

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

In re:)	
)	Chapter 11 Cases
VERASUN ENERGY CORPORATION,)	Case No. 08-12606 (BLS)
<u>et al.</u> ,)	Jointly Administered
)	
Debtors.)	Ref. Docket No. 339
)	

**ORDER AUTHORIZING THE OFFICIAL COMMITTEE OF
UNSECURED CREDITORS OF VERASUN ENERGY CORPORATION, ET AL.,
TO RETAIN AND EMPLOY AKIN GUMP STRAUSS HAUER & FELD LLP
AS CO-COUNSEL, NUNC PRO TUNC TO NOVEMBER 14, 2008**

Upon the application dated December 11, 2008 (the "Application") of the Official Committee of Unsecured Creditors (the "Committee") of VeraSun Energy Corporation, et al. (collectively the "Debtors") for an order, pursuant to sections 1103(a) and 328(a) of title 11 of the United States Code (the "Bankruptcy Code") and Rule 2014 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), authorizing the Committee to retain and employ the law firm of Akin Gump Strauss Hauer & Feld LLP ("Akin Gump") as its co-counsel, nunc pro tunc to November 14, 2008; and upon the Declaration of Michael S. Stamer, Esq., a member of the firm of Akin Gump, dated December 11, 2008 (the "Stamer Declaration"); and it appearing that the partners, counsel, and associates of Akin Gump who will perform services on behalf of the Committee in these chapter 11 cases are duly qualified to practice before this Court; and the Court finding, based on the representations made in the Application and the Stamer Declaration, that Akin Gump does not represent any interest adverse to the Committee and/or the Debtors' estates with respect to the matters upon which it is to be engaged, that it is a "disinterested person," as that term is defined in section 101(14) of the Bankruptcy Code, as

modified by section 1107(b) of the Bankruptcy Code and that its employment is necessary and in the best interests of the Committee and the Debtors' estates; and finding that adequate notice of the Application having been given; and it appearing that no other notice need be given; and after due deliberation and sufficient cause appearing therefor, it is

ORDERED, that the Application is approved in its entirety; and it is further

ORDERED, that in accordance with Bankruptcy Code section 1103(a) and, with respect to Akin Gump's hourly rates, section 328(a) and Bankruptcy Rule 2014(a), the Committee is hereby authorized and empowered to employ and retain the firm of Akin Gump as its co-counsel, nunc pro tunc to November 14, 2008, to represent the Committee in these cases under chapter 11 of the Bankruptcy Code and such retention is hereby approved; and it is further

ORDERED that Akin Gump shall be compensated in accordance with the procedures set forth in sections 330 and 331 of the Bankruptcy Code, such Bankruptcy Rules and Local Bankruptcy Rules as may then be applicable from time to time, and such procedures as may be fixed by order of this Court; and it is further

ORDERED that Monthly Fees and expenses incurred pursuant to this Order shall be allocated amongst the Debtors' three operating divisions (i.e., (a) the "US BioEnergy Division"¹ (b) the "ASA Division";² and (c) the "VeraSun Division"³, each, a "Division", and, collectively, the "Divisions") in accordance with the allocable percentage of aggregate budgeted fees for each

¹ For purposes of this Order, the US BioEnergy Division shall consist of: US Bio Marion, LLC; US BioEnergy Corporation; VeraSun Albert City, LLC; VeraSun Central City, LLC; VeraSun Dyersville, LLC; VeraSun Hankinson, LLC; VeraSun Ord, LLC; VeraSun Woodbury, LLC.

² The ASA Division consists of: ASA Albion, LLC; ASA Bloomingburg, LLC; ASA Linden, LLC; ASA OpCo Holdings.

³ For purposes of this Order, the VeraSun Division shall consist of: VeraSun Aurora Corporation; VeraSun BioDiesel; LLC; VeraSun Charles City, LLC; VeraSun Fort Dodge, LLC; VeraSun Granite City, LLC; VeraSun Hartley, LLC; VeraSun Litchfield, LLC; VeraSun Marketing, LLC; VeraSun Tilton, LLC.

retained professional based on the operating capacity of each of the Divisions as set forth in the applicable debtor-in-possession financing budgets for each Division, whether or not individual plants within a Division are actually operating at full or partial utilization ("Nameplate Capacity"); provided, however, for inclusion in Nameplate Capacity, a plant must be capable of operating, fully-constructed and continue to be owned by the Debtors; provided, further, that each Division shall not be jointly and severally liable for the aggregate budgeted fees allocable to any other Division unless the budget for the applicable Division is subsequently amended to include allocations of other Divisions.

Dated: Jan. 7, 2009
Wilmington, Delaware


United States Bankruptcy Judge