

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

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

**SUPPLEMENTAL DECLARATION OF MICHAEL S. STAMER IN FURTHER
SUPPORT OF THE APPLICATION OF THE OFFICIAL COMMITTEE OF
UNSECURED CREDITORS OF VERASUN ENERGY CORPORATION, ET AL.
TO RETAIN AND EMPLOY AKIN GUMP STRAUSS HAUER & FELD LLP
AS COUNSEL, EFFECTIVE AS OF NOVEMBER 14, 2008**

MICHAEL S. STAMER, hereby declares:

1. I am an attorney at law admitted to practice before the state courts of New York and New Jersey, the United States District Courts for the Eastern, Southern, and Northern Districts of New York, and the United States District Court for the District of New Jersey. I am a member of the firm of Akin Gump Strauss Hauer & Feld LLP (“Akin Gump”), which firm maintains offices at One Bryant Park, New York, New York 10036.

2. I am familiar with the matters set forth herein and make this supplemental declaration (the “Supplemental Declaration”) in further support of the Application (the “Application”) of the Official Committee of Unsecured Creditors (the “Committee”) of VeraSun Energy Corporation (“VeraSun” and, together with its affiliated debtors and debtors in possession, the “Debtors”) to retain and employ Akin Gump as counsel, effective as of November 14, 2008.

3. On November 14, 2008, pursuant to section 1102 of the Bankruptcy Code, the United States Trustee for the District of Delaware appointed the Committee.¹ On the same date, the Committee selected Akin Gump to serve as its bankruptcy counsel.

4. On December 12, 2008 (the “Application Filing Date”), Akin Gump filed its Application with the Court. The Application disclosed that, as of the Application Filing Date, Akin Gump represented an entity (the “Entity”) that had submitted a non-binding unsolicited indication of interest to the purchase substantially all of the Debtors’ assets. For reasons of confidentiality, Akin Gump was not permitted, as of the Application Filing Date, to disclose the identity of the Entity. On January 9, 2009, the Court entered an order granting the Application.

5. On February 6, 2009, the Debtors filed an expedited motion (the “Bid Procedures Motion”) for an order establishing, among other things, bidding and auction procedures for the sale of substantially all of the Debtors’ assets and stalking horse bid protections for Valero Energy Corporation (“Valero”). By the Bid Procedures Motion, the Debtors disclosed the identity of the Entity to be Valero.

6. I make this Supplemental Declaration in regard to Akin Gump’s obligation to update its disclosures as set forth in the Application.

7. Akin Gump currently represents, and in the past has represented, Valero in matters wholly unrelated to the Debtors’ chapter 11 cases. In connection with its representation of the Committee, Akin Gump will not commence a lawsuit against Valero, unless Akin Gump receives a waiver from Valero allowing Akin Gump to commence such a lawsuit. In connection with these chapter 11 cases, to the extent any lawsuits are commenced by or against Valero, and a

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 Donald Swanson, counsel for an ad hoc group of corn vendors, serve as ex-officio members of the Committee.

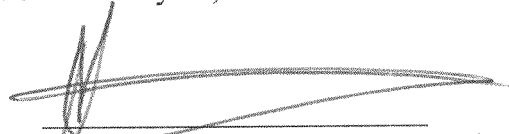
waiver letter is not obtained permitting Akin Gump to participate in such lawsuits, the Committee will use conflicts counsel to represent the interests of the Debtors' unsecured creditors.

8. In addition, Akin Gump currently represents certain creditors and creditor groups in other restructurings involving ethanol companies besides VeraSun. For reasons of confidentiality, Akin Gump is not permitted as of the date hereof to disclose the identity of such creditors or creditors groups.

9. To the extent that Akin Gump needs to update the information disclosed herein, Akin Gump will disclose such information to the Court, the Debtors and the United States Trustee by filing a supplemental declaration pursuant to Bankruptcy Rule 2014.

I hereby declare under the penalty of perjury that the foregoing is true and correct.

Executed on February 17, 2009



Michael S. Stamer (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)