

**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
)	
)	Re: Docket Nos. 377, 421
Debtors.)	
)	
-----)	

**JOINDER OF THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS
OF VERASUN ENERGY CORPORATION, ET AL. TO THE DEBTORS' RESPONSE
TO UNION TANK CAR COMPANY'S REQUEST FOR PAYMENT OF
ADMINISTRATIVE EXPENSE AND MOTION TO COMPEL VERASUN MARKETING
LLC TO RETURN RAILCARS IN AN ENVIRONMENTALLY SAFE CONDITION**

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 Union Tank Car Company's Request for Payment of Administrative Expense and Motion to Compel VeraSun Marketing LLC to Return Railcars in an Environmentally Safe Condition (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 19, 2008, Union Tank Car Company (“Union Tank”) filed its Request for Payment of Administrative Expense and Motion to Compel VeraSun Marketing LLC to Return Railcars in an Environmentally Safe Condition (the “Motion”).

5. On December 30, 2008, the Debtors filed the Response. The Response asserts that, among other things, the amount of the administrative expense claim owed to Union Tank for the Debtors’ postpetition use of Union Tank’s cars should be based upon fair market rates, not the above-market rates specified in the Leases (defined below). See Response at ¶¶ 13-15. The Response also asserts that, upon the rejection of the leases (the “Leases”) governing the Debtors’ use of the Union Tank cars, the Debtors are not required to comply with the return provisions contained in the Leases and that damages arising from the breach of the return provisions gives rise only to a general unsecured claim. See id. at ¶¶ 16-22.

THE COMMITTEE’S JOINDER

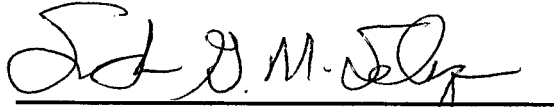
6. Based on the facts available to the Committee, the Committee agrees with the legal arguments set forth in the Response and, accordingly, files this Joinder in support of thereof.

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



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