

**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.)	Re: Docket Nos. 306, 391
)	
)	
)	

**JOINDER OF THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS
OF VERASUN ENERGY CORPORATION, ET AL. TO THE DEBTORS' RESPONSE
TO TRINITY LEASING COMPANY'S MOTION TO COMPEL ASSUMPTION OR
REJECTION OF RAILROAD LEASE AGREEMENTS OR, IN THE ALTERNATIVE,
TO COMPEL IMMEDIATE PERFORMANCE OF DEBTORS' OBLIGATIONS UNDER
RAILROAD CAR LEASE AGREEMENTS**

The Official Committee of Unsecured Creditors (the "Committee") of VeraSun Energy Corporation, et al. (collectively, the "Debtors"), by and through its undersigned proposed co-counsel, hereby files this joinder (the "Joinder") to the Debtors' Response to Trinity Leasing Company's Motion to Compel Assumption or Rejection of Railroad Lease Agreements or, in the alternative, to Compel Immediate Performance of Debtors' Obligations Under Railroad Car Lease Agreements (the "Response"). In support of this Joinder, the Committee respectfully submits 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 title 11 of the United States Code (the "Bankruptcy Code"). On November 3, 2008, the Court entered an order jointly administering these chapter 11 cases pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure.

2. Since the Petition Date, the Debtors have continued in possession of their properties and have continued to operate and manage their businesses as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No trustee or examiner has been appointed in these chapter 11 cases.

3. On November 14, 2008, 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

4. On December 4, 2008, Trinity filed its Motion to Compel Assumption or Rejection of Railroad Lease Agreements (collectively, the “Leases”) or, in the Alternative, to Compel Immediate Performance of Debtors’ Obligations Under the Leases (the “Motion”).

5. On December 22, 2008, the Debtors filed the Response. The Response asserts that, among other things, a decision to assume or reject the Leases is premature and impedes the Debtors’ reorganization efforts. See Response at ¶ 12.

THE COMMITTEE’S JOINDER

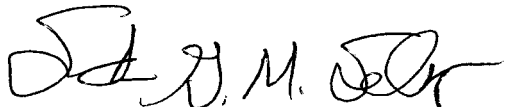
6. Based on the facts available to the Committee, the Committee agrees with the legal arguments set forth in the Response and, accordingly, files this Joinder in support of thereof.

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 and an ad hoc group of corn vendors serve as ex-officio members of the Committee.

CONCLUSION

For the foregoing reasons, the Committee respectfully requests that the Motion be denied and the Court should grant such other and further relief as the Court deems just, proper and equitable.

Dated: January 5, 2009



Donald J. Detweiler (No. 3087)
Sandra G. M. Selzer (No. 4283)
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)

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