notices and payments to the creditor be sent?	Where should notices to the creditor be sent? See summary page Federal Rule of Bankruptcy Procedure (FRBP) 2002(g) Contact phone _____ Contact email <u>bfunk@munsch.com</u>	Where should payments to the creditor be sent? (if different) Contact phone _____ Contact email _____ Uniform claim identifier for electronic payments in chapter 13 (if you use one): _____
4. Does this claim amend one already filed?	<input checked="" type="checkbox"/> No <input type="checkbox"/> Yes. Claim number on court claims registry (if known) _____ Filed on _____ MM / DD / YYYY	
5. Do you know if anyone else has filed a proof of claim for this claim?	<input checked="" type="checkbox"/> No <input type="checkbox"/> Yes. Who made the earlier filing? _____	



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 debtor?	<input checked="" type="checkbox"/> No <input type="checkbox"/> Yes. Last 4 digits of the debtor's account or any number you use to identify the debtor: __ __ __ __
7. How much is the claim?	\$ <u>1,012,204.18</u> Does this amount include interest or other charges? <input type="checkbox"/> No <input checked="" type="checkbox"/> 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. <u>See attached documentation</u>
9. Is all or part of the claim secured?	<input type="checkbox"/> No <input checked="" type="checkbox"/> Yes. The claim is secured by a lien on property. Nature or property: <input type="checkbox"/> Real estate: If the claim is secured by the debtor's principle residence, file a <i>Mortgage Proof of Claim Attachment</i> (Official Form 410-A) with this <i>Proof of Claim</i> . <input type="checkbox"/> Motor vehicle <input checked="" type="checkbox"/> 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: \$ <u>712,204.18</u> Amount of the claim that is unsecured: \$ _____ (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 petition: \$ _____ Annual Interest Rate (when case was filed) _____ % <input type="checkbox"/> Fixed <input type="checkbox"/> Variable
10. Is this claim based on a lease?	<input checked="" type="checkbox"/> No <input type="checkbox"/> Yes. Amount necessary to cure any default as of the date of the petition. \$ _____
11. Is this claim subject to a right of setoff?	<input checked="" type="checkbox"/> No <input type="checkbox"/> Yes. Identify the property: _____



12. Is all or part of the claim entitled to priority under 11 U.S.C. § 507(a)?

A claim may be partly priority and partly nonpriority. For example, in some categories, the law limits the amount entitled to priority.

☒ No

☐ Yes. Check all that apply:

☐ Domestic support obligations (including alimony and child support) under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B).

Amount entitled to priority

\$ _____

☐ Up to \$3,350* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use. 11 U.S.C. § 507(a)(7).

\$ _____

☐ Wages, salaries, or commissions (up to \$15,150*) earned within 180 days before the bankruptcy petition is filed or the debtor's business ends, whichever is earlier. 11 U.S.C. § 507(a)(4).

\$ _____

☐ Taxes or penalties owed to governmental units. 11 U.S.C. § 507(a)(8).

\$ _____

☐ Contributions 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)?

☒ No

☐ Yes. Indicate the amount of your claim arising from the value of any goods received by the debtor within 20 days before the date of commencement of the above case, in which the goods have been sold to the Debtor in the ordinary course of such Debtor's business. Attach documentation supporting such claim.

\$ _____

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.

Check the appropriate box:

☐ I am the creditor.

☐ I am the creditor's attorney or authorized agent.

☐ I am the trustee, or the debtor, or their authorized agent. Bankruptcy Rule 3004.

☐ I am a guarantor, surety, endorser, or other codebtor. Bankruptcy Rule 3005.

I understand that an authorized signature on this *Proof of Claim* serves as an acknowledgement that when calculating the amount of the claim, the creditor gave the debtor credit for any payments received toward the debt.

I have examined the information in this *Proof of Claim* and have reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on date 11/22/2024
MM / DD / YYYY

/s/William Ho
Signature

Print the name of the person who is completing and signing this claim:

Name William Ho
First name Middle name Last name

Title Trustee

Company _____
Identify the corporate servicer as the company if the authorized agent is a servicer.

Address _____

Contact phone _____ Email _____



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: GR Fairbairn Family Trust Brenda L. Funk, Munsch Hardt Kopf Harr, PC 700 Milam St., Suite 800 Houston, Texas, 77002 United States Phone: Phone 2: Fax: Email: bfunk@munsch.com	Has Supporting Documentation: Yes, supporting documentation successfully uploaded Related Document Statement:	
	Has Related Claim: No Related Claim Filed By:	
	Filing Party:	
Other Names Used with Debtor:	Amends Claim: No Acquired Claim: No	
Basis of Claim: See attached documentation	Last 4 Digits: No	Uniform Claim Identifier:
Total Amount of Claim: 1,012,204.18	Includes Interest or Charges: Yes	
Has Priority Claim: No	Priority Under:	
Has Secured Claim: Yes: 712,204.18 Amount of 503(b)(9): No Based on Lease: No Subject to Right of Setoff: No	Nature of Secured Amount: Other Value of Property: Annual Interest Rate: Arrearage Amount: Basis for Perfection: 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.

Part 1: Identify the Claim

1. Who is the current creditor?	<u>GR Fairbairn Family Trust</u> <small>Name of the current creditor (the person or entity to be paid for this claim)</small> Other names the creditor used with the debtor _____		
2. Has this claim been acquired from someone else?	<input checked="" type="checkbox"/> No <input type="checkbox"/> Yes. From whom? _____		
3. Where should notices and payments to the creditor be sent? Federal Rule of Bankruptcy Procedure (FRBP) 2002(g)	Where should notices to the creditor be sent? <u>Brenda L. Funk / Munsch Hardt Kopf & Harr, PC</u> <small>Name</small> <u>700 Milam St., Suite 800</u> <small>Number Street</small> <u>Houston TX 77002</u> <small>City State ZIP Code</small> Contact phone <u>713-222-5832</u> Contact email <u>bfunk@munsch.com</u> Uniform claim identifier for electronic payments in chapter 13 (if you use one): _____	Where should payments to the creditor be sent? (if different) <u>GR Fairbairn Family Trust</u> <small>Name</small> <u>11 W. 30th Street Apt 7R</u> <small>Number Street</small> <u>New York NY 10001</u> <small>City State ZIP Code</small> Contact phone _____ Contact email <u>will@in8bio.com</u>	
4. Does this claim amend one already filed?	<input checked="" type="checkbox"/> No <input type="checkbox"/> Yes. Claim number on court claims registry (if known) _____ Filed on _____ MM / DD / YYYY		
5. Do you know if anyone else has filed a proof of claim for this claim?	<input checked="" type="checkbox"/> No <input type="checkbox"/> Yes. Who made the earlier filing? _____		

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 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 entitled to priority under 11 U.S.C. § 507(a)?

A claim may be partly priority and partly nonpriority. For example, in some categories, the law limits the amount entitled to priority.

☒ No

☐ Yes. Check one:

☐ Domestic support obligations (including alimony and child support) under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B).

☐ Up to \$3,350* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use. 11 U.S.C. § 507(a)(7).

☐ Wages, salaries, or commissions (up to \$15,150*) earned within 180 days before the bankruptcy petition is filed or the debtor's business ends, whichever is earlier. 11 U.S.C. § 507(a)(4).

☐ Taxes or penalties owed to governmental units. 11 U.S.C. § 507(a)(8).

☐ Contributions to an employee benefit plan. 11 U.S.C. § 507(a)(5).

☐ Other. Specify subsection of 11 U.S.C. § 507(a)() that applies.

Amount entitled to priority

\$ _____

\$ _____

\$ _____

\$ _____

\$ _____

\$ _____

* 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.

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.

Check the appropriate box:

☐ I am the creditor.

☒ I am the creditor's attorney or authorized agent.

☐ I am the trustee, or the debtor, or their authorized agent. Bankruptcy Rule 3004.

☐ I am a guarantor, surety, endorser, or other codebtor. Bankruptcy Rule 3005.

I understand that an authorized signature on this *Proof of Claim* serves as an acknowledgment that when calculating the amount of the claim, the creditor gave the debtor credit for any payments received toward the debt.

I have examined the information in this *Proof of Claim* and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on date 11/22/2024
MM / DD / YYYY

DocuSigned by:

William Ho

Signature

Print the name of the person who is completing and signing this claim:

Name William Ho
First name Middle name Last name

Title Trustee

Company GR Fairbairn Family Trust
Identify the corporate servicer as the company if the authorized agent is a servicer.

Address 11 W. 30th Street Apt 7R
Number Street
New York NY 10001
City State ZIP Code

Contact phone Email will@in8bio.com

EXHIBIT A TO PROOF OF CLAIM

This **Exhibit A** supplements the information in the accompanying Proof of Claim (the “Claim”) filed by GR Fairbairn Family Trust (the “Creditor”), against one or more of the Debtors (“Debtors”), 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 “Intercompany Transactions”) 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 “Dilutive Transactions”) 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 non-contingent, 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).

2 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.

3 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 non-core 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.



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

Results: No Records Found /See Attached Certified Search

Searched Through: 10/26/2023

Searched: 10 Years

Search Type: UCC Lien

Results: Original Financing Statement(s) : 1
 See Attached Certified Search with 14 Copies Attached

Searched Through: 10/26/2023

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

This report contains information compiled from sources which CT Corporation considers reliable but does not control. The information provided is not a certified record of the applicable jurisdiction unless otherwise indicated. CT Corporation does not (i) warrant or guarantee the accuracy, completion or timeliness of the information provided or (ii) accept any liability for delays, errors or omissions in the information provided. CT Corporation is not an insurer with regard to this information or these services. Under no circumstances shall CT Corporation be liable for any loss of underlying collateral or loss (or decreased priority) of security interest in connection with this information or these services. Any categorization of search results is provided for convenience only and is not to be construed as a legal opinion concerning the status of filings .

Delaware

Page 1

The First State

CERTIFICATE

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

1 OF 1

FINANCING STATEMENT

20237184814

DEBTOR: EXPIRATION DATE: 10/20/2028
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

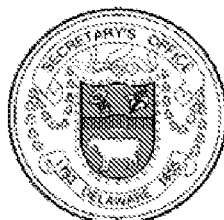
SECURED: 345 PARTNERS SPV2 LLC, A CALIFORNIA LIMITED LIABILITY
COMPANY


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




Jeffrey W. Bullock, Secretary of State

20253014426-UCC11
SR# 20233880518

You may verify this certificate online at corp.delaware.gov/authver.shtml

Authentication: 204507013
Date: 11-02-23

Delaware

The First State

Page 2

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

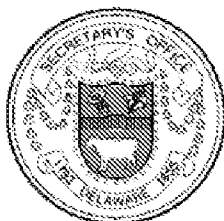
LAFAYETTE, CA US 94549

SECURED: FULLERTON, RICHARD

3047 FILLMORE STREET

ADDED 10-20-23

SAN FRANCISCO, CA US 94123




Jeffrey W. Bullock, Secretary of State

20253014426-UCC11
SR# 20233880518

Authentication: 204507013
Date: 11-02-23

You may verify this certificate online at corp.delaware.gov/authver.shtml

Delaware

The First State

Page 3

SECURED: O'CONNELL, VICTOR

18812 PINWOOD 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

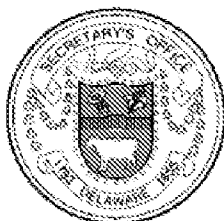
SECURED: GRF TIGER TRUST, A TRUST FORMED UNDER THE LAWS OF NEVADA

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




Jeffrey W. Bullock, Secretary of State

20253014426-UCC11
SR# 20233880518

Authentication: 204507013
Date: 11-02-23

You may verify this certificate online at corp.delaware.gov/authver.shtml

Delaware

The First State

Page 4

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

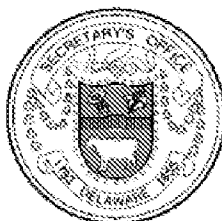
56495 MOUNTAIN VIEW DRIVE ADDED 10-20-23

LA QUINTA, CA US 92253

SECURED: RUBIN, JACOB

180 CORTE MADERA RD ADDED 10-20-23

PORTOLA VALLEY, CA US 94028




Jeffrey W. Bullock, Secretary of State

20253014426-UCC11
SR# 20233880518

Authentication: 204507013
Date: 11-02-23

You may verify this certificate online at corp.delaware.gov/authver.shtml

Delaware

The First State

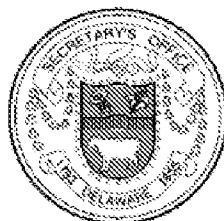
Page 5

F I L I N G H I S T O R Y

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

E N D O F F I L I N G H I S T O R Y

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.




Jeffrey W. Bullock, Secretary of State

20253014426-UCC11
SR# 20233880518

Authentication: 204507013
Date: 11-02-23

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UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS

A. NAME & PHONE OF CONTACT AT FILER (optional)
WX LIEN SOLUTIONS 800-331-3282

B. E-MAIL CONTACT AT FILER (optional)
UCCFILINGRETURN@WOLTERSKLUWER.COM

C. SEND ACKNOWLEDGMENT TO: (Name and Address)

P.O. BOX 29071
GLENDALE, CA 91209-9071
US

Delaware Department of State
U.C.C. Filing Section
Filed: 03:27 PM 10/20/2023
U.C.C. Initial Filing No: 2023 7184814

Service Request No: 20233782467

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1. DEBTOR'S NAME: Provide only one Debtor name (1a or 1b) (use exact, full name, do not omit, modify, or abbreviate any part of the Debtor's name); if any part of the Individual Debtor's name will not fit in line 1b, leave all of item 1 blank, check here ☐ and provide the Individual Debtor information in item 10 of the Financing Statement Addendum (Form UCC1Ad)

1a. ORGANIZATION'S NAME
NEODIUM ENCORE LLC

OR

1b. INDIVIDUAL'S SURNAME
FIRST PERSONAL NAME
ADDITIONAL NAME(S)/INITIAL(S)
SUFFIX

1c. MAILING ADDRESS
4412 SUMMERCREST COURT

CITY
PORT WORTH

STATE
TX

POSTAL CODE
76109

COUNTRY
US

2. DEBTOR'S NAME: Provide only one Debtor name (2a or 2b) (use exact, full name, do not omit, modify, or abbreviate any part of the Debtor's name); if any part of the Individual Debtor's name will not fit in line 2b, leave all of item 2 blank, check here ☐ and provide the Individual Debtor information in item 10 of the Financing Statement Addendum (Form UCC1Ad)

2a. ORGANIZATION'S NAME

OR

2b. INDIVIDUAL'S SURNAME
FIRST PERSONAL NAME
ADDITIONAL NAME(S)/INITIAL(S)
SUFFIX

2c. MAILING ADDRESS

CITY

STATE

POSTAL CODE

COUNTRY

3. SECURED PARTY'S NAME (or NAME of ASSIGNEE or ASSIGNOR SECURED PARTY): Provide only one Secured Party name (3a or 3b)

3a. ORGANIZATION'S NAME
GR FAIRBAIRN FAMILY TRUST, A TRUST FORMED UNDER THE LAWS OF NEVADA

OR

3b. INDIVIDUAL'S SURNAME
FIRST PERSONAL NAME
ADDITIONAL NAME(S)/INITIAL(S)
SUFFIX

3c. MAILING ADDRESS
11 W. 30TH STREET, APT 7R

CITY
NEW YORK

STATE
NY

POSTAL CODE
10001

COUNTRY
US

4. COLLATERAL: This financing statement covers the following collateral:
Collateral Description - please see attached

5. Check only if applicable and check only one box: Collateral is ☐ held in a Trust (see UCC1Ad, item 17 and Instructions) ☐ being administered by a Decedent's Personal Representative

6a. Check only if applicable and check only one box:
☐ Public-Finance Transaction ☐ Manufactured-Home Transaction ☐ A Debtor is a Transmuting Utility

6b. Check only if applicable and check only one box:
☐ Agricultural Lien ☐ Non-UCC Filing

7. ALTERNATIVE DESIGNATION (if applicable): ☐ Lessee/Lessor ☐ Consignee/Consignor ☐ Seller/Buyer ☐ Bailee/Bailor ☐ Licensee/Licensor

8. OPTIONAL FILER REFERENCE DATA:
DE-0-95644925-67733332

UCC FINANCING STATEMENT ADDITIONAL PARTY

FOLLOW INSTRUCTIONS

18. NAME OF FIRST DEBTOR: Same as line 1a or 1b on Financing Statement; if line 1b was left blank because individual Debtor name did not fit, check here ☐

18a. ORGANIZATION'S NAME

RHODIUM EMCORE LLC

OR

18b. INDIVIDUAL'S SURNAME

FIRST PERSONAL NAME

ADDITIONAL NAME(S)/INITIAL(S)SUFFIX

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19. ADDITIONAL DEBTOR'S NAME: Provide only one Debtor name (19a or 19b) (use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name)

19a. ORGANIZATION'S NAME

OR

19b. INDIVIDUAL'S SURNAME

FIRST PERSONAL NAME

ADDITIONAL NAME(S)/INITIAL(S)SUFFIX

19c. MAILING ADDRESSCITYSTATEPOSTAL CODECOUNTRY

20. ADDITIONAL DEBTOR'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

OR

20b. INDIVIDUAL'S SURNAME

FIRST PERSONAL NAME

ADDITIONAL NAME(S)/INITIAL(S)SUFFIX

20c. MAILING ADDRESSCITYSTATEPOSTAL CODECOUNTRY

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

OR

21b. INDIVIDUAL'S SURNAME

FIRST PERSONAL NAME

ADDITIONAL NAME(S)/INITIAL(S)SUFFIX

21c. MAILING ADDRESSCITYSTATEPOSTAL CODECOUNTRY

22. ☒ ADDITIONAL SECURED PARTY'S NAME or ☐ ASSIGNOR SECURED PARTY'S NAME: Provide only one name (22a or 22b)

22a. ORGANIZATION'S NAME

GRANT FAIRBAIRN 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 ADDRESSCITYSTATEPOSTAL CODECOUNTRY

10 ORINDA VIEW RDORINDACA94563US

23. ☒ ADDITIONAL SECURED PARTY'S NAME or ☐ ASSIGNOR SECURED PARTY'S NAME: Provide only one name (23a or 23b)

23a. ORGANIZATION'S NAME

GRF TIGER TRUST, A TRUST FORMED UNDER THE LAWS OF NEVADA

OR

23b. INDIVIDUAL'S SURNAME

FIRST PERSONAL NAME

ADDITIONAL NAME(S)/INITIAL(S)SUFFIX

23c. MAILING ADDRESSCITYSTATEPOSTAL CODECOUNTRY

11 W. 30TH STREET, APT 7RNEW YORKNY10001US

24. MISCELLANEOUS:

UCC FINANCING STATEMENT ADDITIONAL PARTY

FOLLOW INSTRUCTIONS

18. NAME OF FIRST DEBTOR: Same as line 1a or 1b on Financing Statement; if line 1b was left blank because individual Debtor name did not fit, check here ☐

18a. ORGANIZATION'S NAME
RHODIUM EMCORE LLC

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FIRST PERSONAL NAME

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19a. ORGANIZATION'S NAME

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19b. INDIVIDUAL'S SURNAME

FIRST PERSONAL NAME

ADDITIONAL NAME(S)/INITIAL(S)SUFFIX

19c. MAILING ADDRESS

CITY

STATE

POSTAL CODE

COUNTRY

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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

OR

21b. INDIVIDUAL'S SURNAME

FIRST PERSONAL NAME

ADDITIONAL NAME(S)/INITIAL(S)SUFFIX

21c. MAILING ADDRESS

CITY

STATE

POSTAL CODE

COUNTRY

22. ☒ ADDITIONAL SECURED PARTY'S NAME or ☐ ASSIGNOR SECURED PARTY'S NAME: Provide only one name (22a or 22b)

22a. ORGANIZATION'S NAME
NC FAIRBAIRN FAMILY TRUST, A TRUST FORMED UNDER THE LAWS OF NEVADA

OR

22b. INDIVIDUAL'S SURNAME

FIRST PERSONAL NAME

ADDITIONAL NAME(S)/INITIAL(S)SUFFIX

22c. MAILING ADDRESS

CITY

STATE

POSTAL CODE

COUNTRY

11 W. 30TH STREET, APT 7R

NEW YORK

NY

10001

US

23. ☒ ADDITIONAL SECURED PARTY'S NAME or ☐ ASSIGNOR SECURED PARTY'S NAME: Provide only one name (23a or 23b)

23a. ORGANIZATION'S NAME
NCF EAGLE TRUST, A TRUST FORMED UNDER THE LAWS OF NEVADA

OR

23b. 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

NY

10001

US

24. MISCELLANEOUS:

UCC FINANCING STATEMENT ADDITIONAL PARTY

FOLLOW INSTRUCTIONS

18. NAME OF FIRST DEBTOR: Same as line 1a or 1b on Financing Statement; if line 1b was left blank because individual Debtor name did not fit, check here ☐

18a. ORGANIZATION'S NAME
RHODIUM EMCORE LLC

OR

18b. INDIVIDUAL'S SURNAME

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ADDITIONAL NAME(S)/INITIAL(S)SUFFIX

21c. MAILING ADDRESS

CITY

STATE

POSTAL CODE

COUNTRY

22. ☒ ADDITIONAL SECURED PARTY'S NAME or ☐ ASSIGNOR SECURED PARTY'S NAME: Provide only one name (22a or 22b)

22a. ORGANIZATION'S NAME
NINA CLAIRE FAIRBAIRN 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

ORINDA

CA

94563

US

23. ☒ ADDITIONAL SECURED PARTY'S NAME or ☐ ASSIGNOR SECURED PARTY'S NAME: Provide only one name (23a or 23b)

23a. ORGANIZATION'S NAME
TRANSCEND PARTNERS LEGEND FUND LLC, A DELAWARE LIMITED LIABILITY COMPANY

OR

23b. INDIVIDUAL'S SURNAME

FIRST PERSONAL NAME

ADDITIONAL NAME(S)/INITIAL(S)SUFFIX

23c. MAILING ADDRESS

CITY

STATE

POSTAL CODE

COUNTRY

10 ORINDA VIEW RD

ORINDA

CA

94563

US

24. MISCELLANEOUS:

UCC FINANCING STATEMENT ADDITIONAL PARTY

FOLLOW INSTRUCTIONS

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18a. ORGANIZATION'S NAME
RHODIUM EMCORE LLC

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FIRST PERSONAL NAME

ADDITIONAL NAME(S)/INITIAL(S)SUFFIX

21c. MAILING ADDRESS

CITY

STATE

POSTAL CODE

COUNTRY

22. ☒ ADDITIONAL SECURED PARTY'S NAME or ☐ ASSIGNOR SECURED PARTY'S NAME: Provide only one name (22a or 22b)

22a. ORGANIZATION'S NAME
VALLEY HIGH LP, A NEVADA LIMITED PARTNERSHIP

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

ORINDA

CA

94563

US

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23a. ORGANIZATION'S NAME

OR

23b. INDIVIDUAL'S SURNAME

FIRST PERSONAL NAME

ADDITIONAL NAME(S)/INITIAL(S)SUFFIX

23c. MAILING ADDRESS

CITY

STATE

POSTAL CODE

COUNTRY

56495 MOUNTAIN VIEW DRIVE

LA QUINTA

CA

92253

US

24. MISCELLANEOUS:

UCC FINANCING STATEMENT ADDITIONAL PARTY

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18. NAME OF FIRST DEBTOR: Same as line 1a or 1b on Financing Statement; if line 1b was left blank because individual Debtor name did not fit, check here ☐

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COUNTRY

22. ☒ ADDITIONAL SECURED PARTY'S NAME or ☐ ASSIGNOR SECURED PARTY'S NAME: Provide only one name (22a or 22b)

22a. ORGANIZATION'S NAME

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22b. INDIVIDUAL'S SURNAME

FIRST PERSONAL NAME

ADDITIONAL NAME(S)/INITIAL(S)SUFFIX

22c. MAILING ADDRESS

CITY

STATE

POSTAL CODE

COUNTRY

180 CORTE MADERA RD

PORTOLA VALLEY

CA

94028

US

23. ☒ ADDITIONAL SECURED PARTY'S NAME or ☐ ASSIGNOR SECURED PARTY'S NAME: Provide only one name (23a or 23b)

23a. ORGANIZATION'S NAME

OR

23b. INDIVIDUAL'S SURNAME

FIRST PERSONAL NAME

ADDITIONAL NAME(S)/INITIAL(S)SUFFIX

23c. MAILING ADDRESS

CITY

STATE

POSTAL CODE

COUNTRY

1576 KITTYHAWK LN

GLENVIEW

IL

60026

US

24. MISCELLANEOUS:

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FOLLOW INSTRUCTIONS

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18a. ORGANIZATION'S NAME
RHODIUM EMCORE LLC

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ADDITIONAL NAME(S)/INITIAL(S) SUFFIX

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FIRST PERSONAL NAME

ADDITIONAL NAME(S)/INITIAL(S) SUFFIX

21c. MAILING ADDRESS

CITY

STATE

POSTAL CODE

COUNTRY

22. ☒ ADDITIONAL SECURED PARTY'S NAME or ☐ ASSIGNOR SECURED PARTY'S NAME: Provide only one name (22a or 22b)

22a. ORGANIZATION'S NAME
345 PARTNERS SPV2 LLC, A CALIFORNIA LIMITED LIABILITY COMPANY

OR

22b. INDIVIDUAL'S SURNAME

FIRST PERSONAL NAME

ADDITIONAL NAME(S)/INITIAL(S) SUFFIX

22c. MAILING ADDRESS

CITY

STATE

POSTAL CODE

COUNTRY

17148 MILL RISE WAY

LOS GATOS

CA

95030

US

23. ☒ ADDITIONAL SECURED PARTY'S NAME or ☐ ASSIGNOR SECURED PARTY'S NAME: Provide only one name (23a or 23b)

23a. ORGANIZATION'S NAME
KINTZ FAMILY TRUST, A TRUST FORMED UNDER THE LAWS OF CALIFORNIA

OR

23b. INDIVIDUAL'S SURNAME

FIRST PERSONAL NAME

ADDITIONAL NAME(S)/INITIAL(S) SUFFIX

23c. MAILING ADDRESS

CITY

STATE

POSTAL CODE

COUNTRY

6010 AGEE ST

SAN DIEGO

CA

92122

US

24. MISCELLANEOUS:

UCC FINANCING STATEMENT ADDITIONAL PARTY

FOLLOW INSTRUCTIONS

18. NAME OF FIRST DEBTOR: Same as line 1a or 1b on Financing Statement; if line 1b was left blank because individual Debtor name did not fit, check here ☐

18a. ORGANIZATION'S NAME
RHODIUM EMCORE LLC

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ADDITIONAL NAME(S)/INITIAL(S)SUFFIX

21c. MAILING ADDRESS

CITY

STATE

POSTAL CODE

COUNTRY

22. ☒ ADDITIONAL SECURED PARTY'S NAME or ☐ ASSIGNOR SECURED PARTY'S NAME: Provide only one name (22a or 22b)

22a. ORGANIZATION'S NAME

OR

22b. INDIVIDUAL'S SURNAME

FIRST PERSONAL NAME

ADDITIONAL NAME(S)/INITIAL(S)SUFFIX

22c. MAILING ADDRESS

CITY

STATE

POSTAL CODE

COUNTRY

2150 BROADWAY APT 10B

NEW YORK

NY

10023

US

23. ☒ ADDITIONAL SECURED PARTY'S NAME or ☐ ASSIGNOR SECURED PARTY'S NAME: Provide only one name (23a or 23b)

23a. ORGANIZATION'S NAME

OR

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FIRST PERSONAL NAME

ADDITIONAL NAME(S)/INITIAL(S)SUFFIX

23c. MAILING ADDRESS

CITY

STATE

POSTAL CODE

COUNTRY

13115 ESPINHEIRA DRIVE

CERRITOS

CA

90703

US

24. MISCELLANEOUS:

UCC FINANCING STATEMENT ADDITIONAL PARTY

FOLLOW INSTRUCTIONS

18. NAME OF FIRST DEBTOR: Same as line 1a or 1b on Financing Statement; if line 1b was left blank because individual Debtor name did not fit, check here ☐

OR	18a. ORGANIZATION'S NAME RHODIUM EMCORE LLC	
	18b. INDIVIDUAL'S SURNAME	
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	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX

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	ADDITIONAL NAME(S)/INITIAL(S)		SUFFIX	
19c. MAILING ADDRESS		CITY	STATE	POSTAL CODE
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21c. MAILING ADDRESS		CITY	STATE	POSTAL CODE
				COUNTRY

22. ☒ ADDITIONAL SECURED PARTY'S NAME or ☐ ASSIGNOR SECURED PARTY'S NAME: Provide only one name (22a or 22b)

22a. ORGANIZATION'S NAME WILKINS-DUIGNAN 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 PO BOX 7278		CITY BERKELEY	STATE CA	POSTAL CODE 94707
				COUNTRY US

23. ☒ ADDITIONAL SECURED PARTY'S NAME or ☐ ASSIGNOR SECURED PARTY'S NAME: Provide only one name (23a or 23b)

23a. ORGANIZATION'S NAME JERALD AND MELODY HOWE WEINTRAUB REVOCABLE LIVING TRUST DTD 02/05/98, AS AMENDED				
OR	23b. INDIVIDUAL'S SURNAME		FIRST PERSONAL NAME	
	ADDITIONAL NAME(S)/INITIAL(S)		SUFFIX	
23c. MAILING ADDRESS 3527 MT. DIABLO BOULEVARD #322		CITY LAFAYETTE	STATE CA	POSTAL CODE 94549
				COUNTRY US

24. MISCELLANEOUS:

UCC FINANCING STATEMENT ADDITIONAL PARTY

FOLLOW INSTRUCTIONS

18. NAME OF FIRST DEBTOR: Same as line 1a or 1b on Financing Statement; if line 1b was left blank because individual Debtor name did not fit, check here ☐

18a. ORGANIZATION'S NAME

RHODIUM EMCORE LLC

OR

18b. INDIVIDUAL'S SURNAME

FIRST PERSONAL NAME

ADDITIONAL NAME(S)/INITIAL(S)

SUFFIX

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

19. ADDITIONAL DEBTOR'S NAME: Provide only one Debtor name (19a or 19b) (use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name)

19a. ORGANIZATION'S NAME

OR

19b. INDIVIDUAL'S SURNAME

FIRST PERSONAL NAME

ADDITIONAL NAME(S)/INITIAL(S)

SUFFIX

19c. MAILING ADDRESS

CITY

STATE

POSTAL CODE

COUNTRY

20. ADDITIONAL DEBTOR'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

OR

20b. INDIVIDUAL'S SURNAME

FIRST PERSONAL NAME

ADDITIONAL NAME(S)/INITIAL(S)

SUFFIX

20c. MAILING ADDRESS

CITY

STATE

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

OR

21b. INDIVIDUAL'S SURNAME

FIRST PERSONAL NAME

ADDITIONAL NAME(S)/INITIAL(S)

SUFFIX

21c. MAILING ADDRESS

CITY

STATE

POSTAL CODE

COUNTRY

22. ☒ ADDITIONAL SECURED PARTY'S NAME or ☐ ASSIGNOR SECURED PARTY'S NAME: Provide only one name (22a or 22b)

22a. ORGANIZATION'S NAME

OR

22b. INDIVIDUAL'S SURNAME

FIRST PERSONAL NAME

ADDITIONAL NAME(S)/INITIAL(S)

SUFFIX

22c. MAILING ADDRESS

CITY

STATE

POSTAL CODE

COUNTRY

23. ☒ ADDITIONAL SECURED PARTY'S NAME or ☐ ASSIGNOR SECURED PARTY'S NAME: Provide only one name (23a or 23b)

23a. ORGANIZATION'S NAME

OR

23b. INDIVIDUAL'S SURNAME

FIRST PERSONAL NAME

ADDITIONAL NAME(S)/INITIAL(S)

SUFFIX

23c. MAILING ADDRESS

CITY

STATE

POSTAL CODE

COUNTRY

24. MISCELLANEOUS:

UCC FINANCING STATEMENT ADDITIONAL PARTY

FOLLOW INSTRUCTIONS

18. NAME OF FIRST DEBTOR: Same as line 1a or 1b on Financing Statement; if line 1b was left blank because individual Debtor name did not fit, check here ☐

18a. ORGANIZATION'S NAME
RHODIUM EMCORE LLC

OR

18b. INDIVIDUAL'S SURNAME

FIRST PERSONAL NAME

ADDITIONAL NAME(S)/INITIAL(S)SUFFIX

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

19. ADDITIONAL DEBTOR'S NAME: Provide only one Debtor name (19a or 19b) (use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name)

19a. ORGANIZATION'S NAME

OR

19b. INDIVIDUAL'S SURNAME

FIRST PERSONAL NAME

ADDITIONAL NAME(S)/INITIAL(S)SUFFIX

19c. MAILING ADDRESS

CITY

STATE

POSTAL CODE

COUNTRY

20. ADDITIONAL DEBTOR'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

OR

20b. INDIVIDUAL'S SURNAME

FIRST PERSONAL NAME

ADDITIONAL NAME(S)/INITIAL(S)SUFFIX

20c. MAILING ADDRESS

CITY

STATE

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

OR

21b. INDIVIDUAL'S SURNAME

FIRST PERSONAL NAME

ADDITIONAL NAME(S)/INITIAL(S)SUFFIX

21c. MAILING ADDRESS

CITY

STATE

POSTAL CODE

COUNTRY

22. ☒ ADDITIONAL SECURED PARTY'S NAME or ☐ ASSIGNOR SECURED PARTY'S NAME: Provide only one name (22a or 22b)

22a. ORGANIZATION'S NAME

OR

22b. INDIVIDUAL'S SURNAME

FIRST PERSONAL NAME

ADDITIONAL NAME(S)/INITIAL(S)SUFFIX

22c. MAILING ADDRESS

CITY

STATE

POSTAL CODE

COUNTRY

16416 KNOLL STONE CIRCLE

CERRITOS

CA

90703

US

23. ☐ ADDITIONAL SECURED PARTY'S NAME or ☐ ASSIGNOR SECURED PARTY'S NAME: Provide only one name (23a or 23b)

23a. ORGANIZATION'S NAME

OR

23b. INDIVIDUAL'S SURNAME

FIRST PERSONAL NAME

ADDITIONAL NAME(S)/INITIAL(S)SUFFIX

23c. MAILING ADDRESS

CITY

STATE

POSTAL CODE

COUNTRY

24. MISCELLANEOUS:

ALL OF DEBTOR'S NOW EXISTING OR HEREAFTER ACQUIRED PROPERTY DESCRIBED ON
EXHIBIT A ATTACHED HERETO, AND ALL PROCEEDS THEREOF.

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.

UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS

A. NAME & PHONE OF CONTACT AT SUBMITTER (optional):
Name: Wolters Kluwer, Llen; Solutions Phone: 800-331-3282 Fax: 818-662-4141**B. E-MAIL CONTACT AT SUBMITTER (optional):**
uccfilingreturn@wolterskluwer.com**C. SEND ACKNOWLEDGMENT TO: (Name and Address)** 518904 - HOLLAND &

99858781

File with: Secretary of State, TX

SEE BELOW FOR SECURED PARTY CONTACT INFORMATION

24-0043187281
07/22/2024 08:00 AMTEXAS
SECRETARY OF STATE

SOS



1385209210002

N12

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1. DEBTOR'S NAME: Provide only one Debtor name (1a or 1b) (use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name); If any part of the Individual Debtor's name will not fit in line 1b, leave all of item 1 blank, check here ☐ and provide the Individual Debtor information in item 10 of the Financing Statement Addendum (Form UCC1Ad).**1a. ORGANIZATION'S NAME**

Rhodium Encore LLC

OR

1b. INDIVIDUAL'S SURNAME**FIRST PERSONAL NAME****ADDITIONAL NAME(S)/INITIAL(S)****SUFFIX****1c. MAILING ADDRESS**

4412 SUMMERCREST COURT

CITY

FORT WORTH

STATE

TX

POSTAL CODE

76109

COUNTRY

USA

2. DEBTOR'S NAME: Provide only one Debtor name (2a or 2b) (use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name); If any part of the Individual Debtor's name will not fit in line 2b, leave all of item 2 blank, check here ☐ and provide the Individual Debtor information in item 10 of the Financing Statement Addendum (Form UCC1Ad).**2a. ORGANIZATION'S NAME**

Rhodium Encore LLC

OR

2b. INDIVIDUAL'S SURNAME**FIRST PERSONAL NAME****ADDITIONAL NAME(S)/INITIAL(S)****SUFFIX****2c. MAILING ADDRESS**

4146 W US HIGHWAY 79

CITY

ROCKDALE

STATE

TX

POSTAL CODE

76567

COUNTRY

USA

3. SECURED PARTY'S NAME (or NAME of ASSIGNEE of ASSIGNOR SECURED PARTY): Provide only one Secured Party name (3a or 3b)**3a. ORGANIZATION'S NAME**

GR FAIRBAIRN FAMILY TRUST, A TRUST FORMED UNDER THE LAWS OF NEVADA

OR

3b. INDIVIDUAL'S SURNAME**FIRST PERSONAL NAME****ADDITIONAL NAME(S)/INITIAL(S)****SUFFIX****3c. MAILING ADDRESS**

11 W. 30TH STREET, APT 7R

CITY

NEW YORK

STATE

NY

POSTAL CODE

10001

COUNTRY

USA

4. COLLATERAL: This financing statement covers the following collateral:

ALL OF DEBTOR'S NOW EXISTING OR HEREAFTER ACQUIRED PROPERTY DESCRIBED ON EXHIBIT A ATTACHED HERETO, AND ALL PROCEEDS THEREOF.

5. Check only if applicable and check only one box: Collateral is ☐ held in a Trust (see UCC1Ad, Item 17 and instructions) ☐ being administered by a Decedent's Personal Representative.**6a. Check only if applicable and check only one box:**☐ Public-Finance Transaction☐ Manufactured-Home Transaction☐ A Debtor is a Transmitting Utility**6b. Check only if applicable and check only one box:**☐ Agricultural Lien☐ Non-UCC Filing**7. ALTERNATIVE DESIGNATION (if applicable):**☐ Lessee/Lessor☐ Consignee/Consignor☐ Seller/Buyer☐ Bailor/Bailee☐ Licensee/Licensor**8. OPTIONAL FILER REFERENCE DATA:**

99858781

226189.00001

UCC FINANCING STATEMENT ADDENDUM FOLLOW INSTRUCTIONS

9. NAME OF FIRST DEBTOR: Same as line 1a or 1b on Financing Statement; if line 1b was left blank because individual Debtor name did not fit, check here ☐

9a. ORGANIZATION'S NAME
Rhodium Encore LLC

OR
9b. INDIVIDUAL'S SURNAME

FIRST PERSONAL NAME

ADDITIONAL NAME(S)/INITIAL(S)

SUFFIX

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

10. DEBTOR'S NAME: Provide (10a or 10b) only one additional Debtor name or Debtor name that did not fit in line 1b or 2b of the Financing Statement (Form UCC1) (use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name) and enter the mailing address in line 10c

10a. ORGANIZATION'S NAME

OR
10b. INDIVIDUAL'S SURNAME

INDIVIDUAL'S FIRST PERSONAL NAME

INDIVIDUAL'S ADDITIONAL NAME(S)/INITIAL(S)

SUFFIX

10c. MAILING ADDRESS

CITY

STATE

POSTAL CODE

COUNTRY

11. ☒ ADDITIONAL SECURED PARTY'S NAME or ☐ ASSIGNOR SECURED PARTY'S NAME: Provide only one name (11a or 11b)

11a. ORGANIZATION'S NAME

GRANT FAIRBAIRN REVOCABLE TRUST, A TRUST FORMED UNDER THE LAWS OF CALIFORNIA

OR
11b. INDIVIDUAL'S SURNAME

FIRST PERSONAL NAME

ADDITIONAL NAME(S)/INITIAL(S)

SUFFIX

11c. MAILING ADDRESS

CITY

STATE

POSTAL CODE

COUNTRY

10 ORINDA VIEW RD

ORINDA

CA

94563

USA

12. ADDITIONAL SPACE FOR ITEM 4 (Collateral):

13. ☐ This FINANCING STATEMENT is to be filed [for record] (or recorded) in the REAL ESTATE RECORDS (if applicable)

14. This FINANCING STATEMENT:

☐ covers timber to be cut ☐ covers as-extracted collateral ☐ is filed as a fixture filing

15. Name and address of a RECORD OWNER of real estate described in item 18 (if Debtor does not have a record interest):

18. Description of real estate:

17. MISCELLANEOUS: 99658781-TX-0 818004 - HOLLAND & KNIGHT LLP

GR FAIRBAIRN FAMILY TRUST, A

File with: Secretary of State, TX

226189.00001

UCC FINANCING STATEMENT ADDITIONAL PARTY FOLLOW INSTRUCTIONS

18. NAME OF FIRST DEBTOR: Same as line 1a or 1b on Financing Statement; if line 1b was left blank because individual Debtor name did not fit, check here ☐

18a. ORGANIZATION'S NAME
Rhodium Encore LLC

OR 18b. INDIVIDUAL'S SURNAME

FIRST PERSONAL NAME

ADDITIONAL NAME(S) INITIAL(S)

SUFFIX

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

19. ADDITIONAL DEBTOR'S NAME: Provide only one Debtor name (19a or 19b) (use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name)

19a. ORGANIZATION'S NAME

OR 19b. INDIVIDUAL'S SURNAME

FIRST PERSONAL NAME

ADDITIONAL NAME(S) INITIAL(S)

SUFFIX

19c. MAILING ADDRESS

CITY

STATE

POSTAL CODE

COUNTRY

20. ADDITIONAL DEBTOR'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

OR 20b. INDIVIDUAL'S SURNAME

FIRST PERSONAL NAME

ADDITIONAL NAME(S) INITIAL(S)

SUFFIX

20c. MAILING ADDRESS

CITY

STATE

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

OR 21b. INDIVIDUAL'S SURNAME

FIRST PERSONAL NAME

ADDITIONAL NAME(S) INITIAL(S)

SUFFIX

21c. MAILING ADDRESS

CITY

STATE

POSTAL CODE

COUNTRY

22. ☒ ADDITIONAL SECURED PARTY'S NAME OR ☐ ASSIGNOR SECURED PARTY'S NAME: Provide only one name (22a or 22b)

22a. ORGANIZATION'S NAME

GRF TIGER TRUST, A TRUST FORMED UNDER THE LAWS OF NEVADA

OR 22b. INDIVIDUAL'S SURNAME

FIRST PERSONAL NAME

ADDITIONAL NAME(S) INITIAL(S)

SUFFIX

22c. MAILING ADDRESS

CITY

STATE

POSTAL CODE

COUNTRY

11 W. 30TH STREET, APT 7R

NEW YORK

NY

10001

USA

23. ☒ ADDITIONAL SECURED PARTY'S NAME OR ☐ ASSIGNOR SECURED PARTY'S NAME: Provide only one name (23a or 23b)

23a. ORGANIZATION'S NAME

NC FAIRBAIRN FAMILY TRUST, A TRUST FORMED UNDER THE LAWS OF NEVADA

OR 23b. 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

NY

10001

USA

24. MISCELLANEOUS: 99658781-TX-0 518904 - HOLLAND & KNIGHT LLP

GR FAIRBAIRN FAMILY TRUST, A.

File with: Secretary of State, TX

226189.00001

UCC FINANCING STATEMENT ADDITIONAL PARTY FOLLOW INSTRUCTIONS

18. NAME OF FIRST DEBTOR: Same as line 1a or 1b on Financing Statement; if line 1b was left blank because Individual Debtor name did not fit, check here: ☐

18a. ORGANIZATION'S NAME
Rhodium Encore LLC

OR 18b. INDIVIDUAL'S SURNAME

FIRST PERSONAL NAME

ADDITIONAL NAME(S) INITIAL(S)

SUFFIX

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

19. ADDITIONAL DEBTOR'S NAME: Provide only one Debtor name (19a or 19b) (use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name)

19a. ORGANIZATION'S NAME

OR 19b. INDIVIDUAL'S SURNAME

FIRST PERSONAL NAME

ADDITIONAL NAME(S) INITIAL(S)

SUFFIX

19c. MAILING ADDRESS

CITY

STATE

POSTAL CODE

COUNTRY

20. ADDITIONAL DEBTOR'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

OR 20b. INDIVIDUAL'S SURNAME

FIRST PERSONAL NAME

ADDITIONAL NAME(S) INITIAL(S)

SUFFIX

20c. MAILING ADDRESS

CITY

STATE

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

OR 21b. INDIVIDUAL'S SURNAME

FIRST PERSONAL NAME

ADDITIONAL NAME(S) INITIAL(S)

SUFFIX

21c. MAILING ADDRESS

CITY

STATE

POSTAL CODE

COUNTRY

22. ☒ ADDITIONAL SECURED PARTY'S NAME or ☐ ASSIGNOR SECURED PARTY'S NAME: Provide only one name (22a or 22b)

22a. ORGANIZATION'S NAME

NCF EAGLE TRUST, A TRUST FORMED UNDER THE LAWS OF NEVADA

OR 22b. INDIVIDUAL'S SURNAME

FIRST PERSONAL NAME

ADDITIONAL NAME(S) INITIAL(S)

SUFFIX

22c. MAILING ADDRESS

CITY

STATE

POSTAL CODE

COUNTRY

11 W. 30TH STREET, APT 7R

NEW YORK

NY

10001

USA

23. ☒ ADDITIONAL SECURED PARTY'S NAME or ☐ ASSIGNOR SECURED PARTY'S NAME: Provide only one name (23a or 23b)

23a. ORGANIZATION'S NAME

NINA CLAIRE FAIRBAIRN REVOCABLE TRUST, A TRUST FORMED UNDER THE LAWS OF CALIFORNIA

OR 23b. INDIVIDUAL'S SURNAME

FIRST PERSONAL NAME

ADDITIONAL NAME(S) INITIAL(S)

SUFFIX

23c. MAILING ADDRESS

CITY

STATE

POSTAL CODE

COUNTRY

10 ORINDA VIEW RD

ORINDA

CA

94663

USA

24. MISCELLANEOUS: 99658781;TX-0 518904 - HOLLAND & KNIGHT LLP

GR FAIRBAIRN FAMILY TRUST, A

File with: Secretary of State, TX

226189.00001

UCC FINANCING STATEMENT ADDITIONAL PARTY FOLLOW INSTRUCTIONS

18. NAME OF FIRST DEBTOR: Same as line 1a or 1b on Financing Statement; if line 1b was left blank because Individual Debtor name did not fit, check here ☐

18a. ORGANIZATION'S NAME
Rhodium Encore LLC

OR 18b. INDIVIDUAL'S SURNAME

FIRST PERSONAL NAME

ADDITIONAL NAME(S)/INITIAL(S)

SUFFIX

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

19. ADDITIONAL DEBTOR'S NAME: Provide only one Debtor name (19a or 19b) (use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name)

19a. ORGANIZATION'S NAME

OR 19b. INDIVIDUAL'S SURNAME

FIRST PERSONAL NAME

ADDITIONAL NAME(S)/INITIAL(S)

SUFFIX

19c. MAILING ADDRESS

CITY

STATE

POSTAL CODE

COUNTRY

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20a. ORGANIZATION'S NAME

OR 20b. INDIVIDUAL'S SURNAME

FIRST PERSONAL NAME

ADDITIONAL NAME(S)/INITIAL(S)

SUFFIX

20c. MAILING ADDRESS

CITY

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POSTAL CODE

COUNTRY

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21a. ORGANIZATION'S NAME

OR 21b. INDIVIDUAL'S SURNAME

FIRST PERSONAL NAME

ADDITIONAL NAME(S)/INITIAL(S)

SUFFIX

21c. MAILING ADDRESS

CITY

STATE

POSTAL CODE

COUNTRY

22. ☒ ADDITIONAL SECURED PARTY'S NAME or ☐ ASSIGNOR SECURED PARTY'S NAME: Provide only one name (22a or 22b)

22a. ORGANIZATION'S NAME

TRANSCEND PARTNERS LEGEND FUND LLC, A DELAWARE LIMITED LIABILITY COMPANY

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

ORINDA

CA

94563

USA

23. ☒ ADDITIONAL SECURED PARTY'S NAME or ☐ ASSIGNOR SECURED PARTY'S NAME: Provide only one name (23a or 23b)

23a. ORGANIZATION'S NAME

VALLEY HIGH LP, A NEVADA LIMITED PARTNERSHIP

OR 23b. INDIVIDUAL'S SURNAME

FIRST PERSONAL NAME

ADDITIONAL NAME(S)/INITIAL(S)

SUFFIX

23c. MAILING ADDRESS

CITY

STATE

POSTAL CODE

COUNTRY

10 ORINDA VIEW RD

ORINDA

CA

94563

USA

24. MISCELLANEOUS: 98558781-TX-0 518904 - HOLLAND & KNIGHT LLP

GR FAIRBURN FAMILY TRUST, A

File with: Secretary of State, TX

226169.00001

UCC FINANCING STATEMENT ADDITIONAL PARTY**FOLLOW INSTRUCTIONS**

18. NAME OF FIRST DEBTOR: Same as line 1a or 1b on Financing Statement; if line 1b was left blank because individual Debtor name did not fit, check here, ☐

18a. ORGANIZATION'S NAME

Rhodium Encore LLC

OR

18b. INDIVIDUAL'S SURNAME

FIRST PERSONAL NAME

ADDITIONAL NAME(S) INITIAL(S)

SUFFIX

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

19. ADDITIONAL DEBTOR'S NAME: Provide only one Debtor name (19a or 19b) (use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name)

19a. ORGANIZATION'S NAME

OR

19b. INDIVIDUAL'S SURNAME

FIRST PERSONAL NAME

ADDITIONAL NAME(S) INITIAL(S)

SUFFIX

19c. MAILING ADDRESS

CITY

STATE

POSTAL CODE

COUNTRY

20. ADDITIONAL DEBTOR'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

OR

20b. INDIVIDUAL'S SURNAME

FIRST PERSONAL NAME

ADDITIONAL NAME(S) INITIAL(S)

SUFFIX

20c. MAILING ADDRESS

CITY

STATE

POSTAL CODE

COUNTRY

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21a. ORGANIZATION'S NAME

OR

21b. INDIVIDUAL'S SURNAME

FIRST PERSONAL NAME

ADDITIONAL NAME(S) INITIAL(S)

SUFFIX

21c. MAILING ADDRESS

CITY

STATE

POSTAL CODE

COUNTRY

22. ☒ ADDITIONAL SECURED PARTY'S NAME or ☐ ASSIGNOR SECURED PARTY'S NAME: Provide only one name (22a or 22b)

22a. ORGANIZATION'S NAME

OR

22b. INDIVIDUAL'S SURNAME

FIRST PERSONAL NAME

ADDITIONAL NAME(S) INITIAL(S)

SUFFIX

22c. MAILING ADDRESS

CITY

STATE

POSTAL CODE

COUNTRY

58495 MOUNTAIN VIEW DRIVE

LA QUINTA

CA

92253

USA

23. ☒ ADDITIONAL SECURED PARTY'S NAME or ☐ ASSIGNOR SECURED PARTY'S NAME: Provide only one name (23a or 23b)

23a. ORGANIZATION'S NAME

OR

23b. INDIVIDUAL'S SURNAME

FIRST PERSONAL NAME

ADDITIONAL NAME(S) INITIAL(S)

SUFFIX

23c. MAILING ADDRESS

CITY

STATE

POSTAL CODE

COUNTRY

180 CORTE MADERA RD

PORTOLA VALLEY

CA

94028

USA

24. MISCELLANEOUS: 09858781-TX-0 818904 - HOLLAND & KNIGHT LLP GR FAIRBARN FAMILY TRUST, A File with: Secretary of State, TX 226188.00001

UCC FINANCING STATEMENT ADDITIONAL PARTY**FOLLOW INSTRUCTIONS:**

18. NAME OF FIRST DEBTOR: Same as line 1a or 1b on Financing Statement; if line 1b was left blank because individual Debtor name did not fit, check here ☐

18a. ORGANIZATION'S NAME

Rhodium Encore LLC

OR 18b. INDIVIDUAL'S SURNAME

FIRST PERSONAL NAME

ADDITIONAL NAME(S) INITIAL(S)

SUFFIX

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

19. ADDITIONAL DEBTOR'S NAME: Provide only one Debtor name (19a or 19b) (use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name)

19a. ORGANIZATION'S NAME

OR 19b. INDIVIDUAL'S SURNAME

FIRST PERSONAL NAME

ADDITIONAL NAME(S) INITIAL(S)

SUFFIX

19c. MAILING ADDRESS

CITY

STATE

POSTAL CODE

COUNTRY

20. ADDITIONAL DEBTOR'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

OR 20b. INDIVIDUAL'S SURNAME

FIRST PERSONAL NAME

ADDITIONAL NAME(S) INITIAL(S)

SUFFIX

20c. MAILING ADDRESS

CITY

STATE

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

OR 21b. INDIVIDUAL'S SURNAME

FIRST PERSONAL NAME

ADDITIONAL NAME(S) INITIAL(S)

SUFFIX

21c. MAILING ADDRESS

CITY

STATE

POSTAL CODE

COUNTRY

22. ☒ ADDITIONAL SECURED PARTY'S NAME or ☐ ASSIGNOR SECURED PARTY'S NAME: Provide only one name (22a or 22b)

22a. ORGANIZATION'S NAME

OR 22b. INDIVIDUAL'S SURNAME

SCHWARZ

FIRST PERSONAL NAME

PAUL

ADDITIONAL NAME(S) INITIAL(S)

SUFFIX

22c. MAILING ADDRESS

CITY

GLENVIEW

STATE

IL

POSTAL CODE

60028

COUNTRY

USA

23. ☒ ADDITIONAL SECURED PARTY'S NAME or ☐ ASSIGNOR SECURED PARTY'S NAME: Provide only one name (23a or 23b)

23a. ORGANIZATION'S NAME

345 PARTNERS.SP2 LLC, A CALIFORNIA LIMITED LIABILITY COMPANY

OR 23b. INDIVIDUAL'S SURNAME

FIRST PERSONAL NAME

ADDITIONAL NAME(S) INITIAL(S)

SUFFIX

23c. MAILING ADDRESS

CITY

LOS GATOS

STATE

CA

POSTAL CODE

95030

COUNTRY

USA

24. MISCELLANEOUS: 95958761-TX-0 618904 - HOLLAND & KNIGHT LLP

OR FAIRBARN FAMILY TRUST, A

File with Secretary of State, TX

228189.00001

UCC FINANCING STATEMENT ADDITIONAL PARTY FOLLOW INSTRUCTIONS

18. NAME OF FIRST DEBTOR: Same as line 1a or 1b on Financing Statement; if line 1b was left blank because Individual Debtor name did not fit, check here ☐

18a. ORGANIZATION'S NAME:
Rhodium Encore LLC

OR 18b. INDIVIDUAL'S SURNAME

FIRST PERSONAL NAME

ADDITIONAL NAME(S) INITIAL(S)

SUFFIX

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

19. ADDITIONAL DEBTOR'S NAME: Provide only one Debtor name (19a or 19b) (use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name).

19a. ORGANIZATION'S NAME

OR 19b. INDIVIDUAL'S SURNAME

FIRST PERSONAL NAME

ADDITIONAL NAME(S) INITIAL(S)

SUFFIX

19c. MAILING ADDRESS

CITY

STATE

POSTAL CODE

COUNTRY

20. ADDITIONAL DEBTOR'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

OR 20b. INDIVIDUAL'S SURNAME

FIRST PERSONAL NAME

ADDITIONAL NAME(S) INITIAL(S)

SUFFIX

20c. MAILING ADDRESS

CITY

STATE

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

OR 21b. INDIVIDUAL'S SURNAME

FIRST PERSONAL NAME

ADDITIONAL NAME(S) INITIAL(S)

SUFFIX

21c. MAILING ADDRESS

CITY

STATE

POSTAL CODE

COUNTRY

22. ☒ ADDITIONAL SECURED PARTY'S NAME or ☐ ASSIGNOR SECURED PARTY'S NAME: Provide only one name (22a or 22b)

22a. ORGANIZATION'S NAME

KINTZ FAMILY 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

6010 AGEE ST

SAN DIEGO

CA

92122

USA

23. ☒ ADDITIONAL SECURED PARTY'S NAME or ☐ ASSIGNOR SECURED PARTY'S NAME: Provide only one name (23a or 23b)

23a. ORGANIZATION'S NAME

OR 23b. INDIVIDUAL'S SURNAME

FIRST PERSONAL NAME

ADDITIONAL NAME(S) INITIAL(S)

SUFFIX

23c. MAILING ADDRESS

CITY

STATE

POSTAL CODE

COUNTRY

2150 BROADWAY APT 10B

NEW YORK

NY

10023

USA

24. MISCELLANEOUS: 99458781-TX-0 518904, HOLLAND & KNIGHT LLP

GR FAIRBAIRN FAMILY TRUST, A

File with: Secretary of State, TX

226189.00001

UCC FINANCING STATEMENT ADDITIONAL PARTY FOLLOW INSTRUCTIONS

18. NAME OF FIRST DEBTOR: Same as line 1a or 1b on Financing Statement; if line 1b was left blank because Individual Debtor name did not fit, check here: ☐

18a. ORGANIZATION'S NAME
Rhodium-Encore-LLC

OR 18b. INDIVIDUAL'S SURNAME

FIRST PERSONAL NAME

ADDITIONAL NAME(S) INITIAL(S)

SUFFIX

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

19. ADDITIONAL DEBTOR'S NAME: Provide only one Debtor name (19a or 19b) (use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name)

19a. ORGANIZATION'S NAME

OR 19b. INDIVIDUAL'S SURNAME

FIRST PERSONAL NAME

ADDITIONAL NAME(S) INITIAL(S)

SUFFIX

19c. MAILING ADDRESS

CITY

STATE

POSTAL CODE

COUNTRY

20. ADDITIONAL DEBTOR'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

OR 20b. INDIVIDUAL'S SURNAME

FIRST PERSONAL NAME

ADDITIONAL NAME(S) INITIAL(S)

SUFFIX

20c. MAILING ADDRESS

CITY

STATE

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

OR 21b. INDIVIDUAL'S SURNAME

FIRST PERSONAL NAME

ADDITIONAL NAME(S) INITIAL(S)

SUFFIX

21c. MAILING ADDRESS

CITY

STATE

POSTAL CODE

COUNTRY

22. ☒ ADDITIONAL SECURED PARTY'S NAME or ☐ ASSIGNOR/SECURED PARTY'S NAME: Provide only one name (22a or 22b)

22a. ORGANIZATION'S NAME

WILKINS-DUIGNAN 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

BERKELEY

CA

94707

USA

23. ☒ ADDITIONAL SECURED PARTY'S NAME or ☐ ASSIGNOR/SECURED PARTY'S NAME: Provide only one name (23a or 23b)

23a. ORGANIZATION'S NAME

JERALD AND MELODY HOWE WEINTRAUB REVOCABLE LIVING TRUST DTD 02/05/98, AS AMENDED

OR 23b. 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

CA

94548

USA

24. MISCELLANEOUS: 98858781;TX-0 518904 - HOLLAND & KNIGHT LLP

OR FAIRBURN FAMILY TRUST, A

File with: Secretary of State, TX

226189.00001

UCC FINANCING STATEMENT ADDITIONAL PARTY FOLLOW INSTRUCTIONS

18. NAME OF FIRST DEBTOR: Same as line 1a or 1b on Financing Statement; if line 1b was left blank because Individual Debtor name did not fit, check here ☐

18a. ORGANIZATION'S NAME
Rhodium Encore LLC

OR 18b. INDIVIDUAL'S SURNAME

FIRST PERSONAL NAME

ADDITIONAL NAME(S) INITIAL(S)

SUFFIX

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

19. ADDITIONAL DEBTOR'S NAME: Provide only one Debtor name (19a or 19b) (use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name)

19a. ORGANIZATION'S NAME

OR 19b. INDIVIDUAL'S SURNAME

FIRST PERSONAL NAME

ADDITIONAL NAME(S) INITIAL(S)

SUFFIX

19c. MAILING ADDRESS

CITY

STATE

POSTAL CODE

COUNTRY

20. ADDITIONAL DEBTOR'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

OR 20b. INDIVIDUAL'S SURNAME

FIRST PERSONAL NAME

ADDITIONAL NAME(S) INITIAL(S)

SUFFIX

20c. MAILING ADDRESS

CITY

STATE

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

OR 21b. INDIVIDUAL'S SURNAME

FIRST PERSONAL NAME

ADDITIONAL NAME(S) INITIAL(S)

SUFFIX

21c. MAILING ADDRESS

CITY

STATE

POSTAL CODE

COUNTRY

22. ☒ ADDITIONAL SECURED PARTY'S NAME or ☐ ASSIGNOR SECURED PARTY'S NAME: Provide only one name (22a or 22b)

22a. ORGANIZATION'S NAME

OR 22b. INDIVIDUAL'S SURNAME

FULLERTON

FIRST PERSONAL NAME

RICHARD

ADDITIONAL NAME(S) INITIAL(S)

SUFFIX

22c. MAILING ADDRESS

CITY

SAN FRANCISCO

STATE

CA

POSTAL CODE

94123

COUNTRY

USA

3047 FILLMORE STREET.

23. ☐ ADDITIONAL SECURED PARTY'S NAME or ☐ ASSIGNOR SECURED PARTY'S NAME: Provide only one name (23a or 23b)

23a. ORGANIZATION'S NAME

OR 23b. INDIVIDUAL'S SURNAME

FIRST PERSONAL NAME

ADDITIONAL NAME(S) INITIAL(S)

SUFFIX

23c. MAILING ADDRESS

CITY

STATE

POSTAL CODE

COUNTRY

24. MISCELLANEOUS: 98558781-TX-0 518904 - HOLLAND & KNIGHT LLP GR FAIRBAIRN FAMILY TRUST, A File with: Secretary of State, TX 228189.00001

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.