

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

-----)	Case No. 08-12606 (BLS)
In re:)	
)	
VERASUN ENERGY CORPORATION,)	Chapter 11
<u>et al.</u> ,)	Jointly Administered
)	
)	
Debtors.)	
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-----)	

**FIFTH MONTHLY APPLICATION OF AKIN GUMP STRAUSS HAUER & FELD LLP,
CO-COUNSEL FOR THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS
OF VERASUN ENERGY CORPORATION, ET AL., FOR INTERIM ALLOWANCE OF
COMPENSATION AND FOR REIMBURSEMENT OF EXPENSES FOR SERVICES
RENDERED DURING THE PERIOD FROM MARCH 1, 2009
THROUGH MARCH 31, 2009**

Akin Gump Strauss Hauer & Feld LLP (“Akin Gump”), co-counsel for the Official Committee of Unsecured Creditors (the “Committee”) of VeraSun Energy Corporation (“VeraSun”), and its affiliated debtors and debtors in possession (collectively with VeraSun, the “Debtors”) for its fifth monthly application (the “Application”) pursuant to (i) sections 330 and 331 of title 11 of the United States Code (the “Bankruptcy Code”), (ii) Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), (iii) Rule 2016-2 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”), and (iv) the Administrative Order under Bankruptcy Code Sections 105(a) and 331 Establishing Procedures for Interim Compensation and Reimbursement of Professionals entered on December 2, 2008 (the “Administrative Fee Order”) for interim allowance of compensation for services rendered in the aggregate amount of \$331,526.50 and for reimbursement of expenses incurred in the aggregate amount of \$7,451.72 for the period

commencing March 1, 2009 through March 31, 2009 (the “Compensation Period”), respectfully states as follows:

BACKGROUND

1. On October 31, 2008 (the “Petition Date”), each of the Debtors filed a voluntary petition for relief in the United States Bankruptcy Court for the District of Delaware (the “Court”) under chapter 11 of the Bankruptcy Code. On November 3, 2008, the Court entered an order jointly administering these chapter 11 cases pursuant to Bankruptcy Rule 1015(b).

2. On November 14, 2008, pursuant to section 1102 of the Bankruptcy Code, the Office of the United States Trustee for the District of Delaware appointed the Committee. The Committee currently consists of five members and three ex-officio members.¹

3. Also on November 14, 2008, pursuant to section 1103(a) of the Bankruptcy Code, the Committee selected Akin Gump to serve as co-counsel to the Committee.

4. On December 2, 2008, the Court entered the Administrative Fee Order authorizing certain professionals to submit monthly applications for interim compensation and reimbursement for expenses pursuant to the procedures specified therein.

5. On January 9, 2009, the Court entered an order authorizing the retention of Akin Gump as co-counsel for the Committee, effective as of November 14, 2008 (the “Retention Order”). The Retention Order authorized Akin Gump to be compensated on an hourly basis and to be reimbursed for actual and necessary out-of-pocket expenses.

¹ The Committee is comprised of the following entities: HSBC Bank USA, National Association; The CIT Group/Equipment Financing, Inc.; Trotter, Incorporated; Haas TCM Processing LLC; and Crown Iron Works. In addition, Aegon USA Investment Management, LLC, Whitebox Advisors, LLC, Brigade Leveraged Capital Structures Fund, Ltd., and Donald Swanson, counsel for an ad hoc group of corn vendors, serve as ex-officio members of the Committee.

PRIOR MONTHLY FEE APPLICATIONS

6. Pursuant to the Administrative Fee Order, Akin Gump filed its First Monthly Fee Application (as defined below) on January 23, 2009 for interim allowance of compensation in the sum of \$217,175.20 (80% of \$271,469.00) and for reimbursement of expenses in the amount of \$1,968.38 for services rendered during the period November 14, 2008 through and including November 30, 2008 (the "First Monthly Fee Application"). As of the date of this Application, Akin Gump has received payment of 100% of the fees and 100% of the expenses requested in the First Monthly Fee Application. Akin Gump filed its Second Monthly Fee Application (as defined below) on February 4, 2009 for interim allowance of compensation in the sum of \$386,753.60 (80% of \$483,442.00) and for reimbursement of expenses in the amount of \$20,565.47 for services rendered during the period December 1, 2008 through and including December 31, 2008 (the "Second Monthly Fee Application"). As of the date of this Application, Akin Gump has received payment of 100% of the fees and 100% of the expenses requested in the Second Monthly Fee Application. Akin Gump filed its Third Monthly Fee Application (as defined below) on March 3, 2009 for interim allowance of compensation in the sum of \$426,964.20 (80% \$533,705.20) and for reimbursement of expenses in the amount of \$8,039.20 for services rendered during the period January 1, 2009 through and including January 31, 2009 (the "Third Monthly Fee Application"). As of the date of this Application, Akin Gump has received payment of 100% of the fees and 100% of the expenses requested in the Third Monthly Fee Application. Akin Gump filed its First Interim Fee Application (as defined below) on March 12, 2009 for interim allowance of compensation in the sum of \$1,288,616.25 and for reimbursement of expenses in the amount of \$30,573.00 for services rendered during the period

November 11, 2008 through and including January 31, 2009 (the “First Interim Fee Application”). As of the date of this Application, Akin Gump has received payment of 100% of the fees and 100% of the expenses requested in the First Interim Fee Application. Akin Gump filed its Fourth Monthly Fee Application (as defined below) on March 30, 2009 for interim allowance of compensation in the sum of \$327,926.00 (80% \$409,907.50) and for reimbursement of expenses in the amount of \$22,960.48 for services rendered during the period February 1, 2009 through and including February 28, 2009 (the “Fourth Monthly Fee Application”). As of the date of this Application, Akin Gump has received payment of 100% of the fees and 100% of the expenses requested in the Fourth Monthly Fee Application.

JURISDICTION

7. This Court has jurisdiction over the Application pursuant to 28 U.S.C. §§ 157 and 1334. Venue is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2). The statutory bases for the relief requested herein are Bankruptcy Code sections 1103 and 328(a), Bankruptcy Rule 2014 and Local Rule 2016-2.

RELIEF REQUESTED

8. By this Application, Akin Gump seeks (i) allowance of \$331,526.50 as compensation for professional services rendered by Akin Gump as attorneys for the Committee during the Compensation Period, representing 574.50 hours in professional services; (ii) approval of the payment of \$265,221.50 (80% of \$331,526.50) as compensation for such services during the Compensation Period; and (iii) approval of the reimbursement of actual and necessary expenses incurred by Akin Gump during the Compensation Period in connection with the rendition of such professional services in the amount of \$7,451.72.

9. Pursuant to the Administrative Fee Order, if no objection to this Application is filed within twenty days of the filing hereof, Akin Gump may be paid eighty percent (80%) of

the fees and one hundred percent (100%) of the expenses requested in this Application.

Accordingly, by this Application, Akin Gump is seeking payment of \$265,221.50 of fees and \$7,451.72 for reimbursement of its expenses relating to services rendered during the Compensation Period.

10. Akin Gump has received no payment and no promises for payment from any source for services rendered in connection with these chapter 11 cases. There is no agreement or understanding between Akin Gump and any other person (other than members of Akin Gump) for the sharing of compensation to be received for the services rendered in these cases.

11. As stated in the Affirmation of Michael S. Stamer, Esq., annexed hereto as Exhibit A, (i) all of the services for which interim compensation is sought herein were rendered for or on behalf of the Committee solely in connection with these cases, and (ii) Akin Gump has reviewed the requirements of Local Rule 2016-2 and this Application complies therewith.

SUMMARY OF SERVICES RENDERED

12. Since its retention on November 14, 2008, Akin Gump has rendered professional services to the Committee as requested and as necessary and appropriate in furtherance of the interests of the Debtors' unsecured creditors. The variety and complexity of the issues in these chapter 11 cases and the need to act or respond to issues on an expedited basis in furtherance of the Committee's needs have required the expenditure of substantial time by Akin Gump personnel from several legal disciplines.

13. In the ordinary course of its practice, Akin Gump maintains written records of the time expended by attorneys and paraprofessionals in the rendition of their professional services. In accordance with the provisions of the Administrative Fee Order, a compilation showing the name of the attorney or paraprofessional, the date on which the services were performed, a

description of the services rendered, and the amount of time spent in performing the services for the Committee during the Compensation Period is annexed hereto as Exhibit B.

14. In the ordinary course of its practice, Akin Gump also maintains records of all actual and necessary out-of-pocket expenses incurred in connection with the rendition of its professional services, all of which are available for inspection. A schedule of the categories of expenses and amounts for which reimbursement is requested and a detailed listing of such expenses is annexed hereto as Exhibit C.

15. Akin Gump respectfully submits that the professional services that it rendered on behalf of the Committee were necessary and appropriate, and have directly contributed to the effective administration of these chapter 11 cases.

16. The following summary of services rendered during the Compensation Period is not intended to be a detailed description of the work performed, as those day-to-day services and the time expended in performing such services are fully set forth in Exhibit B. Rather, it is merely an attempt to highlight certain of those areas in which services were rendered to the Committee, as well as to identify some of the problems and issues that Akin Gump was required to address.

(a) **Case Administration**

17. A portion of the services rendered during the Compensation Period were directed to the continuing organizational needs of the Committee and matters related thereto. Akin Gump's continued attention to the Committee's organizational needs during the Compensation Period enabled the Committee to function as a coordinated group and to acquit its fiduciary duties to the Debtors' unsecured creditor body.

18. During the Compensation Period, Akin Gump reviewed and analyzed all motions and applications filed by the Debtors and other parties in interest in these cases and any

objections thereto. In connection with such analyses, Akin Gump, with the assistance of Houlihan Lokey Howard & Zukin Capital, Inc. (“Houlihan Lokey”), conducted diligence on the subject matter of each motion and application to, among other things, ascertain the effect that the relief requested would have on the Debtors, their businesses, the interests of the Debtors’ unsecured creditors and the administration of these cases. These diligence efforts included reviewing underlying documentation related to the applicable pleading and working with Houlihan Lokey to ensure that the Committee had a complete understanding of the impact that the relief requested in any given pleading would have on the Debtors’ businesses and reorganization efforts.

19. In addition, Akin Gump, together with Houlihan Lokey, met and held conference calls with representatives of the Debtors and third parties in order to achieve amicable resolutions of the many issues that have arisen in these cases. As a result of these efforts, essentially all of the disputes that arose during the Compensation Period were consensually resolved, saving the Debtors’ estates significant resources that would otherwise have been expended in protracted litigations.

(b) **Committee Meetings**

20. The Committee played an active role in the Debtors’ chapter 11 cases during the Compensation Period. Akin Gump, together with the Committee’s other professionals, coordinated all of the Committee’s activities, including attending to member issues and preparing agendas for Committee conference calls. Specifically, during the Compensation Period, Akin Gump, together with the other Committee professionals, held two conference calls with the full Committee. In addition, Akin Gump held multiple calls with the Committee co-chairs, as well as individual Committee members.

21. Prior to such conference calls, Akin Gump reviewed and analyzed each pending matter requiring the Committee's attention and all relevant underlying documentation in connection therewith. Thereafter, Akin Gump discussed each of these matters with the Committee, as well as individual Committee members, and assisted the Committee in formulating a position with respect to each pending matter.

22. Through the meetings, conference calls, and correspondence described above, Akin Gump assisted the Committee in fulfilling its statutory duties to make informed decisions regarding the various issues that have arisen in these chapter 11 cases, to monitor closely the Debtors' management of these proceedings, and to reach independent conclusions on the merits of specific matters and the prospects of reorganization.

(c) **Court Hearings**

23. Akin Gump appeared at two hearings and one telephonic hearing held before this Court during the Compensation Period. In preparing for such hearings, Akin Gump reviewed and analyzed all applicable motions and applications filed with the Court, including any responses thereto and, as noted above, provided the Committee with memoranda summarizing such motions and applications, which included the Committee's professionals' recommendations with respect to the relief requested by such motions and applications.

(d) **Bank Lien & Real Property Lien Analysis**

24. During the Compensation Period, Akin Gump continued its analysis of potential claims that may be brought by the Committee, on behalf of the Debtors' estates, arising out of certain pre-petition transactions. Specifically, Akin Gump, on behalf of the Committee, examined the validity of the personal and real property liens asserted by the holders of the Debtors' pre-petition bank debt, prepared memoranda to the Committee, and participated in

various internal conferences with respect to the same to assist the Committee's determination as to whether grounds exist for challenging any of the asserted prepetition liens.

25. Upon determining that certain defects existed in the perfection of the personal property liens asserted by the holders of the Debtors' prepetition bank debt, the Committee prepared the pleadings necessary to commence an adversary proceeding to challenge those liens. Following the results of the auction, however, the parties were able to consensually resolve their issues related to the lien challenge, eliminating the Committee's need to commence the adversary proceeding.

(e) **Executory Contracts**

26. During the Compensation Period, Akin Gump reviewed and analyzed motions and notices filed by the Debtors and other parties in interest relating to the assumption or rejection of certain executory contracts and leases of non-residential real property. Specifically, Akin Gump analyzed, among others, the matters relating to (i) the objections to the Debtors' proposed cure amounts, and (ii) a motion to modify certain railcar leases. Akin Gump engaged in discussions with the Debtors and other interested third parties to ensure that the assumption or rejection of such executory contracts and leases maximized value for the Debtors and their estates.

(f) **Asset Sale Transactions**

27. On March 16, 2009, the Debtors commenced an auction for the sale of substantially all of the Debtors' assets. Valero Renewable Fuels, LLC ("Valero") was the successful bidder at the auction for substantially all of the assets of the VSE Segment. On March

18, the Court conditionally approved the sale of the Assets² to Valero (the “Sale”). On March 31, 2009, the Court entered an order (the “VSE Sale Order”) (A) approving the sale of the Assets free and clear of all liens, claims, encumbrances and interests, except to the extent set forth in that certain Asset Purchase Agreement dated as of February 6, 2009 by and among Valero Renewable Fuels Company, LLC, Valero Energy Corporation, VeraSun Energy Corporation and Certain Subsidiaries of VeraSun Energy Corporation (the “Asset Purchase Agreement”), pursuant to Sections 105, 363 and 365 of the Bankruptcy Code and Rules 2002, 6004 and 6006 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”); (B) authorizing the assumption and assignment of certain executory contracts and unexpired leases identified by the Debtors and more fully described in the Asset Purchase Agreement; and (C) granting certain related relief (Docket No. 949).

28. During the Compensation Period, Akin Gump worked with Houlihan Lokey to, among other things, (i) analyze the terms of the various bids for the purchase of a substantial portion of the Debtors’ assets, and (ii) improve the process by which the sale would be conducted. Akin Gump also worked with Houlihan Lokey to ensure that the Committee had a complete understanding of the impact that the various bids and the ultimate sale would have on the recovery to unsecured creditors. In addition, Akin Gump attended the auction and sale hearing and worked with the Debtors’ advisors to maximize value for all unsecured creditors.

ALLOWANCE OF COMPENSATION

29. The professional services rendered by Akin Gump required a high degree of professional competence and expertise so that the numerous issues requiring evaluation and

² The “Assets” consist of substantially all of the assets of (i) VeraSun Aurora Corporation; (ii) VeraSun Charles City, LLC; (iii) VeraSun Fort Dodge, LLC; (iv) VeraSun Hartley, LLC; (v) VeraSun Welcome, LLC; (vi) VeraSun Reynolds, LLC; (vii) VeraSun Marketing, LLC, and (viii) the Qteros Shares (as defined in the Asset Purchase Agreement).

determination by the Committee could be addressed with skill and dispatch and have, therefore, required the expenditure of substantial time and effort. It is respectfully submitted that the services rendered to the Committee were performed efficiently, effectively, and economically, and the results obtained to date have benefited not only the members of the Committee, but also the unsecured creditor body as a whole and the Debtors' estates.

30. The allowance of interim compensation for services rendered and reimbursement of expenses in bankruptcy cases is expressly provided for in section 331 of the Bankruptcy Code:

Any professional person ... may apply to the court not more than once every 120 days after an order for relief in a case under this title, or more often if the court permits, for such compensation for services rendered ... as is provided under section 330 of this title.

11 U.S.C. § 331. Moreover, this Court has authorized the filing of this Application in the Administrative Fee Order.

31. With respect to the level of compensation, section 330(a)(1) of the Bankruptcy Code provides, in pertinent part, that the Court may award to a professional person "reasonable compensation for actual, necessary services rendered" Section 330(a)(3)(A), in turn, provides that

In determining the amount of reasonable compensation to be awarded, the court shall consider the nature, the extent, and the value of such services, taking into account all relevant factors, including –

- a. the time spent on such services;
- b. the rates charged for such services;
- c. whether the services were necessary to the administration of, or beneficial at the time at which the service was rendered toward the completion of, a case under this title; and
- d. whether the services were performed within a reasonable amount of time commensurate with the complexity, importance, and nature of the problem, issue, or task addressed; and whether the compensation is

reasonable based on the customary compensation charged by comparably skilled practitioners in cases other than cases under this title.

11 U.S.C. §330(a)(3)(A). The clear Congressional intent and policy expressed in this statute is to provide for adequate compensation in order to continue to attract qualified and competent bankruptcy practitioners to bankruptcy cases.

32. The total time spent by Akin Gump attorneys and paraprofessionals during the Compensation Period was 574.50 hours. The work involved, and thus the time expended, was carefully assigned in light of the experience and expertise required for a particular task.

33. As shown by this application and supporting documents, Akin Gump spent its time economically and without unnecessary duplication of time. Attached hereto as Exhibit D is a schedule of the hours expended by the attorneys and paraprofessionals during the Compensation Period, their normal hourly rates, and the value of their services. In addition, Akin Gump incurred actual out-of-pocket expenses in connection with the rendition of the professional services to the Committee in the sum of \$7,451.72 for which Akin Gump respectfully requests reimbursement in full.

34. The disbursements and expenses have been incurred in accordance with Akin Gump's normal practice of charging clients for expenses clearly related to and required by particular matters. Akin Gump has endeavored to minimize these expenses to the fullest extent possible.

35. Akin Gump's billing rates do not include charges for photocopying, telephone and facsimile charges, computerized research, travel expenses, "working meals," secretarial overtime, postage, and certain other office services, since the needs of each client for such services differ. Akin Gump believes that it is fairest to charge each client only for the services

actually used in performing services for it. In these proceedings, Akin Gump charges \$.10 per page for internal duplicating and does not charge for facsimile transmissions.

36. No agreement or understanding exists between Akin Gump and any other person for the sharing of any compensation to be received for professional services rendered or to be rendered in connection with these cases.

37. No prior application has been made in this or in any other Court for the relief requested herein for the Compensation Period.

WHEREFORE, Akin Gump respectfully requests that this Court:

(a) allow \$331,526.50 as compensation for professional services rendered by Akin Gump for the Committee during the Compensation Period;

(b) approve the payment of \$217,175.20 (80% of \$331,526.50) as compensation for professional services rendered to the Committee during the Compensation Period;

(c) approve the reimbursement of Akin Gump's out-of-pocket expenses incurred in connection with the rendering of such services during the Compensation Period in the amount of \$7,451.72; and

(d) grant such other and further relief as this Court may deem just, proper and equitable.

Dated: April 30, 2009

/s/ Michael S. Stamer

Michael S. Stamer (admitted *pro hac vice*)

David H. Botter (admitted *pro hac vice*)

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Co-Counsel for the Official Committee of Unsecured
Creditors of VeraSun Energy Corporation, et al.

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

_____)	
In re:)	Chapter 11 Cases
)	Case No. 08-12606 (BLS)
VERASUN ENERGY CORPORATION,)	
<u>et al.</u> , ¹)	Jointly Administered
)	
Debtors.)	<u>Objection Deadline:</u> May 20, 2009 at 4:00 p.m. (ET)
_____)	<u>Hearing Date:</u> Scheduled only if necessary.

**FIFTH MONTHLY APPLICATION OF AKIN GUMP
STRAUSS HAUER & FELD LLP, CO-COUNSEL FOR THE
OFFICIAL COMMITTEE OF UNSECURED CREDITORS,
FOR INTERIM ALLOWANCE OF COMPENSATION AND
FOR THE REIMBURSEMENT OF EXPENSES FOR
SERVICES RENDERED DURING THE PERIOD FROM
MARCH 1, 2009 THROUGH MARCH 31, 2009**

Name of Applicant: Akin Gump Strauss Hauer & Feld LLP

Authorized to Provide
Professional Services to: Official Committee of Unsecured Creditors

Date of Retention: January 9, 2009 (nunc pro tunc to November 14, 2008)

Period for which Compensation
and Reimbursement is sought: March 1, 2009 through March 31, 2009

Amount of Compensation sought as
actual, reasonable, and necessary: \$265,221.20 (80% of \$331,526.50)

Amount of Expense Reimbursement sought
as actual, reasonable, and necessary: \$7,451.72

This is Akin Gump's fifth monthly fee application.

The total time expended during this Compensation Period for the preparation of Akin Gump's fourth monthly fee application was 30.20 hours and the corresponding compensation is \$12,364.50.

¹ The Debtors consist of: VeraSun Energy Corporation (EIN: 20-3430241); ASA Albion, LLC (EIN: 55-0907221); ASA Bloomburg, LLC (EIN: 55-0907224); ASA Linden, LLC (EIN: 55-0907228); ASA OpCo Holdings, LLC (EIN: 68-0609122); US Bio Marion, LLC (EIN: 20-34377343); US BioEnergy Corporation (EIN: 20-1811472); VeraSun Albert City, LLC (EIN: 20-2264707); VeraSun Aurora Corporation (EIN: 40-0462174); VeraSun BioDiesel, LLC (EIN: 20-3790860); VeraSun Central City, LLC (EIN: 55-0816855); VeraSun Charles City, LLC (EIN: 20-3735184); VeraSun Dyersville, LLC (20-5765890); VeraSun Fort Dodge, LLC (EIN: 42-1630527); VeraSun Granite City, LLC (EIN: 20-5909621); VeraSun Hankinson, LLC (90-0287129); VeraSun Hartley, LLC (EIN: 20-5381200); VeraSun Janesville, LLC (EIN: 20-4420290); VeraSun Litchfield, LLC (EIN: 20-3693800); VeraSun Ord, LLC (75-3204878); VeraSun Reynolds, LLC (EIN: 20-5914827); VeraSun Tilton, LLC (EIN: 26-1539139); VeraSun Welcome, LLC (EIN: 20-4115888); VeraSun Woodbury, LLC (20-0647425).

Prior Fee Applications:

Time Period	Fees Requested	Expenses Requested	Status
11/14/08 – 11/30/08 (First Monthly Fee Application)	\$217,175.20 (80% of \$271,469.00)	\$1,968.38	Pursuant to this Court's Administrative Order, dated December 2, 2008 (Docket No. 263), Akin Gump has received payment of 100% of the fees requested and 100% of the expenses requested with respect to the First Monthly Fee Application.
12/01/08 – 12/31/08 (Second Monthly Fee Application)	\$386,753.60 (80% of \$483,442.00)	\$20,565.47	Pursuant to this Court's Administrative Order, dated December 2, 2008 (Docket No. 263), Akin Gump has received payment of 100% of the fees requested and 100% of the expenses requested with respect to the Second Monthly Fee Application.
01/01/09 – 01/31/09 (Third Monthly Fee Application)	\$426,964.50 (80% of \$533,705.25)	\$8,039.20	Pursuant to this Court's Administrative Order, dated December 2, 2008 (Docket No. 263), Akin Gump has received payment of 100% of the fees requested and 100% of the expenses requested with respect to the Third Monthly Fee Application.
02/01/09 – 02/28/09 (Fourth Monthly Fee Application)	\$327,926.00 (80% of \$409,907.50)	\$22,760.48	Pursuant to this Court's Administrative Order, dated December 2, 2008 (Docket No. 263), Akin Gump has received payment of 100% of the fees requested and 100% of the expenses requested with respect to the Fourth Monthly Fee Application.

**SUMMARY OF ATTORNEYS AND LEGAL ASSISTANTS
RENDERING SERVICES DURING THE PERIOD
MARCH 1, 2009 THROUGH MARCH 31, 2009**

Name of Professional Person	Position of the Applicant, Number of Years in that Position at Current or Prior Firms, Year of Obtaining License to Practice, Area of Expertise	Hourly Billing Rate	Total Billed Hours	Total Compensation Requested
David H. Botter	Partner for 8 years; Admitted in 1990; Financial Restructuring Department	\$825	69.25	\$57,131.25
Eugene F. Cowell	Partner for 9 years; Admitted in 1984; Energy Department	\$765	9.90	\$7,573.50
Joseph Ginsberg	Partner for 7 years; Admitted in 1990; Real Estate Department	\$655	11.50	\$7,532.50
Christopher M. Gores	Partner for 31 years; Admitted in 1968; Corporate Department	\$750	1.90	\$1,425.00
Stephen B. Kuhn	Partner for 9 years; Admitted in 1991; Corporate Department	\$745	31.75	\$23,653.75
Michael S. Stamer	Partner for 12 years; Admitted in 1989; Financial Restructuring Department	\$925	47.30	\$43,752.50
Mark J. Volow	Partner for 20 years; Admitted in 1981; Corporate Department	\$730	1.70	\$1,241.00
Ron E. Deutsch	Counsel for 2 years; Admitted in 2003; Corporate Department	\$560	33.90	\$18,984.00
Alexis Freeman	Counsel for 2 years; Admitted in 2001; Financial Restructuring Department	\$560	98.80	\$55,328.00
Rachel Gerstein	Counsel for 3 years; Admitted in 2001; Litigation Department	\$600	24.30	\$14,580.00
Alana S. Martell	Counsel for 1 year; Admitted in 2004; Corporate Department	\$530	37.60	\$19,928.00
Shaya Rochester	Counsel for 1 year; Admitted in 2003; Financial Restructuring Department	\$560	38.70	\$21,672.00

Name of Professional Person	Position of the Applicant, Number of Years in that Position at Current or Prior Firms, Year of Obtaining License to Practice, Area of Expertise	Hourly Billing Rate	Total Billed Hours	Total Compensation Requested
Kelly Labritz	Senior Attorney for 2 years; Admitted in 1991; Corporate Department	\$550	33.80	\$18,590.00
Miriam Barhoush	Associate for 3 years; Admitted in 2005; Corporate Department	\$460	2.10	\$966.00
Ryan N. Marks	Associate for 2 years; Admitted in 2007; Litigation Department	\$420	5.50	\$2,310.00
Gabriel J. Procaccini	Associate for 4 years; Admitted in 2005; Energy Department	\$440	16.60	\$7,304.00
Robert J. Tennenbaum	Associate for 1 year; Not Yet Admitted; Financial Restructuring Department	\$325	53.90	\$17,517.50
Matthew H. Wendlandt	Associate for 1 year; Admitted in 2008; Energy Department	\$290	4.40	\$1,276.00
Rebecca L. M. Barloon	Legal Assistant for 1 year; Financial Restructuring Department	\$190	3.30	\$627.00
Brendan W. Conroy	Legal Assistant for 2 years; Corporate Department	\$190	12.50	\$2,375.00
Dagmara Krasa-Berstell	Legal Assistant for 19 years; Financial Restructuring Department	\$210	28.90	\$6,069.50
Peter J. Sprofera	Legal Assistant for 33 years; Financial Restructuring Department	\$245	6.90	\$1,690.50

Total Amount of Fees: \$331,526.50
Total Number of Hours: 574.50
Blended Hourly Rate: \$577.06

**COMPENSATION BY PROJECT CATEGORY
MARCH 1, 2009 THROUGH MARCH 31, 2009**

Project Category	Total Hours	Total Fees
General Case Administration	45.50	\$17,805.00
Akin Gump Fee Application/Monthly Billing Report	30.20	\$12,364.50
Analysis of Other Professionals' Fee Applications	2.30	\$1,288.00
Retention of Professionals	1.30	\$754.50
Creditors' Committee Meetings	12.70	\$8,329.50
Court Hearings	16.80	\$10,017.00
DIP, Cash Collateral Usage and Exit Financing	0.40	\$370.00
Executory Contracts/License Agreements	14.80	\$6,337.00
General Claims Analysis/Claims Objections	2.20	\$1,150.00
Analysis of Pre-Petition Transactions	76.80	\$42,500.50
Analysis of Secured Claims/Adequate Protection Issues	5.40	\$3,271.00
Lift Stay Litigation	7.40	\$2,969.00
General Adversary Proceedings	54.50	\$27,922.50
Real Estate Issues/Leases	4.80	\$3,201.00
Exclusivity	0.90	\$636.50
Asset/Stock Transactions/Business Liquidations	288.50	\$185,313.00
Travel (billed at 50% of actual time)	8.60	\$6,678.00
Committee Website/Information Agent Retention	1.40	\$619.50
TOTAL	574.50	\$331,526.50

DISBURSEMENT SUMMARY
MARCH 1, 2009 THROUGH MARCH 31, 2009

Computerized Research/PACER Charges/Corporate Service Fees	\$2,186.88
Courier Charges/Postage	\$252.34
Duplicating (billed at \$0.10 per page)	\$3.50
Meals/Committee Meeting Expenses	\$243.13
Travel – Airfare	\$2,141.40
Travel – Ground Transportation	\$1,053.57
Travel – Lodging	\$262.90
Travel – Train Fare	\$1,308.00
TOTAL	\$7,451.72

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

----- In re:)	Case No. 08-12606 (BLS)
)	
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VERASUN ENERGY CORPORATION,)	Chapter 11
<u>et al.</u> ,)	Jointly Administered
)	
)	
Debtors.)	
)	
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**NOTICE OF FIFTH MONTHLY FEE APPLICATION OF
AKIN GUMP STRAUSS HAUER & FELD LLP**

PLEASE TAKE NOTICE that the Official Committee of Unsecured Creditors (the “Committee”) of VeraSun Energy Corporation (“VeraSun”) and certain of its subsidiaries and affiliates (collectively, the “Debtors”), has today filed the attached Fifth Monthly Application of Akin Gump Strauss Hauer & Feld LLP, Co-Counsel for the Official Committee of Unsecured Creditors, for Interim Allowance of Compensation and for Reimbursement of Expenses for Services Rendered During the Period from March 1, 2009 through March 31, 2009 (the “Application”) with the United States Bankruptcy Court for the District of Delaware (the “Court”).

PLEASE TAKE FURTHER NOTICE that objections, if any, to the Application must be made in accordance with the Administrative Order Under Bankruptcy Code Sections 105(a) and 331 Establishing Procedures for Interim Compensation and Reimbursement of Professionals (the “Administrative Order”) entered December 2, 2008 [Docket No.263], and must be filed with the Clerk of the Court, and be served upon and received by: (i) VeraSun Energy Corporation, 110 N. Minnesota Ave., Suite 300, Sioux Falls, SD 57104 (Attn: Mark Dickey); (ii) Skadden,

Arps, Slate, Meagher & Flom LLP, 333 W. Wacker Drive, Suite 2100, Chicago, IL 60606 (Attn: Peter E. Krebs), counsel to the Debtors; (iii) Chadbourne & Park LLP, 1200 New Hampshire Avenue, NW, Washington, DC 20036 (Attn: Rohit Chaudhry) and Gray Plant Mooty, 810 S. 8th Street, 500 IDS CTR, Minneapolis, MN 55402 (Attn: Phillip Bohl and Adam Nathe) and Dougherty Funding, 45 S. 7th Street, Plaza VII Suite 3300, Minneapolis, MN 55402 (Attn: David Gale) and Pepper Hamilton, LLP, 1313 Market Street, Hercules Plaza Suite 5100, Wilmington, DE 19899 (Attn: Andrew Logan) and Oppenheimer Wolff & Donnelly, 45 S. 7th Street, 3300 Plaza VII, Minneapolis, MN 55402 (Attn: Steven W. Meyer) and Winston & Strawn LLP, 200 Park Avenue, New York, NY 10166 (Attn: John Kalyvas) counsel to the Prepetition Lenders; (iv) counsel to any proposed provider of debtor-in-possession financing; (v) Kelley Drye & Warren, LLP, 101 Park Avenue, New York, NY 10178 (Attn: David E. Retter and Jason R. Adams) counsel to the Indenture Trustee; (vi) Akin Gump Strauss Hauer & Feld LLP, One Bryant Park, New York, NY 10036 (Attn: Michael S. Stamer and David H. Botter) and Greenberg Taurig, LLP, 1007 N. Orange Street, Suite 1200, The Nemours Building, Wilmington, DE 19801 (Attn: Donald Detweiler and Dennis Meloro) co-counsel to the Official Committee of Unsecured Creditors; and (vii) the Office of the U.S. Trustee, 844 King Street, Suite 2207, Lockbox 35, Wilmington, DE 19801 (Attn: Mark Kenney), (collectively, the “Notice Parties”) so as to be received no later than **May 20, 2009 at 4:00 p.m. (ET)** (the “Objection Deadline”). Only those objections that are timely filed, served and received will be considered by the Court.

PLEASE TAKE FURTHER NOTICE that if an objection is timely filed, served and received and such objection is not otherwise resolved, or the Court determines that a hearing

should be held in respect of the Application, a hearing will be held at a time convenient to the Court.

PLEASE TAKE FURTHER NOTICE that in accordance with the Administrative Order, if no objection is timely filed, served and received by the Objection Deadline, the Debtors are authorized to pay Akin Gump Strauss Hauer & Feld LLP an amount equal to the lesser of (a) 80% of the fees and 100% of the expenses requested in the Application or (b) 80% of the fees and 100% of the expenses not subject to an objection without further notice or hearing.

Dated: Wilmington, Delaware
April 30, 2009

/s/ Dennis A. Meloro
Donald J. Detweiler (No. 3087)
Dennis A. Meloro (No. 4435)
GREENBERG TRAUIG, LLP
The Nemours Building
1007 North Orange Street, Suite 1200
Wilmington, DE 19801
(302) 661-7000 (Telephone)
(302) 661-7360 (Facsimile)

- and -

Michael S. Stamer (admitted *pro hac vice*)
David H. Botter (admitted *pro hac vice*)
AKIN GUMP STRAUSS HAUER & FELD LLP
One Bryant Park
New York, New York 10036
(212) 872-1000 (Telephone)
(212) 872-1002 (Facsimile)

Co-Counsel for the Official Committee of
Unsecured Creditors of VeraSun Energy Corporation, et
al.

EXHIBIT A

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:)	Case No. 08-12606 (BLS)
)	
)	
VERASUN ENERGY CORPORATION,)	Chapter 11
<u>et al.</u> ,)	Jointly Administered
)	
Debtors.)	
)	
)	

AFFIRMATION

MICHAEL S. STAMER respectfully states and affirms:

1. I am a member of the firm of Akin Gump Strauss Hauer & Feld LLP ("Akin Gump"), which firm maintains offices for the practice of law at One Bryant Park, New York, New York 10036. Akin Gump has acted as co-counsel to and has rendered professional services on behalf of the Official Committee of Unsecured Creditors (the "Committee") of VersaSun Energy Corporation and its affiliated debtors and debtors in possession (collectively, the "Debtors").

2. This affirmation is submitted pursuant to Bankruptcy Rule 2016(a) in support of Akin Gump's application for an interim allowance of \$331,526.50 of fees and \$7,451.72 for reimbursement of expenses for services rendered during the period from March 1, 2009 through and including March 31, 2009.

3. I have reviewed the requirements of Rule 2016-2 of the Local Rules of Bankruptcy Practice and Procedures of the United States Bankruptcy Court for the District of Delaware and submit that the Application substantially complies with such rule.

4. All services for which compensation is requested by Akin Gump were professional services performed for and on behalf of the Committee and not on behalf of any other person.

5. I have reviewed the foregoing Application and the facts set forth therein are true and correct to the best of my knowledge, information, and belief.

6. In accordance with 18 U.S.C. § 155, neither I nor any member or associate of my firm has entered into any agreement, express, or implied, with any other party in interest for the purpose of fixing the amount of any of the fees or other compensation to be allowed out of or paid from the Debtors' estates.

7. In accordance with section 504 of chapter 11 of title 11 of the United States Code (the "Bankruptcy Code"), no agreement or understanding exists between me, my firm, or any member or associate thereof, on the one hand, and any other person, on the other hand, for division of such compensation as my firm may receive for services rendered in connection with these cases, nor will any division of fees prohibited under section 504 of the Bankruptcy Code be made by me or any partner or associate of my firm.

/s/ Michael S. Stamer
MICHAEL S. STAMER

Dated: New York, New York
April 30, 2009

EXHIBIT B

AKIN GUMP STRAUSS HAUER & FELD LLP

Attorneys at Law

VERASUN ENERGY CORP. OFFICIAL COMMITTEE
ATTN: JAMES BONNALL
ALIXPARTNERS
200 TOWN CENTER
SUITE 2400
SOUTHFIELD, MI 48075

Invoice Number 1252121
Invoice Date 04/23/09
Client Number 687031
Matter Number 0001

Re: RESTRUCTURING

FOR PROFESSIONAL SERVICES RENDERED THROUGH 03/31/09 :

MATTER SUMMARY OF TIME BILLED BY TASK :

		<u>HOURS</u>	<u>VALUE</u>
0002	General Case Administration	45.50	\$17,805.00
0003	Akin Gump Fee Application/Monthly Billing Reports	30.20	\$12,364.50
0004	Analysis of Other Professional Fee Applications/Reports	2.30	\$1,288.00
0006	Retention of Professionals	1.30	\$754.50
0007	Creditors Committee Meeting	12.70	\$8,329.50
0008	Court Hearings	16.80	\$10,017.00
0010	DIP, Cash Collateral Usage and Exit Financing	0.40	\$370.00
0011	Executory Contracts/License Agreements	14.80	\$6,337.00
0012	General Claims Analysis/Claims Objections	2.20	\$1,150.00
0013	Analysis of Pre-Petition Transactions	76.80	\$42,500.50
0015	Analysis of Secured Claims/Adequate Protection Issues	5.40	\$3,271.00
0016	Lift Stay Litigation	7.40	\$2,969.00
0017	General Adversary Proceedings	54.50	\$27,922.50
0020	Real Estate Issues/Leases	4.80	\$3,201.00
0021	Exclusivity	0.90	\$636.50
0024	Asset/Stock Transaction/Business Liquidations	288.50	\$185,313.00
0025	Travel	8.60	\$6,678.00
0030	Committee Website/Information Agent Retention	1.40	\$619.50
	TOTAL	574.50	\$331,526.50

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
03/02/09	DHB	0002 O/c with MS and AF re: pending matters (.5).	0.50
03/02/09	AF	0002 Review and comment on revised insurance order (.2); o/c with D. Botter re: pending matters (.5).	0.70
03/02/09	RLB	0002 Review docket.	0.20
03/03/09	AF	0002 emails re: 341 meeting.	0.10
03/03/09	DK	0002 Review case docket (.4); Update pleadings chart (1.1); Update calendar (.7); Pull pleadings for attorneys (.4).	2.60
03/03/09	RLB	0002 Pulled pleadings for A. Freeman (.4)	0.40
03/04/09	AF	0002 Correspondence re: CIT expense reimbursement (.2); emails re: corn issues (.2).	0.40
03/04/09	DK	0002 Review case docket (.3); Prepare set of current pleadings for A. Freeman (.2); Confer with R. Tennenbaum re current case dates (.2).	0.70
03/04/09	RJT	0002 Update case management documents (1.1).	1.10
03/04/09	RJT	0002 Review CNO for Committee reimbursement.	0.50
03/05/09	AF	0002 Emails re: 341 meeting.	0.10
03/05/09	SJR	0002 Attend professionals call (.3); telephone conference with T. Kruml re corn procurement (.8).	1.10
03/05/09	DK	0002 Review case docket (.3); Pull pleadings for attorneys (.2); Prepare set of current pleadings for A. Freeman (.6).	1.10
03/06/09	DK	0002 Review case docket (.3); Prepare and update pleadings chart (.6); Update calendar (.5).	1.40
03/06/09	RLB	0002 Pulled pleadings from the docket for A. Freeman (.4)	0.40
03/06/09	RJT	0002 Update case management documents.	0.50
03/09/09	AF	0002 O/c with M. Stamer re: pending matters.	0.20
03/09/09	DK	0002 Review case docket (.3); Pull pleadings for attorneys (.3).	0.60
03/10/09	AF	0002 Conf call with debtors and pros re: pending matters (.2); confer with D. Botter re: same (.2).	0.40
03/10/09	DK	0002 Review case docket (.3); Pull pleadings for attorneys (.3); Pull cases (.2); Prepare set of current pleadings for A. Freeman (.6).	1.40
03/10/09	RLB	0002 Pulled pleadings for A. Freeman (.5)	0.50
03/11/09	SJR	0002 Attend to case administration issues.	0.40
03/11/09	DK	0002 Review case docket (.3); Pull pleadings for attorneys (.3); Prepare set of daily pleadings for A. Freeman (.5); Pull cases for attorneys (.3).	1.40
03/13/09	MSS	0002 Attention to adding Brigade as ex officio member.	0.70
03/13/09	DHB	0002 Extended telephone calls with Committee members re: process and Brigade participation (1.0); tc with A. Freeman re: same (.2).	1.20
03/13/09	AF	0002 Various correspondence re: new ex officio member (.5); tc with D. Botter re: same (.2).	0.70
03/13/09	RLB	0002 Pulled pleadings from the docket for A. Freeman (.5)	0.50
03/16/09	DK	0002 Review case docket (.3); Pull pleadings for attorneys (.3); Update pleadings chart (1.2); Update calendar (.8); Prepare set of current pleadings for A. Freeman (.5); Update email distribution list (.3).	3.40
03/16/09	RJT	0002 Update case management documents.	0.40
03/17/09	AF	0002 O/c with S. Rochester re: pending matters.	0.60
03/17/09	SJR	0002 Participate on professionals' call (.2); office conference with A. Freeman re case administration issues (.6).	0.80
03/17/09	DK	0002 Review case docket (.3); Pull pleadings for attorneys (.5); Confer with R. Tennenbaum re ecf notifications (.1); Research the above (.3); Confer with E. Thomas re above (.1); Update ecf notifications lists (.2).	1.50
03/19/09	MSS	0002 T/c's and Emails w/Akin team and comm members re various issues.	0.80
03/19/09	AF	0002 Conf calls with Debtors and pros re: pending matters (.2); o/c with M. Stamer re: committee issues (.2).	0.40
03/19/09	DK	0002 Pull pleadings for attorneys.	0.40
03/20/09	DK	0002 Review case docket (.3); Prepare set of current pleadings for A. Freeman (.3).	0.60

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
03/23/09	MSS	0002 T/c's and emails w/various parties re various issues.	0.40
03/23/09	RLB	0002 Pulled pleadings for A. Freeman (.2)	0.20
03/24/09	MSS	0002 T/c w/bh re status.	0.30
03/24/09	AF	0002 Review and comment on CNOs (.2); pros call (.5); precall with HL re: same (.3).	1.00
03/24/09	DK	0002 Review case docket (.3); Pull pleadings for attorneys (.2); Prepare set of current pleadings for A. Freeman (.3).	0.80
03/25/09	DHB	0002 Review pending motion summary (.3); office conference AF re: same and proceeds issues (.2); conference call re: same (.6).	1.10
03/25/09	AF	0002 Review and analyze bar date motion (.8); discuss same with D. Botter (.2); calls with Skadden re: same (.1).	1.10
03/26/09	AF	0002 Conf. call with Debtors and pros re: pending matters (.4); review and revise bar date summary (1.3).	1.70
03/26/09	DK	0002 Review case docket (.4); Pull pleadings for attorneys (.3); Confer with R. Tennenbaum re updates to pleadings chart and calendar (.2); Update pleadings chart (.8); Update calendar (.9).	2.60
03/26/09	RJT	0002 Review bar date motion and prepare summary (2.3).	2.30
03/27/09	SJR	0002 Attend to various case administrative matters.	0.40
03/27/09	DK	0002 Review case docket (.3); Pull pleadings for attorneys (.2); Prepare set of daily pleadings for A. Freeman (.2).	0.70
03/30/09	DHB	0002 Review Agenda Letter (.2); office conference A. Freeman re: status of open issues (.3); email correspondence with Skadden re: same (.1) (.1); office conference with MS re: same (.1).	0.80
03/30/09	AF	0002 Revise bar date summary (.2); o/c with D. Botter re: pending matters (.3).	0.50
03/30/09	SJR	0002 Review docket.	0.40
03/30/09	DK	0002 Review case docket (.3); Pull pleadings for attorneys (.5); Prepare set of daily pleadings for A. Freeman (.5).	1.30
03/31/09	AF	0002 Conf. call with Debtors and pros re: pending matters (.2); review docket filings (.1).	0.30
03/31/09	DK	0002 Review case docket (.3); Pull pleadings for attorneys (.3); Prepare set of current pleadings for A. Freeman (.3).	0.90
03/02/09	MSS	0003 Reviewing fee app.	0.50
03/02/09	AF	0003 Attention to fee app.	0.30
03/02/09	RJT	0003 Prepare AG fee application.	0.50
03/03/09	MSS	0003 Finalizing fee app and conf w/RT re same.	0.50
03/03/09	RLB	0003 Attention to AG monthly fee application.	0.30
03/05/09	AF	0003 Emails re: interim fee app.	0.10
03/09/09	PJS	0003 Review and prepare documents re interim fee request.	2.90
03/10/09	AF	0003 Attention to interim fee app.	0.40
03/12/09	DHB	0003 Review and revise interim fee application (.6); office conference AF re: same (.1)	0.70
03/12/09	AF	0003 Finalize fee app.	0.50
03/12/09	RJT	0003 Prepare interim fee application.	1.50
03/16/09	AF	0003 Prepare monthly fee app.	1.90
03/19/09	RJT	0003 Prepare AG fee application.	2.50
03/20/09	RJT	0003 Prepare AG fee application.	2.10
03/23/09	AF	0003 Prepare monthly fee statement.	0.80
03/24/09	AF	0003 Prepare monthly fee app.	0.60
03/24/09	RJT	0003 Prepare AG fee application.	0.70
03/25/09	PJS	0003 Review and prepare documents re fee application.	3.10
03/25/09	AF	0003 Prepare monthly fee statement.	0.50
03/26/09	PJS	0003 Review and prepare documents re fee application.	0.90
03/26/09	AF	0003 Prepare monthly fee app.	0.50
03/26/09	SJR	0003 Revise monthly fee statement.	0.60
03/26/09	RJT	0003 Prepare AG fee application (2.1).	2.10
03/27/09	AF	0003 Emails re: fee app.	0.10

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
03/27/09	SJR	0003 Revise Akin monthly fee statement (.5).	0.50
03/28/09	DHB	0003 Review and revise 4th monthly fee application (1.0).	1.00
03/30/09	AF	0003 Finalize monthly fee app.	0.40
03/30/09	RJT	0003 Prepare AG fee application (3.7).	3.70
03/05/09	AF	0004 Emails re: ordinary course professionals.	0.10
03/13/09	AF	0004 Correspondence re: HL fee app.	0.20
03/13/09	SJR	0004 Review HLHZ fee app.	0.60
03/27/09	AF	0004 Emails re: HLHZ fee app.	0.20
03/27/09	SJR	0004 Review Houlihan monthly statement (.8).	0.80
03/31/09	SJR	0004 Attend to issues re GCG bill.	0.40
03/15/09	DHB	0006 Review Latham bill and email re: same.	0.10
03/16/09	AF	0006 Review and revise supp disclosure (.3); emails re: same (.2).	0.50
03/16/09	SJR	0006 Prepare ADM disclosure.	0.30
03/17/09	AF	0006 Finalize ADM disclosure (.2); correspondence re: same (.2).	0.40
03/10/09	AF	0007 Correspondence re: committee call.	0.30
03/12/09	MSS	0007 Reviewing materials in prep for comm call (.8); Conf's w/Akin team re same (.4); Participating in pre call w/pros (.2); Participating in comm call and follow up (.7).	2.10
03/12/09	DHB	0007 Telephone calls with Committee members in preparation for call (.2) (.2); office conferences with MS and AF re: same (.2) (.1); prepare for (.4) and attend call (1.3).	2.40
03/12/09	SBK	0007 Attend professionals pre-call (.30) and conference call w/committee (1.20) re review expressions of interest and auction preparation.	1.50
03/12/09	AF	0007 Comm call and related follow up (1.3); precall re: same (.3).	1.60
03/12/09	ASM	0007 Conference call with creditors' committee (1.3).	1.30
03/12/09	SJR	0007 Participate on Committee call and pre-call and attend to follow-up re same.	0.90
03/12/09	RLB	0007 Organized documents re committee conference call.	0.30
03/12/09	RJT	0007 Attend committee call.	1.00
03/12/09	KL	0007 Participate in conf. call with client re: status of auction and LOIs (.70).	0.70
03/16/09	AF	0007 Conf call with committee.	0.30
03/16/09	RJT	0007 Attend Verasun call.	0.30
03/04/09	DHB	0008 Begin preparation for hearing (.4) (.2).	0.60
03/04/09	AF	0008 Prepare for hearing.	0.80
03/04/09	DK	0008 Prepare hearing notebook of upcoming hearing (1.7); Prepare index therefore (.5); Confer with R. Tennenbaum re above (.2).	2.40
03/04/09	RJT	0008 Prepare for hearing (.6).	0.60
03/05/09	DHB	0008 Work with A. Freeman re: hearing preparation (.5); follow-up re: same (.3).	0.80
03/05/09	AF	0008 Prepare for and attend hearing (2.5); follow up re: same (.8); prepare update re: same (.5).	3.80
03/09/09	DHB	0008 Prepare for and attend telephonic hearing (.3) (.3).	0.60
03/09/09	AF	0008 Calls with Chambers re: telephonic conf. (.2); telephonic conf. with Chambers, Debtors and Reed Smith re: lien challenges and follow up re: same (.9); prepare for same (.3).	1.40
03/18/09	DHB	0008 Prepare for sale hearing, including review of objections (1.0); attend sale hearing (3.0).	4.00
03/18/09	AF	0008 Review and comment on docs for hearing (.8); emails re: same (.2).	1.00
03/27/09	AF	0008 Emails re: upcoming hearings.	0.20
03/30/09	AF	0008 Discussions with D. Botter re: upcoming hearings.	0.60
03/02/09	MSS	0010 T/c's w/HLHZ re coll issues.	0.40
02/28/09	DHB	0011 E-mail communications regarding CIT rail cars (.2); work regarding same (.1).	0.30
03/02/09	AF	0011 Review and analyze motion re: CIT railcar leases.	0.40
03/02/09	RJT	0011 Review and summarize CIT Rail lease modification.	1.50
03/03/09	DHB	0011 Review and revise memo re: CIT deal (.3); office conference with AF re: changes thereto (.1).	0.40

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
03/03/09	AF	0011 Review and revise summary re: CIT motion.	0.40
03/03/09	DK	0011 Update rejection notice chart (.4).	0.40
03/05/09	SJR	0011 Review proposed HR agreement with Haas.	1.40
03/06/09	SJR	0011 Attend to issues re Haas claim (.9); attend to issues re cure amounts (.7).	1.60
03/06/09	DK	0011 Prepare cure objections chart (.4).	0.40
03/06/09	RJT	0011 Research re cure objections.	1.50
03/09/09	RJT	0011 Review and summarize cure objections (2.9).	2.90
03/10/09	RJT	0011 Update cure objection list.	1.50
03/11/09	SJR	0011 Telephone conference with HLHZ re Haas claim.	0.30
03/17/09	AF	0011 Review cure objections.	0.70
03/17/09	SJR	0011 Telephone conference with R. Tenenebaum re Union Task.	0.20
03/24/09	SJR	0011 Review Exxon letter agreement.	0.30
03/24/09	RJT	0011 Call with L. Diaz re Union Tank and Platte Valley.	0.50
03/26/09	AF	0011 Tc with J. Newman re: railcar leases.	0.10
03/03/09	RJT	0012 Review setoff claims (.5); discuss with L. Diaz (.3).	0.80
03/07/09	AF	0012 Various correspondence with D. Botter and S. Rochester re: 503(b)(9) claims.	0.40
03/09/09	AF	0012 Review revised 503(b)(9) letter.	0.20
03/24/09	AF	0012 Discuss setoff issues with S. Rochester (.2); Review Exxon letter re: same (.2).	0.40
03/28/09	DHB	0012 Review and revise memo re: Bar Date (.4).	0.40
02/10/09	SJR	0013 Attend to issues re lien analysis.	2.30
03/01/09	EFC	0013 Review revised taxpayer memo (0.9); prepare riders and markup and prepare additional text (4.8); emails to M. Wendlandt regarding changes (0.2).	5.90
03/01/09	MHW	0013 Email communication with C Cowell regarding memo.	0.10
03/02/09	EFC	0013 Review and mark up revised memo (0.8); telephone conference with M. Wendlandt (0.2); check statute (0.5); review emails to S. Rochester (0.4); review and analyze J. Ginsberg email regarding future filing (0.6).	2.50
03/02/09	AF	0013 O/c with D. Botter re: lien challenges (.2); review and analyze memo re: same (.6); review and analyze memo re: Marion liens (.6).	1.40
03/02/09	GJP	0013 Draft Bio Marion executive summary and review Bio Marion mortgages in connection thereto (4.2)	4.20
03/02/09	SJR	0013 Attend to lien issues.	1.60
03/02/09	MHW	0013 Input C Cowell's comments and make revisions (3.6). Discuss changes with C Cowell (.1). Email memo to S Rochester and A Freeman (.1).	3.80
03/03/09	DHB	0013 Office conferences with A. Freeman re: lien review issues (.3).	0.30
03/03/09	EFC	0013 Conferences with G. Procaccini regarding execution summary of Marion issues (0.4); conference and telephone conference with A. Freeman, S. Rochester, J. Ginsberg, G. Procaccini regarding status regarding lien avoidance actions (0.8).	1.20
03/03/09	JG	0013 Conference calls re Marion (1.1); research re potential defects (2.5).	3.60
03/03/09	AF	0013 O/c with D. Botter re: lien challenges (.3); tc with E. Schaffer re: same (.2); conf call with Akin team re: same (1.1); discuss same with S. Rochester (.2).	1.80
03/03/09	GJP	0013 Draft Bio Marion executive summary (2.4); Participate in conference call in connection thereto (1.1).	3.50
03/03/09	SJR	0013 Attend to issues re lien analysis.	1.90
03/04/09	JG	0013 Further conferences (.4); researched Marion defects/survey issues (3.3).	3.70
03/04/09	AF	0013 Tc with J. Ginsberg and S. Rochester re: lien analysis (.4); emails re: same (.3).	0.70
03/04/09	GJP	0013 Research re: lien analysis.	2.40
03/04/09	SJR	0013 Attend to issues re lien analysis (.8). Conf call w/A. Freeman and J. Ginsberg re: same (.8).	1.20
03/05/09	AF	0013 Various correspondence re: lien analysis (.2); prepare update re: same (.5).	0.70
03/05/09	GJP	0013 Review of survey and mortgages in connection with US Bio Marion	0.10

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
		review (0.1)	
03/05/09	SJR	0013 Attend to issues re lien analysis.	0.70
03/06/09	DHB	0013 Telephone calls E. Schaeffer re: lien review (.1) (.2); emails and telephone calls with A. Freeman re: same (.2).	0.50
03/07/09	AF	0013 Emails re: lien challenges (.2); tc with D. Botter re: same (.2).	0.40
03/09/09	DHB	0013 Conference call re: Trustees liens and follow-up with Skadden, AF (.5); office conference with MS and AF re: same (.2); emails re: same (.1).	0.80
03/09/09	AF	0013 Conf. call with D. Botter, P. Nash and E. Schaffer re: lien challenges (.2); discussions with D. Botter re: same (.2); email correspondence re: standing (.4); review and revise extension stip (.2).	1.00
03/09/09	SJR	0013 Draft stipulation re extension.	0.30
03/09/09	RLB	0013 Coordinated research re lien analysis.	0.50
03/09/09	RJT	0013 Research re sua sponte extensions of lien extension deadlines.	1.10
03/10/09	DHB	0013 Office conferences AF re: status and communications re: standing issue (.4); review and revise memo to Committee re: same (.3); office conference with AF re: same (.1).	0.80
03/10/09	AF	0013 Prepare update re: lien analysis (.4); confer with A. Qureshi re: same (.4); discussions with D. Botter re: same (.5).	1.30
03/11/09	GJP	0013 Research re: Wells Fargo's interests other than its interest as trustee.	2.20
03/12/09	DHB	0013 Review lien stipulation (.1); review letter re: standing (.2).	0.30
03/12/09	AF	0013 Prepare stip re: extension re: same.	0.30
03/12/09	SJR	0013 Attend to issues re lien analysis.	1.00
03/13/09	SJR	0013 Attend to issues re lien analysis.	1.50
03/16/09	AF	0013 Tc with S. Rochester and E. Schaffer re: lien challenge.	0.20
03/16/09	SJR	0013 Attend to issues re lien analysis.	0.90
03/17/09	SJR	0013 Attend to issues re lien analysis.	0.30
03/18/09	GJP	0013 Research re: lien analysis.	0.70
03/18/09	MHW	0013 Research re: lien analysis.	0.50
03/23/09	DHB	0013 Office conferences with A. Freeman re: lien analysis (.2) (.1); email to Schaefer re: extension (.2); telephone call with local counsel re: same (.1)	0.60
03/23/09	AF	0013 Various correspondence re: lien analysis (.3); discussions with D. Botter re: same (.3); research re: same (.6); conf. call with HL and Akin team re: same (1.4).	2.60
03/23/09	RNM	0013 Conf call with Akin team and HL re: lien analysis (1.4). Research definition of fixtures under Minnesota law (4.1).	5.50
03/23/09	GJP	0013 Review draft complaint (.4); review Welcome mortgage and prepare for Welcome fixtures call (.9).	1.30
03/23/09	SJR	0013 Attend to issues re lien analysis.	0.80
03/24/09	DHB	0013 Continuing discussions with AF re: lien review and Wells issues (1.0); telephone call with P. Nash re: same (.1); emails re: same (.2).	1.30
03/24/09	AF	0013 Tc with N. Court re: lien analysis (.2); discussions with D. Botter re: lien analysis/recoveries (1.0); analysis re: same (1.3).	2.50
03/24/09	SJR	0013 Review fixture analysis.	0.30
03/25/09	AF	0013 Conf call with Debtors and pros re: lien analysis (.7); tc with N. Court re: same (.4).	1.10
03/25/09	RJT	0013 Prepare stipulation to extend lien challenge period.	1.10
03/26/09	AF	0013 Various correspondence re: lien ext. stip.	0.30
03/27/09	AF	0013 Emails re: lien challenge stip.	0.30
03/30/09	AF	0013 Tc with N. Court re: welcome lien analysis (.4); analysis re: same (.3).	0.70
03/30/09	SJR	0013 Prepare stipulation re investigation period extension for filing.	0.20
03/06/09	SJR	0015 Review WF adequate protection issue.	1.30
03/18/09	SJR	0015 Attend to issues re UBS adequate protection.	1.00
03/19/09	CMG	0015 Review VeraSun Indenture on redemption issues (1.0); phone conference with Ms. Freeman and Mr. Rochester thereon (.3).	1.30
03/19/09	AF	0015 Review and analyze indentures (.8); o/c with S. Rochester and C. Gores re: same (.3); emails re: same (.3).	1.40

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
03/19/09	SJR	0015 Attend to indenture issues.	0.40
03/16/09	SJR	0016 Review summary re stay relief motion.	0.30
03/16/09	RJT	0016 Review and summarize Platte Valley lift stay motion.	1.70
03/23/09	AF	0016 Review and analyze Platte Valley motion and related docs (.9); review and revise summary re: same (.4).	1.30
03/23/09	RJT	0016 Call with L. Diaz re Platte Valley lift stay (.3); update Platte Valley summary (.8).	1.10
03/24/09	AF	0016 Review and revise Platte Valley summary.	0.30
03/25/09	AF	0016 Various emails re: Platte Valley motion.	0.20
03/30/09	RJT	0016 Review and summarize North Dakota commission lift stay request.	2.20
03/31/09	AF	0016 Review North Dakota lift stay motion (.2); discuss same with R. Tennenbaum (.1).	0.30
03/05/09	AF	0017 Review and comment on AgStar stip.	0.20
03/10/09	RLG	0017 Research avoidance cause of action for failure to perfect (0.7); call with A. Freeman and G. Proccacini re background of the case (0.6); Review background info on case including Exec. Summary of Lien Analysis, sample motions for standing and adversary complaints, the First Day Declaration (2.7).	4.00
03/10/09	AF	0017 Confer with A. Qureshi re: lien challenge adv. pro (.2); discuss same with R. Gerstein (.6); emails re: same (.2); tc with K. Giltenan re: same (.1).	1.10
03/11/09	RLG	0017 Call with Shaya Rochester re compl. for decl. judgment and background info (0.7); review docs including sample complaint (0.3).	1.00
03/11/09	AF	0017 Confer with A. Qureshi and S. Rochester re: lien challenge adv pro (.5). Various correspondence with Akin team re: lien challenge adv pro (.3). Various correspondence re: derivative standing for lien challenges (.3).	1.10
03/11/09	SJR	0017 Discuss adv pro with R. Gerstein (.7); attention to same (.6); confer with A. Qureshi and A. Freeman re: same (.5).	1.80
03/11/09	RJT	0017 Research re standing challenge prepetition liens (1.5); prepare standing motion (3.5).	5.00
03/12/09	RLG	0017 Review documents sent by FR team including sample decl. judg. complaint, personal property lien review by Procaccini (2.2); call with G. Procaccini re lien analysis (.3); legal research for how courts handle like situations, eg., no security agreement (2.0).	4.70
03/12/09	AF	0017 Prepare letter re: request for standing to pursue lien challenges.	0.70
03/12/09	GJP	0017 Discuss lien analysis with R. Gerstein re: adv. pro.	0.30
03/12/09	RJT	0017 Prepare standing motion for lien challenge.	3.10
03/13/09	RLG	0017 Call with A. Freeman re next steps (0.4); research like cases where no signed security agreement (0.6).	1.00
03/13/09	AF	0017 Tc with R. Gerson re: lien challenge adv. pro (.4); emails re: same (.2).	0.60
03/13/09	SJR	0017 Review and revise standing papers.	1.80
03/13/09	RJT	0017 Prepare standing motion.	3.10
03/15/09	RLG	0017 Discuss with team issues re: complaint (0.3); Research re: same (1.0).	1.40
03/16/09	RLG	0017 Draft/circulate email summarizing relevant cases re: complaint (0.8); continue research re: same (3.2); call with S. Rochester re research and standing motion (0.3); call with G. Procaccini re research (0.3); start drafting complaint (1.9).	6.50
03/16/09	AF	0017 Analysis re: standing re: lien challenges (1.4); various correspondence with Akin team re: same (.4).	1.80
03/16/09	GJP	0017 Research and respond to S. Rochester questions re: complaint, unsecured notes and Marion credit facility (.9); tc with R. Gerstein re: complaint (.3).	1.20
03/16/09	SJR	0017 Continue to revise standing papers (3.9); tc with R. Gerstein re: standing (.3).	4.20
03/16/09	DK	0017 Confer with R. Gerstein re research re prospective filing (.2); Pull pleadings for attorney (.6); Research debtors and creditors info (1.3).	2.10
03/17/09	RLG	0017 Review current draft of Standing Motion (0.5); continue to draft	4.80

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
		Complaint and discuss same with team (4.3).	
03/17/09	AF	0017 Various correspondence re: standing.	0.30
03/19/09	RLG	0017 Finalize adversary complaint and circulate to team (0.9).	0.90
03/20/09	AF	0017 Various correspondence with pros re: lien challenge adv pro.	0.40
03/23/09	EFC	0017 Review complaint regarding lien issues.	0.30
03/24/09	SJR	0017 Telephone conferences with Skaaden re Union Tank discovery.	0.40
03/26/09	GJP	0017 Draft comments to complaint re: indenture	0.70
02/26/09	CMG	0020 Telephone call with Mr. Ginsberg on foreclosing liens on fixtures.	0.60
03/05/09	JG	0020 Conferences with title company. re Marion.	1.10
03/06/09	JG	0020 Further review re potential defects.	1.90
03/09/09	JG	0020 Conferences with title company. and surveyor re Charles and Marion.	1.20
03/04/09	DHB	0021 Office conferences A. Freeman re: exclusivity (.2); emails re: same and review of order (.2) (.1).	0.50
03/04/09	AF	0021 Confer with D. Botter re: exclusivity order (.2); review and comment on same (.2).	0.40
03/02/09	MSS	0024 Conf call w/D. Botter and P. Nash re M&A issues and follow up (.5). Reviewing relevant docs (2.5).	3.00
03/02/09	DHB	0024 Telephone call with Nash, Perlman and Stamer re: sales process (1.0); begin review of bids received (.8).	1.80
03/02/09	AF	0024 Correspondence re: LOIS.	0.20
03/03/09	MSS	0024 Conf's w/Akin team re sale issues (.3). T/c's w/parties re sale issues (.3).	0.60
03/03/09	DHB	0024 Office conferences with A. Freeman re: status and sales efforts (.2) (.2); call with Company re: same (.3); follow-up with P. Nash (.2); follow-up with MS (.2); review information re: collateral (.2).	1.30
03/03/09	AF	0024 Tc with A. Morrow re: sale process (.1); discuss same with D. Botter (.4).	0.50
03/03/09	KL	0024 Begin review of expressions of interest (.4); num. corresp. S. Kuhn re: same (.2).	0.60
03/04/09	MSS	0024 T/c's, Emails and conf's w/Akin team re M & A issues.	0.30
03/04/09	SBK	0024 Emails to/from Labritz re expressions of interest from competing bidders.	0.20
03/04/09	AF	0024 Tc with Houlihan re: sale process (.4); emails with Kroml re: same (.2).	0.60
03/04/09	KL	0024 Cont. review of expressions of interest (.80); draft corresp. to S. Kuhn re: same and distrib.(.40).	1.20
03/05/09	DHB	0024 Email communications re: bid status (.2); office conference with A. Freeman re: same (.4).	0.60
03/05/09	SBK	0024 Emails to/from Freeman and Labritz re proposed amendment to Valero APA.	0.30
03/05/09	AF	0024 Review and analyze APA amendment (.8); and transaction services incentive program (.3); various correspondence with D. Botter, P. Nash, S. Kuhn and K. Labritz re: same (.9); tc with Kruml, Trotter, HL and S. Rochester re: sale process and corn issues (1.1); follow up re: same (.3); discuss same and lien issues with D. Botter (.4); emails re: LOIs (.2).	4.00
03/05/09	SJR	0024 Telephone conferences with HLHZ & Kruml re sale process.	1.80
03/05/09	KL	0024 Review of Valero incentive plan letter (.30); num. corresp. w/ S. Kuhn and A. Freeman re: same (.30)	0.60
03/06/09	MSS	0024 T/c's, Emails and confs w/Akin team re M&A process.	0.40
03/06/09	DHB	0024 Email communications with Committee members re: status and sales process (.2) (.2); office conference with M. Stamer re: same (.1).	0.50
03/06/09	KL	0024 Num. corresp. S. Kuhn and A. Freeman re: Valero incentive plan and amendment to APA (.20).	0.20
03/07/09	DHB	0024 Email communications re: sales issues (.3); review bid letter (.3).	0.60
03/07/09	AF	0024 Emails re: auction.	0.30
03/09/09	DHB	0024 Conference call with Debtors re: sales process and follow-up with AF and HLHZ (.6); work re: same (.5); office conferences with S. Kuhn and AF re: same (.3) (.1).	1.50
03/09/09	SBK	0024 Emails to/from Botter re amendment to Valero APA and retention	0.20

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
03/09/09	AF	0024 arrangement. O/c with K. Labritz and M. Burg re: APA amendment (.6); conf call with debtors and pros re: LOIs and related follow up (.8); review sale objections (.2).	1.60
03/09/09	RJT	0024 Review and summarize sale objections.	1.30
03/09/09	KL	0024 Review of amendment to APA (.4); conf. A. Freeman and M. Berg re same (.6); num. corresp w/ A. Freeman and S. Kuhn re: same (.20)	1.20
03/10/09	MSS	0024 T/c's and emails w/Akin team re various auction issues (.5). Reviewing relevant docs (1.0).	1.50
03/10/09	DHB	0024 Work re: sales issues (.4); office conference with MS re: same (.1); review Wells Fargo requests (.2); emails re: same (.1).	0.80
03/10/09	SBK	0024 Emails to/from Freeman and Labritz re Valero amendment (.20); Review same and term sheet re retention arrangement (.50); TC w/Freeman and Labritz re same (.80); Emails to/from Freeman re proposed revision of APA amendment (.20); Email Swisher and Hewitt re HSR issues and analysis (.10).	1.80
03/10/09	AF	0024 Tc with F. Perlman re: APA amendment (.3); conf call with S. Kuhn and K. Labritz re: same (.8); review revised amendment (.2) and related correspondence (.1); tc with K. Labritz re: same (.2); tc with M. Burg re: same (.2); tc with P. Nash re: sale process (.3); emails re: same (.2); tc with A. Morrow re: same (.3); analysis re: same (.9).	3.50
03/10/09	RJT	0024 Update sale objection chart (.7); prepare supplemental declaration (.8).	1.50
03/10/09	KL	0024 Num. corresp. and conf. S. Kuhn and A. Freeman re: amendment to APA (.50); discuss LOI with S. Kuhn and A. Freeman (.20).	0.70
03/11/09	MJV	0024 Conference with A. Freeman re allocation issues re 363 sale proceeds. (0.2) Review of loan documents re same (0.9).	1.10
03/11/09	DHB	0024 Review HLHZ draft summary of bidding process and emails re: same (.9); email re: same (.1).	1.00
03/11/09	AF	0024 Review and comment on presentation re: asset sale (.4); various correspondence re: sale/HSR issues (.2); review LOIs (.4); tc with P. Nash re: sale (.2); tc with F. Perlman re: same (.2); tc with M. Volow re: recovery analysis (.2); tc with HL re: same (.7); analysis re: sale (4.9).	7.20
03/11/09	SJR	0024 Review HLHZ presentation re sales process.	0.20
03/11/09	KL	0024 Review corresp. re: poss. HSR issues (.10); num. corresp. w/ S. Kuhn and A. Freeman re: review of all LOIs (.20).	0.30
03/12/09	MJV	0024 Conference with D. Botter, S. Kuhn and A. Freeman re allocation issues re 363 sale proceeds.	0.60
03/12/09	DHB	0024 Conference call with Debtors re: auction status and follow-up with team re: same (1.3); office conference with M. Stamer re: same and process (.1); work related to auction (.6).	2.00
03/12/09	SBK	0024 Discussion w/Freeman re auction preparation (.20); TC w/Akin team, HL, Skadden and Rothschild re update on bids and auction process (.70); Mtg/TC w/Botter, Freeman and Volow re allocation issue (.50); TC w/Martell and Labritz re organize team to review definitive bids (.30); Emails to/from Muldrow re team expansion re m&a process (.20); Discuss same w/Deutsch (.30); Emails to/from Martell, Labritz and Deutsch re background information on bids and process (.40); Emails to/from Freeman and Akin team re HSR review (.30).	2.90
03/12/09	AF	0024 Conf call with Debtors and pros re: auction logistics (.8); conf call with Akin team re: same (.5); follow up re: same (.7); analysis re: same (2.7).	4.70
03/12/09	RED	0024 Review and comment on bid comparison chart (.4) and review of related background materials in preparation for bids (.9).	1.30
03/12/09	ASM	0024 Emails with S. Kuhn (.3); call with S. Kuhn and K. Labritz (.3); preparing form of chart for analysis of bids (3.1).	3.70
03/12/09	KL	0024 Review of LOIs received and HL Summary of LOIs (.70); conf. S. Kuhn and A. Martell in prep. for conf. call w/ client and review of bids received on deadline date (.30); review of A. Martell chart for reporting	1.30

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
		of bid terms (.30).	
03/13/09	MSS	0024 T/c's and emails w/Akin team re auction issues (.8). Reviewing relevant docs (2.5).	3.30
03/13/09	DHB	0024 Email communications re: sale issues (.2); telephone call with A. Freeman re: same (.1); work re: bids and begin review of same (2.0); email communications re: same (.3) (.2); telephone calls M. Schein re: status (.1).	2.90
03/13/09	SBK	0024 Discussions w/Martell, Labritz and Deutsch re review of overbids (.50); Several emails to/from Akin team re bid review and auction preparation (1.20).	1.70
03/13/09	AF	0024 Analysis re: bids.	4.30
03/13/09	RED	0024 Review order and bid procedure memo, exhibits and other background materials (including Valero Stalking Horse APA) (3.3 hrs.); review and divide various emails with bid packages (0.8 hr); comparison of new bids and summarize bids into chart (3.7 hrs).	7.80
03/13/09	ASM	0024 Reviewing and analyzing bids.	5.50
03/13/09	RJT	0024 Prepare for auction.	1.20
03/13/09	KL	0024 Num. confs and corresp. w/ S. Kuhn, A. Martell and R. Deutsch re: review of competing bids [.50]; begin review of bid [2.2].	2.70
03/13/09	BWC	0024 Assembling bid documents and distributing them to the working group.	10.50
03/14/09	DHB	0024 Continue review of bids (2.5); work re: same (.7); conference call with debtors re: same and follow up call with AG team and HLHZ team (1.4).	4.60
03/14/09	SBK	0024 Emails to/from Akin m&a team re issues/process re reviewing numerous overbids (.30); Attend conference call w/Debtor and Committee professionals re further discussion of auction process and bid issues (.90); Follow up conversations w/Akin and HL (.40); TCs w/Deutsch (.20) and Labritz (.30) re various bid issues.	2.10
03/14/09	AF	0024 Analysis of bids (.8); tc with Debtors and pros re: same (1.0); follow up call with Akin team re: same (.4).	2.20
03/14/09	RED	0024 Conference call with Skadden (1.0 hr); Internal conference call (0.4 hr); summarize bid terms into comparison chart and comparison to Skadden summary (9.5 hrs).	10.90
03/14/09	ASM	0024 Reviewing and analyzing bids received (13.3); call with Skadden and Akin team (1.0); call with Houlihan Lokey and Akin team (.4); call with S. Kuhn, K. Labritz and R. Deutsch (.3).	15.00
03/14/09	MB	0024 Emails to/from Akin m&a team re issues/process re reviewing numerous overbids (.30); Attend conference call w/Debtor and Committee professionals re further discussion of auction process and bid issues (.90); Follow up conversations w/Akin and HL (.40); TCs w/Deutsch (.20) and Labritz (.30) re various bid issues.	2.10
03/14/09	KL	0024 Review and summarize competing bids (12.7); num. conf. and corresp w/ K. Kuhn, A. Martell and R. Deutsch re: progress and results of reviews (1.8); conf. call w/ Skadden, HL and Akin Teams to discuss results of reviews thus far (1.0); conf. call w/ S. Kuhn, A. Martell and R. Deutsch re: continued review of primary bid documents (.30); conf. call S. Kuhn re: condition in bid (.10); draft corresp. to Kuhn re: same (.20)	16.10
03/14/09	BWC	0024 Assembling bid documents and distributing them to the working group.	2.00
03/15/09	DHB	0024 Continue review of bids and work re: same (2.5); begin review of summary re: same (.5).	3.00
03/15/09	SBK	0024 Further emails to/from Akin m&a team re bid reviews.	0.20
03/15/09	AF	0024 Review and comment on bid summaries.	0.60
03/15/09	RED	0024 Conference call with team (0.5 hrs); various emails with team re: coordination of comparison chart and key issues in bids (1.5 hrs); summarize all AgStar credit bids into comparison chart and distribution to team (8.0 hrs); create executive summary of key issues in AgStar credit bids and bullet points for email (1.7 hrs); review key issues summarized by team members for other key bidders and summary of	13.20

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
03/15/09	ASM	0024	10.00
		Reviewing and analyzing bids (6.4), preparing and revising summary chart of bids (2.4), call with K. Labritz and R. Deutsch (.4), preparing issues list relating to bids (.8).	
03/15/09	KL	0024	7.10
		Continue review of bids and drafting of summaries re: same (6.0); num. corresp. w/ S. Kuhn, A. Martell and R. Deutsch re: same (.60); conf. call A. Martell and R. Deutsch re: compiling of summary information and comparison of results of reviews (.40); tel. con. S. Kuhn re: same (.10).	
03/16/09	MSS	0024	13.70
		Reviewing materials and confs w/various parties in prep for auction (1.5). Participating in auction (12.2).	
03/16/09	DHB	0024	13.60
		Continue review and revisions of summary of bids (.6); prepare for auction (1.0); attend same (12.0).	
03/16/09	SBK	0024	15.00
		Further review bid summaries and proposed definitive bids from various bidders (.90); Emails to/from Akin m&a team re questions/observations re various bids (.40); Discussions w/Botter and HL re prepare for auction (.70); Attend auction and participate in numerous discussions/negotiations and auction processes (13.0).	
03/16/09	AF	0024	3.50
		Various correspondence re: auction (.7); work re: issues re: same (1.3); review and comment on sale order (1.5).	
03/16/09	RED	0024	0.50
		Research re: bids.	
03/16/09	ASM	0024	0.60
		Reviewing auction bids (.4); call with K. Labritz (.2).	
03/16/09	SJR	0024	0.60
		Attend to issues re M&A process.	
03/16/09	DK	0024	0.50
		Update sale notices chart (.5).	
03/16/09	RJT	0024	0.70
		Review bid information.	
03/16/09	KL	0024	0.20
		Num. corresp. w/ A. Martell, R. Deutsch and S. Kuhn re: status of auction process.	
03/17/09	MSS	0024	10.00
		Participating in auction part I (6.0). Participating in auction part II (4.0).	
03/17/09	DHB	0024	10.90
		Day 2 of auction (10.5); follow-up with A. Freeman re: same and open status (.4).	
03/17/09	SBK	0024	3.60
		Attend continuation of sale auction (3.0); Emails to/from corp/m&a team and Freeman re auction updates (.60).	
03/17/09	AF	0024	3.40
		Calls with D. Botter re: auction (.4); work re: issues re: auction (.8); various correspondence re: same (.3); review and comment on sale order (1.1); review and analyze sale objections (.8).	
03/17/09	RED	0024	0.20
		Update emails on auction.	
03/17/09	ASM	0024	0.50
		Call with K. Labritz and R. Deutsch (.2), reviewing auction bids and summaries (.3).	
03/17/09	SJR	0024	0.30
		Attend to issues re auction.	
03/17/09	DK	0024	1.70
		Confer with R. Tennenbaum re objections to sale (.2); Prepare set of the above for attorney (1); Prepare index thereof (.5).	
03/17/09	RJT	0024	1.00
		Prepare sale objection chart.	
03/17/09	KL	0024	0.90
		Num. corresp. S. Kuhn re: bids (.40); review of HL summary of bids (.30); num. corresp and conf. A. Martell and R. Deutsch re: same (.20).	
03/18/09	MSS	0024	4.20
		Reviewing materials and confs w/DB in prep for sale hearing (1.2). Participating in sale hearing and follow up (2.4). Conf's w/various parties re sale issues (.6).	
03/18/09	AF	0024	1.70
		Analysis re: sale distributions (1.5); tc with creditors re: same (.2).	
03/19/09	MSS	0024	1.50
		T/c's and emails w/creditors re various sale issues (.4). T/c's and emails w/HLHZ and comm members re sale issues (1.1).	
03/19/09	DHB	0024	0.60
		Follow-up work with team after auction and sale (.2); emails re: same (.2) (.2).	
03/19/09	AF	0024	0.90
		Analysis re: sale proceed distributions.	
03/24/09	DHB	0024	1.20
		Emails re: recovery analysis (.2); telephone calls with A. Morrow re: same (.2); review of same (.8).	
03/24/09	SJR	0024	0.30
		Review recovery analysis.	
03/24/09	RJT	0024	0.60
		Review recovery analysis.	
03/25/09	AF	0024	0.40
		Analysis re: sale proceed distributions.	

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
03/25/09	ASM	0024 Reviewing closing checklist	1.00
03/28/09	AF	0024 Review winddown plan (.2); review sale order (.7); emails with L. Diaz re: same (.2).	1.10
03/29/09	AF	0024 Review and comment on sale orders.	1.60
03/30/09	MSS	0024 Conf's w/Akin team re various sale issues (.3). Emails w/various parties re same (.4).	0.70
03/30/09	DHB	0024 Emails re: wind-down (.2).	0.20
03/30/09	AF	0024 Emails with P. Nash re: wind down budget (.3); review UBS payout letter (.2); emails re: same (.1).	0.60
03/05/09	AF	0025 Non-working travel to DE (1.2); travel to NY (2.4). (Actual time - 3.6)	1.80
03/16/09	MSS	0025 Traveling to auction. (Actual time - 1.5)	0.75
03/16/09	SBK	0025 Travel from NYC to Wilmington, DE for sale auction. (Actual time - 1.5)	0.75
03/17/09	MSS	0025 Traveling home from Delaware. (Actual time - 1.5)	0.75
03/17/09	DHB	0025 Non-working travel time. (Actual time - 2.3)	1.15
03/17/09	SBK	0025 Travel back from Wilmington, DE to NYC after sale auction. (Actual time - 3.0)	1.50
03/18/09	MSS	0025 Traveling to and from sale hearing. (Actual time - 1.8)	0.90
03/18/09	DHB	0025 Non-working travel. (Actual time - 2.0)	1.00
03/18/09	SJR	0030 Attend to creditor inquiries.	0.30
03/18/09	RJT	0030 Prepare documents for website.	0.70
03/24/09	AF	0030 Review and comment on website docs.	0.40
Total Hours			574.50

EXHIBIT C

DISBURSEMENT SUMMARY
MARCH 1, 2009 THROUGH MARCH 31, 2009

Computerized Research/PACER Charges/Corporate Service Fees	\$2,186.88
Courier Charges/Postage	\$252.34
Duplicating (billed at \$0.10 per page)	\$3.50
Meals/Committee Meeting Expenses	\$243.13
Travel – Airfare	\$2,141.40
Travel – Ground Transportation	\$1,053.57
Travel – Lodging	\$262.90
Travel – Train Fare	\$1,308.00
TOTAL	\$7,451.72

**AKIN GUMP
STRAUSS HAUER & FELD LLP**

Attorneys at Law

VERASUN ENERGY CORP. OFFICIAL COMMITTEE
ATTN: JAMES BONSALE
ALIXPARTNERS
200 TOWN CENTER
SUITE 2400
SOUTHFIELD, MI 48075

Invoice Number 1252121
Invoice Date 04/23/09
Client Number 687031
Matter Number 0001

Re: RESTRUCTURING

FOR PROFESSIONAL SERVICES RENDERED THROUGH 03/31/09 :

FOR COSTS ADVANCED AND EXPENSES INCURRED:

<u>Date</u>		<u>Value</u>	<u>Item Description</u>
01/13/09	Travel - Ground Transportation VENDOR: ROYAL DISPATCH SERVICES, INC INVOICE#: 639109 DATE: 1/30/2009 Vendor: Executive Royal Voucher #: 145651 Date: 01/13/2009 Name: Mike Stamer Car Service, Vendor: Executive Royal Voucher #: 145651 Date: 01/13/2009 Name: Mike Stamer	\$98.90	Pickup: One Bryant Park New York, NY 10010 ("OBP") Dropoff: 630 Clark Street Westfield, NJ 07090 ("630 Clark")
01/13/09	Corporate Service Fees VENDOR: CT CORPORATION; INVOICE#: 4869934- RI; DATE: 1/13/2009	\$122.00	
01/20/09	Travel - Ground Transportation VENDOR: ROYAL DISPATCH SERVICES, INC INVOICE#: 639109 DATE: 1/30/2009 Vendor: Executive Royal Voucher #: 984020 Date: 01/20/2009 Name: Robby Tennenbaum Car Service, Vendor: Executive Royal Voucher #: 984020 Date: 01/20/2009 Name: Robby Tennenbaum	\$26.17	Pickup: OBP Dropoff: 60 W. 23 rd St. New York, NY 10010 ("23 rd St")
01/21/09	Travel - Ground Transportation VENDOR: ROYAL DISPATCH SERVICES, INC INVOICE#: 639109 DATE: 1/30/2009 Vendor: Executive Royal Voucher #: 104750 Date: 01/21/2009 Name: Peter Sprofera Car Service, Vendor: Executive Royal Voucher #: 104750 Date:	\$30.25	Pickup: OBP Dropoff: 520 E. 81 st St New York, NY 10028 ("81 st St.")

01/21/09	01/21/2009 Name: Peter Sprofera Travel - Ground Transportation VENDOR: ROYAL DISPATCH SERVICES, INC INVOICE#: 639109 DATE: 1/30/2009 Vendor: Executive Royal Voucher #: 143056 Date: 01/21/2009 Name: Robby Tennenbaum Car Service, Vendor: Executive Royal Voucher #: 143056 Date: 01/21/2009 Name: Robby Tennenbaum	\$35.45	Pickup: OBP Dropoff: 23 rd St.
01/22/09	Travel - Ground Transportation VENDOR: ROYAL DISPATCH SERVICES, INC INVOICE#: 639109 DATE: 1/30/2009 Vendor: Executive Royal Voucher #: 104754 Date: 01/22/2009 Name: Robby Tennenbaum Car Service, Vendor: Executive Royal Voucher #: 104754 Date: 01/22/2009 Name: Robby Tennenbaum	\$26.17	Pickup: OBP Dropoff: 23 rd St.
02/02/09	Travel - Ground Transportation VENDOR: PRIME TIME TRANSPORTATION INC INVOICE#: 359767 DATE: 2/13/2009 Vendor: Prime Time Voucher #: 118567 Date: 02/02/2009 Name: Shaya Rochester Car Service, Vendor: Prime Time Voucher #: 118567 Date: 02/02/2009 Name: Shaya Rochester	\$61.87	Pickup: OBP Dropoff: 352 Crown St. Brooklyn, NY 11225 ("352 Crown")
02/04/09	Travel - Train Fare VENDOR: DINERS CLUB INVOICE#: FEB09- 53062500000206 DATE: 2/27/2009 PASSENGER: FREEMAN ALEXIS TICKET #: 8142431601 DEPARTURE DATE: 02/04/2009 ROUTE: NYP WIL NYP	\$37.00	Travel to Delaware
02/04/09	Travel - Train Fare VENDOR: DINERS CLUB INVOICE#: FEB09- 53062500000206 DATE: 2/27/2009 PASSENGER: FREEMAN ALEXIS TICKET #: 0D4388 DEPARTURE DATE: 02/05/2009 ROUTE: NYP WIL NYP	\$253.00	Hotel in Delaware
02/05/09	Travel - Train Fare VENDOR: DINERS CLUB INVOICE#: FEB09- 53062500000206 DATE: 2/27/2009 PASSENGER: FREEMAN ALEXIS TICKET #: 6991105520 DEPARTURE DATE: 02/05/2009 ROUTE: NYP WIL NYP	\$-15.00	
02/09/09	Travel - Train Fare VENDOR: DINERS CLUB INVOICE#: FEB09- 53062500000206 DATE: 2/27/2009 PASSENGER: FREEMAN ALEXIS TICKET #: 8142573001 DEPARTURE DATE: 02/09/2009 ROUTE: NYP WIL NYP	\$37.00	Travel to Delaware
02/09/09	Travel - Train Fare VENDOR: DINERS CLUB INVOICE#: FEB09- 53062500000206 DATE: 2/27/2009	\$223.00	Hotel in Delaware

PASSENGER: FREEMAN ALEXIS
TICKET #: 116248 DEPARTURE
DATE: 02/10/2009 ROUTE: NYP WIL
NYP

02/10/09 Travel - Ground Transportation \$34.79 Pickup: OBP
VENDOR: ROYAL DISPATCH
SERVICES, INC INVOICE#: 639964 Dropoff: 20 W. 64th St.
DATE: 2/20/2009 New York, NY 10023
("64th St.")

Vendor: Executive Royal Voucher #:
RVJA7341F8 Date: 02/10/2009 Name:
Alexis Freeman||Car Service, Vendor:
Executive Royal Voucher #:
RVJA7341F8 Date: 02/10/2009 Name:
Alexis Freeman

02/10/09 Travel - Ground Transportation \$26.17 Pickup: OBP
VENDOR: ROYAL DISPATCH
SERVICES, INC INVOICE#: 639964 Dropoff: 23rd St.
DATE: 2/20/2009

Vendor: Executive Royal Voucher #:
141293 Date: 02/10/2009 Name: Robby
Tennenbaum||Car Service, Vendor:
Executive Royal Voucher #: 141293
Date: 02/10/2009 Name: Robby
Tennenbaum

02/10/09 Travel - Ground Transportation \$31.53 Pickup: OBP
VENDOR: ROYAL DISPATCH
SERVICES, INC INVOICE#: 639964 Dropoff: 64th St.
DATE: 2/20/2009

Vendor: Executive Royal Voucher #:
RVPA7341E8 Date: 02/10/2009 Name:
Alexis Freeman||Car Service, Vendor:
Executive Royal Voucher #:
RVPA7341E8 Date: 02/10/2009 Name:
Alexis Freeman

02/11/09 Travel - Ground Transportation \$111.60 Pickup: OBP
VENDOR: ROYAL DISPATCH
SERVICES, INC INVOICE#: 639964 Dropoff: 6 Kitchawan Drive
DATE: 2/20/2009 Chappaqua, NY 10514
("Kitchawan Drive")

Vendor: Executive Royal Voucher #:
876066 Date: 02/11/2009 Name: Stephen
Kuhn||Car Service, Vendor: Executive
Royal Voucher #: 876066 Date:
02/11/2009 Name: Stephen Kuhn

02/11/09 Travel - Ground Transportation \$27.19 Pickup: OBP
VENDOR: ROYAL DISPATCH
SERVICES, INC INVOICE#: 639964 Dropoff: 64th St.
DATE: 2/20/2009

Vendor: Executive Royal Voucher #:
142881 Date: 02/11/2009 Name: Alexis
Freeman||Car Service, Vendor: Executive
Royal Voucher #: 142881 Date:
02/11/2009 Name: Alexis Freeman

02/11/09 Travel - Ground Transportation \$99.41 Pickup: OBP
VENDOR: ROYAL DISPATCH
SERVICES, INC INVOICE#: 639964 Dropoff: 630 Clark St.
DATE: 2/20/2009

Vendor: Executive Royal Voucher #:
106892 Date: 02/11/2009 Name: Mike
Stamer||Car Service, Vendor: Executive
Royal Voucher #: 106892 Date:
02/11/2009 Name: Mike Stamer

02/12/09	Travel - Airfare VENDOR: DINERS CLUB INVOICE#: FEB09- 53062500000206 DATE: 2/27/2009 PASSENGER: ROCHESTER STEPHEN TICKET #: 8142716787 DEPARTURE DATE: 02/12/2009 ROUTE: LGA ORD FSD DSM ORD LGA	\$37.00	Travel to Iowa for corn vendor meeting
02/12/09	Travel - Airfare VENDOR: DINERS CLUB INVOICE#: FEB09- 53062500000206 DATE: 2/27/2009 PASSENGER: ROCHESTER STEPHEN TICKET #: 7405367368 DEPARTURE DATE: 02/15/2009 ROUTE: LGA ORD FSD DSM ORD LGA	\$1,181.40	Travel to Iowa for corn vendor meeting (Deleted below)
02/13/09	Travel - Ground Transportation VENDOR: ROYAL DISPATCH SERVICES, INC INVOICE#: 639964 DATE: 2/20/2009 Vendor: Executive Royal Voucher #: 901557 Date: 02/13/2009 Name: Stephen Kuhn Car Service, Vendor: Executive Royal Voucher #: 901557 Date: 02/13/2009 Name: Stephen Kuhn	\$120.88	Pickup: OBP Dropoff: Kichawan Drive
02/13/09	Courier Service/Messenger Service- Off Site VENDOR: URBAN EXPRESS INVOICE#: 306801 DATE: 2/20/2009 SENDER'S NAME: ; JOB NUMBER: 1700226; PICKUP: ONE BRYANT PARK; DESTINATION: 20 W 64TH ST; DATE: 02/13/2009	\$9.09	
02/13/09	Travel - Airfare VENDOR: DINERS CLUB INVOICE#: FEB09- 53062500000206 DATE: 2/27/2009 PASSENGER: ROCHESTER STEPHEN TICKET #: 8142758384 DEPARTURE DATE: 02/13/2009 ROUTE: DSM ORD LGA	\$37.00	Travel to Iowa for corn vendor meeting
02/13/09	Travel - Airfare VENDOR: DINERS CLUB INVOICE#: FEB09- 53062500000206 DATE: 2/27/2009 PASSENGER: ROCHESTER STEPHEN TICKET #: 7405367784 DEPARTURE DATE: 02/16/2009 ROUTE: LGA ORD DSM	\$1,206.20	Travel to Iowa for corn vendor meeting
02/13/09	Travel - Airfare VENDOR: DINERS CLUB INVOICE#: FEB09- 53062500000206 DATE: 2/27/2009 PASSENGER: ROCHESTER STEPHEN TICKET #: 7405367785 DEPARTURE DATE: 02/17/2009 ROUTE: DSM ORD LGA	\$861.20	Travel to Iowa for corn vendor meeting
02/15/09	Travel - Airfare VENDOR: DINERS CLUB INVOICE#: FEB09- 53062500000206 DATE: 2/27/2009 PASSENGER: ROCHESTER STEPHEN TICKET #: 7405367368 DEPARTURE DATE: 02/15/2009 ROUTE: LGA ORD	\$-1,181.40	
02/17/09	Travel - Ground Transportation VENDOR: ROYAL DISPATCH SERVICES, INC INVOICE#: 640181 DATE: 2/27/2009	\$27.19	Pickup: OBP Dropoff: 64 th St.

	Vendor: Executive Royal Voucher #: 959050 Date: 02/17/2009 Name: Alexis Freeman Car Service, Vendor: Executive Royal Voucher #: 959050 Date: 02/17/2009 Name: Alexis Freeman		
02/18/09	Meals - Business Lunch while at VeraSun court hearing.; A.Qureshi; Sugarfoot Downtown	\$8.00	
02/18/09	Courier Service/Messenger Service- Off Site VENDOR: URBAN EXPRESS INVOICE#: 306801 DATE: 2/20/2009 SENDER'S NAME: ; JOB NUMBER: 1717704; PICKUP: ONE BRYANT PARK; DESTINATION: 99 AVENUE B; DATE: 02/18/2009	\$26.56	
02/19/09	Travel - Ground Transportation Taxi to meeting.; NYC Taxi Receipt	\$12.70	
02/19/09	Travel - Ground Transportation VENDOR: ROYAL DISPATCH SERVICES, INC INVOICE#: 640181 DATE: 2/27/2009	\$26.17	Pickup: OBP Dropoff: 23 rd St.
	Vendor: Executive Royal Voucher #: 113367 Date: 02/19/2009 Name: Robby Tennenbaum Car Service, Vendor: Executive Royal Voucher #: 113367 Date: 02/19/2009 Name: Robby Tennenbaum		
02/19/09	Travel - Ground Transportation VENDOR: ROYAL DISPATCH SERVICES, INC INVOICE#: 640181 DATE: 2/27/2009	\$30.25	Pickup: OBP Dropoff: 99 Avenue B New York, NY 10009 ("Avenue B")
	Vendor: Executive Royal Voucher #: 140459 Date: 02/19/2009 Name: Abid Qureshi Car Service, Vendor: Executive Royal Voucher #: 140459 Date: 02/19/2009 Name: Abid Qureshi		
02/19/09	Travel - Train Fare VENDOR: DINERS CLUB INVOICE#: FEB09- 53062500000206 DATE: 2/27/2009 PASSENGER: FREEMAN ALEXIS TICKET #: 8142865251 DEPARTURE DATE: 02/18/2009 ROUTE: NYP/WIL/NYP	\$45.00	Travel to Delaware
02/19/09	Travel - Train Fare VENDOR: DINERS CLUB INVOICE#: FEB09- 53062500000206 DATE: 2/27/2009 PASSENGER: FREEMAN ALEXIS TICKET #: 7406619259 DEPARTURE DATE: 02/18/2009 ROUTE: NYP/WIL/NYP	\$357.00	Hotel in Delaware
02/19/09	Travel - Train Fare VENDOR: DINERS CLUB INVOICE#: FEB09- 53062500000206 DATE: 2/27/2009 PASSENGER: STAMER MICHAEL TICKET #: 8142865250 DEPARTURE DATE: 02/18/2009 ROUTE: MET/WIL/NYP	\$45.00	Travel to Delaware
02/19/09	Travel - Train Fare VENDOR: DINERS CLUB INVOICE#: FEB09- 53062500000206 DATE: 2/27/2009 PASSENGER: STAMER MICHAEL	\$326.00	Hotel in Delaware

	TICKET #: 7406619257 DEPARTURE DATE: 02/18/2009 ROUTE: MET/WIL/NYP		
02/19/09	Travel - Ground Transportation VENDOR: DIAL CAR INC INVOICE#: 1078540 DATE: 3/4/2009 Vendor: Dial Car Voucher #: DLA2862064 Date: 02/19/2009 Name: Alexis Freeman Car Service, Vendor: Dial Car Voucher #: DLA2862064 Date: 02/19/2009 Name: Alexis Freeman	\$31.27	Pickup: OBP Dropoff: 64 th St.
02/19/09	Travel - Ground Transportation VENDOR: DIAL CAR INC INVOICE#: 1078540 DATE: 3/4/2009 Vendor: Dial Car Voucher #: DLRVU3735169 Date: 02/19/2009 Name: Alexis Freeman Car Service, Vendor: Dial Car Voucher #: DLRVU3735169 Date: 02/19/2009 Name: Alexis Freeman	\$37.39	Pickup: OBP Dropoff: 64 th St.
02/23/09	Meals (100%) VENDOR: SEAMLESSWEB PROFESSIONAL SOLUTIONS INVOICE#: 478407 DATE: 3/1/2009 Rochester Shaya - Eden Wok - 02/23/2009	\$23.66	Working Dinner
02/23/09	Meals (100%) VENDOR: SEAMLESSWEB PROFESSIONAL SOLUTIONS INVOICE#: 478407 DATE: 3/1/2009 Tennenbaum Robby Robert) - Hatsuhana - 02/23/2009	\$38.29	Working Dinner
02/24/09	Meals (100%) VENDOR: SEAMLESSWEB PROFESSIONAL SOLUTIONS INVOICE#: 478407 DATE: 3/1/2009 Rochester Shaya - Dougie's BBQ - 02/24/2009	\$22.87	Working Dinner
02/24/09	Meals (100%) Self; working meal; Subway Restaurant	\$10.80	Working Dinner
02/25/09	Meals (100%) VENDOR: SEAMLESSWEB PROFESSIONAL SOLUTIONS INVOICE#: 478407 DATE: 3/1/2009 Rochester Shaya - Mendy's at Rock Center - 02/25/2009	\$24.95	Working Dinner
02/26/09	Courier Service/Messenger Service- Off Site VENDOR: UNITED PARCEL SERVICE INVOICE#: 000002E52E099 DATE: 2/28/2009 TRACKING #: 1Z02E52E0151402467; PICKUP DATE: 02/26/2009; SENDER: R.TENNENBAUM/E.A; RECEIVER: DAVID BOTTER - DAVID BOTTER;	\$6.75	
02/26/09	Courier Service/Messenger Service- Off Site VENDOR: UNITED PARCEL SERVICE INVOICE#: 000002E52E099 DATE: 2/28/2009 TRACKING #: 1Z02E52E0151402467; PICKUP DATE: 02/26/2009; SENDER: R.TENNENBAUM/E.A; RECEIVER:	\$2.42	

02/27/09	DAVID BOTTER - DAVID BOTTER; Meals - Business 2/20/09 D Hunt VENDOR: RESTAURANT ASSOCIATES; INVOICE#: 2033800017; DATE: 2/27/2009	\$23.84	Working Dinner
03/03/09	Duplication - In House Photocopy - Procaccini, Gabriel, HO, 34 page(s)	\$3.40	
03/03/09	Meals (100%) VENDOR: SEAMLESSWEB PROFESSIONAL SOLUTIONS INVOICE#: 484552 DATE: 3/8/2009 Rochester Shaya - Eden Wok - 03/03/2009	\$14.86	Working Dinner
03/04/09	Computerized Legal Research - Westlaw User: PROCACCINI,GABRIEL Date: 3/4/2009 AcctNumber: 1000309084 ConnectTime: 0.0	\$530.52	
03/06/09	Travel - Ground Transportation Taxi home.; Taxi home.	\$20.00	
03/06/09	Meals - Business Dinner; Mark J. Volow; Dinner	\$18.52	Working Dinner
03/09/09	Computerized Legal Research - Westlaw User: FENER,SCOTT Date: 3/9/2009 AcctNumber: 1000193694 ConnectTime: 0.0	\$25.93	
03/09/09	Computerized Legal Research - Westlaw User: TENNENBAUM,ROBBY Date: 3/9/2009 AcctNumber: 1000193694 ConnectTime: 0.0	\$198.54	
03/10/09	Computerized Legal Research - Westlaw User: GERSTEIN,RACHEL L Date: 3/10/2009 AcctNumber: 1000193694 ConnectTime: 0.0	\$12.75	
03/10/09	Computerized Legal Research - Lexis Service: LEXIS LEGAL SERVICES; Employee: KRASABERSTELL DAGMARA; Charge Type: DOCUMENT PRINTING; Quantity: 3.0	\$33.75	
03/10/09	Computerized Legal Research - Lexis Service: LEXIS LEGAL SERVICES; Employee: KRASABERSTELL DAGMARA; Charge Type: SINGLE DOCUMENT RETRIEVAL; Quantity: 1.0	\$11.25	
03/11/09	Duplication - In House Photocopy - Procaccini, Gabriel, HO, 1 page(s)	\$0.10	
03/11/09	Computerized Legal Research - Westlaw User: TENNENBAUM,ROBBY Date: 3/11/2009 AcctNumber: 1000193694 ConnectTime: 0.0	\$79.16	
03/11/09	Travel - Ground Transportation VENDOR: ROYAL DISPATCH SERVICES, INC INVOICE#: 641010 DATE: 3/20/2009 Vendor: Executive Royal Voucher #: 104281 Date: 03/11/2009 Name: Robby Tennenbaum Car Service, Vendor: Executive Royal Voucher #: 104281 Date: 03/11/2009 Name: Robby Tennenbaum	\$26.17	Pickup: OBP Dropoff: 23 rd St.
03/12/09	Computerized Legal Research - Westlaw	\$263.58	

	User: GERSTEIN,RACHEL L Date: 3/12/2009 AcctNumber: 1000193694 ConnectTime: 0.0		
03/12/09	Travel - Ground Transportation VENDOR: ROYAL DISPATCH SERVICES, INC INVOICE#: 641010 DATE: 3/20/2009 Vendor: Executive Royal Voucher #: 114469 Date: 03/12/2009 Name: Mike Stamer Car Service, Vendor: Executive Royal Voucher #: 114469 Date: 03/12/2009 Name: Mike Stamer	\$104.05	Pickup: OBP Dropoff: 630 Clark
03/12/09	Courier Service/Messenger Service- Off Site VENDOR: UNITED PARCEL SERVICE INVOICE#: 000002E52E119 DATE: 3/14/2009 TRACKING #: 1Z02E52E0151302904; PICKUP DATE: 03/12/2009; SENDER: Mel Lopez/GV; RECEIVER: Kelly Labritz - Kelly Labritz;	\$8.49	
03/12/09	Courier Service/Messenger Service- Off Site VENDOR: UNITED PARCEL SERVICE INVOICE#: 000002E52E119 DATE: 3/14/2009 TRACKING #: 1Z02E52E0151302904; PICKUP DATE: 03/12/2009; SENDER: Mel Lopez/GV; RECEIVER: Kelly Labritz - Kelly Labritz;	\$2.46	
03/13/09	Courier Service/Messenger Service- Off Site VENDOR: UNITED PARCEL SERVICE INVOICE#: 000002E52E119 DATE: 3/14/2009 TRACKING #: 1Z02E52E4750326466; PICKUP DATE: 03/13/2009; SENDER: Trevone Duval/SJ; RECEIVER: David Botter - Akin Gump Strauss Hauer & F;	\$26.43	
03/13/09	Courier Service/Messenger Service- Off Site VENDOR: UNITED PARCEL SERVICE INVOICE#: 000002E52E119 DATE: 3/14/2009 TRACKING #: 1Z02E52E4449209449; PICKUP DATE: 03/13/2009; SENDER: Brendan Conroy/SJ; RECEIVER: Unknown - Alexis Freeman;	\$28.79	
03/13/09	Courier Service/Messenger Service- Off Site VENDOR: UNITED PARCEL SERVICE INVOICE#: 000002E52E119 DATE: 3/14/2009 TRACKING #: 1Z02E52E4149356456; PICKUP DATE: 03/13/2009; SENDER: Brendan Conroy/SJ; RECEIVER: Michael Stamer - Michael Stamer;	\$76.98	
03/14/09	Meals - Business Alana Martell; Guest Check receipt #5042	\$26.00	Working Dinner
03/16/09	Computerized Legal Research - Westlaw User: GERSTEIN,RACHEL L Date: 3/16/2009 AcctNumber: 1000193694 ConnectTime: 0.0	\$110.00	
03/17/09	Computerized Legal Research - Westlaw User: FREEMAN,ALEXIS Date: 3/17/2009 AcctNumber: 1000193694	\$4.25	

Date	Description	Amount	Category
03/17/09	ConnectTime: 0.0 Travel - Lodging (Hotel, Apt, Other) Hotel stay in Wilmington, Delaware re: court hearings.; Hotel DuPoint; Verasun - Hotel DuPoint, Delaware	\$262.90	Hotel in Delaware
03/17/09	Meals - Business Hotel room service lunch.; D. Botter; Verasun - Hotel DuPont - Meals	\$31.34	Working Dinner
03/18/09	Travel - Ground Transportation Taxi from Wilmington train station to court.;	\$8.00	Travel in Delaware
03/23/09	Verasun - Eagle Taxi Cab - Delaware Courier Service/Messenger Service- Off Site 3/13/09: Stephen Kuhn VENDOR: FEDERAL EXPRESS CORP; INVOICE#: 9-130-76040; DATE: 3/23/2009	\$64.37	
03/23/09	Computerized Legal Research - Lexis Service: LEXIS LEGAL SERVICES; Employee: MARKS RYAN; Charge Type: COMBINED SEARCH COMPONENT; Quantity: 2.0	\$153.90	
03/23/09	Computerized Legal Research - Lexis Service: LEXIS LEGAL SERVICES; Employee: MARKS RYAN; Charge Type: DOCUMENT PRINTING; Quantity: 12.0	\$135.00	
03/23/09	Computerized Legal Research - Lexis Service: LEXIS LEGAL SERVICES; Employee: MARKS RYAN; Charge Type: SEARCHES; Quantity: 3.0	\$265.50	
03/23/09	Computerized Legal Research - Lexis Service: LEXIS LEGAL SERVICES; Employee: MARKS RYAN; Charge Type: SINGLE DOCUMENT RETRIEVAL; Quantity: 6.0	\$67.50	
03/23/09	Computerized Legal Research - Lexis Service: SHEPARD'S SERVICE; Employee: MARKS RYAN; Charge Type: LEGAL CITATION SERVICES; Quantity: 2.0	\$13.05	
03/24/09	Computerized Legal Research - Lexis Service: LEXIS LEGAL SERVICES; Employee: MARKS RYAN; Charge Type: DOCUMENT PRINTING; Quantity: 1.0	\$11.25	
03/24/09	Computerized Legal Research - Lexis Service: LEXIS LEGAL SERVICES; Employee: MARKS RYAN; Charge Type: SEARCHES; Quantity: 1.0	\$68.40	
03/24/09	Computerized Legal Research - Lexis Service: LEXIS LEGAL SERVICES; Employee: MARKS RYAN; Charge Type: SINGLE DOCUMENT RETRIEVAL; Quantity: 6.0	\$67.50	
03/24/09	Computerized Legal Research - Lexis Service: SHEPARD'S SERVICE; Employee: MARKS RYAN; Charge Type: LEGAL CITATION SERVICES; Quantity: 2.0	\$13.05	

Current Expenses

\$7,451,72

EXHIBIT D

**SUMMARY OF ATTORNEYS AND LEGAL ASSISTANTS
RENDERING SERVICES DURING THE PERIOD
MARCH 1, 2009 THROUGH MARCH 31, 2009**

Name of Professional Person	Position of the Applicant, Number of Years in that Position at Current or Prior Firms, Year of Obtaining License to Practice, Area of Expertise	Hourly Billing Rate	Total Billed Hours	Total Compensation Requested
David H. Botter	Partner for 8 years; Admitted in 1990; Financial Restructuring Department	\$825	69.25	\$57,131.25
Eugene F. Cowell	Partner for 9 years; Admitted in 1984; Energy Department	\$765	9.90	\$7,573.50
Joseph Ginsberg	Partner for 7 years; Admitted in 1990; Real Estate Department	\$655	11.50	\$7,532.50
Christopher M. Gores	Partner for 31 years; Admitted in 1968; Corporate Department	\$750	1.90	\$1,425.00
Stephen B. Kuhn	Partner for 9 years; Admitted in 1991; Corporate Department	\$745	31.75	\$23,653.75
Michael S. Stamer	Partner for 12 years; Admitted in 1989; Financial Restructuring Department	\$925	47.30	\$43,752.50
Mark J. Volow	Partner for 20 years; Admitted in 1981; Corporate Department	\$730	1.70	\$1,241.00
Ron E. Deutsch	Counsel for 2 years; Admitted in 2003; Corporate Department	\$560	33.90	\$18,984.00
Alexis Freeman	Counsel for 2 years; Admitted in 2001; Financial Restructuring Department	\$560	98.80	\$55,328.00
Rachel Gerstein	Counsel for 3 years; Admitted in 2001; Litigation Department	\$600	24.30	\$14,580.00
Alana S. Martell	Counsel for 1 year; Admitted in 2004; Corporate Department	\$530	37.60	\$19,928.00
Shaya Rochester	Counsel for 1 year; Admitted in 2003; Financial Restructuring Department	\$560	38.70	\$21,672.00

Name of Professional Person	Position of the Applicant, Number of Years in that Position at Current or Prior Firms, Year of Obtaining License to Practice, Area of Expertise	Hourly Billing Rate	Total Billed Hours	Total Compensation Requested
Kelly Labritz	Senior Attorney for 2 years; Admitted in 1991; Corporate Department	\$550	33.80	\$18,590.00
Miriam Barhoush	Associate for 3 years; Admitted in 2005; Corporate Department	\$460	2.10	\$966.00
Ryan N. Marks	Associate for 2 years; Admitted in 2007; Litigation Department	\$420	5.50	\$2,310.00
Gabriel J. Procaccini	Associate for 4 years; Admitted in 2005; Energy Department	\$440	16.60	\$7,304.00
Robert J. Tennenbaum	Associate for 1 year; Not Yet Admitted; Financial Restructuring Department	\$325	53.90	\$17,517.50
Matthew H. Wendlandt	Associate for 1 year; Admitted in 2008; Energy Department	\$290	4.40	\$1,276.00
Rebecca L. M. Barloon	Legal Assistant for 1 year; Financial Restructuring Department	\$190	3.30	\$627.00
Brendan W. Conroy	Legal Assistant for 2 years; Corporate Department	\$190	12.50	\$2,375.00
Dagmara Krasa-Berstell	Legal Assistant for 19 years; Financial Restructuring Department	\$210	28.90	\$6,069.50
Peter J. Sprofera	Legal Assistant for 33 years; Financial Restructuring Department	\$245	6.90	\$1,690.50

Total Amount of Fees: \$331,526.50
 Total Number of Hours: 574.50
 Blended Hourly Rate: \$577.06