

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

In re:)	Case No. 08-12606 (BLS)
)	
VERASUN ENERGY CORPORATION,)	Chapter 11
et al.,)	Jointly Administered
)	
Debtors.)	Objection Deadline: February 12, 2009 at 4:00 p.m.
)	Hearing Date: To be determined if an objection is filed.
)	

**APPLICATION OF THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS
FOR APPROVAL OF REIMBURSEMENT OF COMMITTEE MEMBER EXPENSES**

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”), files this application (the “Application”) seeking approval of reimbursement of expenses incurred by The CIT Group/Equipment Financing, Inc., a member of the Committee, and respectfully states as follows:

I. BACKGROUND

1. On October 31, 2008 (the “Petition Date”), each of the Debtors filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code. The Debtors have continued to manage and operate their businesses as debtors in possession pursuant to sections 1107 and 1108 of the Bankruptcy Code. On November 3, 2008, the Court entered an order jointly administering these cases pursuant to Bankruptcy Rule 1015(b) for procedural purposes only.

2. On November 14, 2008 (the “Committee Formation Date”), pursuant to section 1102 of the Bankruptcy Code, 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 On December 11, 2008, pursuant to section 1103(a) of the Bankruptcy Code, the Committee selected Akin Gump to serve as co-counsel to the Committee. On January 9, 2009, this Court entered an order authorizing the retention of Akin Gump as co-counsel to the Committee, effective as of October 31, 2008.

II. JURISDICTION AND VENUE

3. 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 sections 1103 and 328(a) of the Bankruptcy Code and Bankruptcy Rule 2014.

III. REQUEST FOR REIMBURSEMENT OF EXPENSES INCURRED BY A MEMBER OF THE COMMITTEE

4. The Application seeks approval of the reimbursement for expenses incurred by The CIT Group/Equipment Financing, Inc., a member of the Committee, in the aggregate amount of \$1,338.51. The Application is submitted in accordance with sections 105 and 503(b) of the Bankruptcy Code, Rule 2016 of the Federal Rules of Bankruptcy Procedure and pursuant to the terms of the Order Granting Debtors' Motion for Entry of an Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals and Committee Members entered on December 2, 2008 (the "Administrative Fee Order").

5. The CIT Group/Equipment Financing, Inc. has submitted requests for out-of-pocket expenses in the aggregate amount of \$1,338.51 in connection with Committee meetings

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 core vendors serve as ex-officio members of the Committee.

held in Wilmington, DE. Documentation of the out-of-pocket expenses is attached hereto as Exhibit A to this Application.

6. The expenses that are the subject of the Application were the actual and necessary expenses incurred by The CIT Group/Equipment Financing, Inc., in connection with its fiduciary duties as a member of the Committee.

7. No prior application has been made for the approval of reimbursement of expenses listed herein.

WHEREFORE, the Committee requests an order approving the reimbursement to The CIT Group/Equipment Financing, Inc., for its actual, necessary expenses in the amounts set forth in Exhibit A, attached hereto, and granting such other and further relief as the Court deems just and proper.

Dated: Wilmington, Delaware
January 23, 2009



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

**UNITED STATES BANKRUPTCY COURT
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**NOTICE OF APPLICATION OF THE OFFICIAL
COMMITTEE OF UNSECURED CREDITORS FOR
APPROVAL OF REIMBURSEMENT OF COMMITTEE
MEMBER EXPENSES**

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 *Application of the Official Committee of Unsecured Creditors for Approval of Reimbursement of Committee Member Expenses* (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 for the Debtors; (iii) Akin Gump Strauss Hauer & Feld LLP, One

Bryant Park, New York, NY 10036 (Attn: Michael S. Stamer and David H. Botter), co-counsel for the Committee; (iv) Greenberg Traurig, LLP, The Nemours Building, 1007 North Orange Street, Suite 1200, Wilmington, DE 19801 (Attn: Donald J. Detweiler), local counsel for the Committee; (v) counsel for the Prepetition Lenders; (vi) counsel for any proposed provider of debtor-in-possession financing; (vii) counsel for the Indenture Trustee; and (viii) the Office of the United States Trustee for the District of Delaware, 844 King Street, Suit 2207, Lockbox 35, Wilmington, Delaware 19801, Attn: (Mark Kenney), (collectively, the “Notice Parties”) so as to be received no later than **February 12, 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 the Committee member requesting reimbursement of expenses through this Application 100% of the expenses requested not subject to an objection without further notice or hearing.

Dated: Wilmington, Delaware
January 23, 2009



Donald J. Detweiler (No. 3087)
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- and -

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(212) 872-1002 (Facsimile)

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

EXHIBIT A



Caroline Stead *CIT Group /*
 Ultramar Travel Bureau Inc. *Equipment Finance*
 Rochelle Park, NJ 07662
 US

Room No. : 1130
 Arrival : 12-01-08
 Departure : 12-03-08
 Page No. : 1 of 2
 Folio No. : 131363
 Conf. No. : 387061
 Cashier No. : 101
 User ID : HARDENSE

INVOICE

Group Code :
 Company Name :

Thank You For Staying With Us

12-03-08

Date	Text	Charges	Credits
12-01-08	MiniBar	3.00	
12-01-08	ULTRAMAR TRAVEL ELITE HC	299.00	
12-01-08	State Lodging Tax	23.92	
12-01-08	City Tax	5.98	
12-02-08	ULTRAMAR TRAVEL ELITE HC	299.00	
12-02-08	State Lodging Tax	23.92	
12-02-08	City Tax	5.98	
12-03-08	American Express		660.80
	XXXXXXXXXXXX1008 XX/XX		
Total		660.80	660.80
Balance		0.00	

Guest Signature

*Travel to/from Philadelphia/Wilmington (12/1-12/3/08)
 for Dec. 2 Creditors' Committee mtg*

*Air fare \$403.22
 Hotel \$660.80
 Car/taxi svc \$251.00 (4 rides)
 1 meal \$23.49
 \$ 1,338.51*



Caroline Stead
 Ultramar Travel Bureau Inc.
 Rochelle Park, NJ 07662
 US

Room No. : 1130
 Arrival : 12-01-08
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Thank You For Staying With Us

12-03-08

Date	Text	Charges	Credits
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Merchant ID
 Transaction ID 586143
 Approval Code 140621
 Approval Amount : 660.80

Credit Card # XXXXXXXXXXXX1008
 Credit Card Expiry : XX/XX
 Capture Method : Manual
 Transaction Amount 660.80





ULTRAMAR TRAVEL MANAGEMENT

PHONE: 1-888-681-6477
 SMART TECHNOLOGY ... SUPERIOR EXPERIENCE
E-MAIL ULTRAMAR TRAVEL MANAGEMENT

eTicket Receipt

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Sabre Reservation Code:	GEQMUX	Issuing agent:	ROCHELLE PARK NJ
Ticket number:	0017389017457	Issuing agent:	V6C5/ATC
Issuing airline:	AMERICAN AIRLINES	IATA number:	31608791
Date issued:	20NOV08	Invoice number:	0013879
Tour Code:	C502742A09XACB		
Customer number:	996000CITX		

Passenger: STEAD/CAROLINE

01DEC08	AMERICAN AIRLINES	AA 1768
From:	CHICAGO OHARE, IL	Departs:320P
To:	PHILADELPHIA, PA	Arrives: 625P
	Economy	Confirmed
	Seat: Check-In Required	
	Not valid after: 01DEC	Fare basis: M26Z/09XACB

03DEC08	AMERICAN AIRLINES	AA 1265
From:	PHILADELPHIA, PA	Departs:735A
To:	CHICAGO OHARE, IL	Arrives: 920A
	Economy	Confirmed
	Seat: Check-In Required	
	Not valid before: 03DEC	Fare basis: Q7AXDN/09XACB
	Not valid after: 03DEC	

Form of payment: Credit Card - American Express: XXXXXXXXXXXX 1008

Endorsement / restrictions: NONREF/CHGFEEPLUSFAREDIF/CXL BY FLT TIME OR NOVALUE/VLD AA ONLY NONEND PER N*S09XACB

Fare calculation line:
 CHI AA PHL266.22M26Z/09XACB AA CHI89.33 Q7AXDN/09XACB USD355.55END ZPORDPHL
 XT5.00AY 9.00XFORD4.5PHL4.5

Fare:	USD	355.55	
Taxes/fees/charges			
Taxes/fees/charges:	USD	26.67	US US Transportation Tax
Taxes/fees/charges:	USD	7.00	ZP US Segment Tax
Taxes/fees/charges:	USD	14.00	XT Combined Taxes
Total:	USD	403.22	

AIRPORT PICK-UP INSTRUCTIONS

O'HARE: Please use the All-Star Cab courtesy phone located on the Hotel / Transportation "Computer Kiosks" in the baggage claim area in ALL TERMINALS or call (847) 658-1555 for immediate pick-up.

MIDWAY: Please be sure to place your reservation a minimum of 45 minutes in advance by calling us at (847) 658-1555.

Upon arrival at either airport, please call or use our courtesy phone AFTER receiving your luggage so we can provide you with your unit and door number.

DATE: 12/3/08 FARE: \$ 44.⁰⁰ CAB #:
PICK-UP: O'Hare DROP-OFF: home

AIRPORT PICK-UP INSTRUCTIONS

O'HARE: Please use the All-Star Cab courtesy phone located on the Hotel / Transportation "Computer Kiosks" in the baggage claim area in ALL TERMINALS or call (847) 658-1555 for immediate pick-up.

MIDWAY: Please be sure to place your reservation a minimum of 45 minutes in advance by calling us at (847) 658-1555.

Upon arrival at either airport, please call or use our courtesy phone AFTER receiving your luggage so we can provide you with your unit and door number.

DATE: 12/1/08 FARE: \$ 42.⁰⁰ CAB #:
PICK-UP: home DROP-OFF: O'Hare

CITY CAB CO.
215 492-6500

DRIVER: 00105552
CAB # P0462
DATE: 12/01/2008
START TIME 21:55
END TIME 22:18
TRIP # 8992
RATE No. 1
MILES 21.80
FARE \$ 53.30

GR. TOT. 53.30

TIP: \$ 11.70

TOTAL \$ 65.00

PPA Complaints
215 583-9440

37949811881008

5416194

08/09

Caroline Stead

QUAN.	CLASS	DESCRIPTION	PRICE	AMOUNT
				90.00
DATE		AUTHORIZATION		SUB TOTAL
12-3-08				
REFERENCE NO.			REG/DEPT.	TAX
FOUNDCHECK NO.			SERVER	CLERK
				TIPS
				MISC.
				10.00
SALES SLIP				TOTAL
				100.00

PURCHASER SIGN HERE

X *Caroline A. Stead*

Cardholder acknowledges receipt of goods and/or services in the amount of the Total shown hereon and agrees to perform the obligations set forth in the Cardholder's agreement with the issuer.

IMPORTANT: RETAIN THIS COPY FOR YOUR RECORDS

O'HARE BAR&GRILL
O'HARE AIRPORT CHICAGO
773-686-6700
CHECK: 4198
TABLE: 111/1
SERVER: 8929 Barbara
DATE: DEC01'08 4:37PM
CARD TYPE: AMEX A3 37*
ACCT #: XXXXXXXXXXXX1008
EXP DATE: XX/XX
AUTH CODE: 550167
C STEAD

TOTAL: 19.49

TIP: 4.00

TOTAL: 23.49

X *Caroline A. Stead*

I AGREE TO PAY THE ABOVE AMOUNT IN ACCORDANCE WITH THE CARD ISSUER'S AGREEMENT.