

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

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In re:) Case No. 08-12606 (BLS)
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VERASUN ENERGY CORPORATION, et al.,) Chapter 11
)
Debtors.¹) Jointly Administered
)
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**SECOND AMENDED AGENDA MATTERS SCHEDULED FOR HEARING ON
FEBRUARY 19, 2009 AT 10:00 A.M. (EASTERN)**

Set forth below are the matters previously scheduled to be heard before the Honorable Brendan L. Shannon, United States Bankruptcy Judge, in the United States Bankruptcy Court for the District of Delaware, 824 Market Street, Courtroom #1, Wilmington, Delaware, on February 19, 2009 beginning at 10:00 a.m. (Eastern).

CONTESTED MATTER GOING FORWARD

1. Motion Pursuant to 11 U.S.C. §§ 105(a), 363, 365 and Fed. R. Bankr. P. 2002, 6004, 6006 for (I) Entry of an Order (A) Establishing Bidding and Auction Procedures Related to the Sale of Some or All of the Debtors' Assets; (B) Approving Bid Protections for Sale of VSE Assets; (C) Establishing Procedures for the Debtors to Enter into Additional Stalking Horse Agreements With Bid Protections in Connection With Sale of Assets; (D) Scheduling an Auction and Sale Hearing for the Sale of the Debtors' Assets; (E) Permitting Credit Bidding Pursuant to Bankruptcy Code Section 363(k); (F) Establishing Certain Notice Procedures for Determining Cure Amounts; (G) Approving Form and Manner of Notice of All Procedures, Protections, Schedules and Agreements; and (H) Granting Certain Related Relief; and (II) Entry of an Order (A) Approving the Sale of Debtors' Assets Free and Clear of All Liens, Claims, Encumbrances and Interests; and (B) Author-

¹ The Debtors consist of: VeraSun Energy Corporation (EIN: 20-3430241); ASA Albion, LLC (EIN: 55-0907221); ASA Bloomingburg, LLC (EIN: 55-0907224); ASA Linden, LLC (EIN: 55-0907228); ASA OpCo Holdings, LLC (EIN: 68-0609122); US Bio Marion, LLC (EIN: 20-34377343); US BioEnergy Corporation (EIN: 20-1811472); VeraSun Albert City, LLC (EIN: (20-2264707); VeraSun Aurora Corporation (EIN: 40-0462174); VeraSun BioDiesel, LLC (EIN: 20-3790860); VeraSun Central City, LLC (EIN: (55-0816855); VeraSun Charles City, LLC (EIN: 20-3735184); VeraSun Dyersville, LLC (20-5765890); VeraSun Fort Dodge, LLC (EIN: 42-1630527); VeraSun Granite City, LLC (EIN: 20-5909621); VeraSun Hankinson, LLC (90-0287129); VeraSun Hartley, LLC (EIN: 20-5381200); VeraSun Janesville, LLC (EIN: 20-4420290); VeraSun Litchfield, LLC (EIN: 20-8621370); VeraSun Marketing, LLC (EIN: 20-3693800); VeraSun Ord, LLC (75-3204878); VeraSun Reynolds, LLC (EIN: 20-5914827); VeraSun Tilton, LLC (EIN: 26-1539139); VeraSun Welcome, LLC (EIN: 20-4115888); VeraSun Woodbury, LLC (20-0647425).

izing the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases (Docket No. 622) (Filed 2/6/09)

Related
Documents:

- a. Ex Parte Motion of Debtors for an Order Under 11 U.S.C. §§ 102 and 105, Bankruptcy Rule 9006(c) and Local Rule 9006-1(e) to Shorten Notice With Respect to Motion Pursuant to 11 U.S.C. §§ 105(a), 363, 365 and Fed. R. Bankr. P. 2002, 6004, 6006 for (I) Entry of an Order (A) Establishing Bidding and Auction Procedures Related to the Sale of Some or All of the Debtors' Assets; (B) Approving Bid Protections for Sale of VSE Assets; (C) Establishing Procedures for the Debtors to Enter into Additional Stalking Horse Agreements With Bid Protections in Connection With Sale of Assets; (D) Scheduling an Auction and Sale Hearing for the Sale of the Debtors' Assets; (E) Permitting Credit Bidding Pursuant to Bankruptcy Code Section 363(k); (F) Establishing Certain Notice Procedures for Determining Cure Amounts; (G) Approving Form and Manner of Notice of All Procedures, Protections, Schedules and Agreements; and (H) Granting Certain Related Relief; and (II) Entry of an Order (A) Approving the Sale of Debtors' Assets Free and Clear of All Liens, Claims, Encumbrances and Interests; and (B) Authorizing the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases (Docket No. 623) (Filed 2/6/09)
- b. Order Under 11 U.S.C. §§ 102 and 105, Bankruptcy Rule 9006(c) and Local Rule 9006-1(e) to Shorten Notice With Respect to Motion Pursuant to 11 U.S.C. §§ 105(a), 363, 365 and Fed. R. Bankr. P. 2002, 6004, 6006 for (I) Entry of an Order (A) Establishing Bidding and Auction Procedures Related to the Sale of Some or All of the Debtors' Assets; (B) Approving Bid Protections for Sale of VSE Assets; (C) Establishing Procedures for the Debtors to Enter into Additional Stalking Horse Agreements With Bid Protections in Connection With Sale of Assets; (D) Scheduling an Auction and Sale Hearing for the Sale of the Debtors' Assets; (E) Permitting Credit Bidding Pursuant to Bankruptcy Code Section 363(k); (F) Establishing Certain Notice Procedures for Determining Cure Amounts; (G) Approving Form and Manner of Notice of All Procedures, Protections, Schedules and Agreements; and (H) Granting Certain Related Relief; and (II) Entry of an Order (A) Approving the

Sale of Debtors' Assets Free and Clear of All Liens, Claims, Encumbrances and Interests; and (B) Authorizing the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases (Docket No. 646) (Entered 2/13/09)

c. Notice of Filing of Final Order (Docket No. 683) (Date Filed: 2/18/09)

Response
Deadline:

February 13, 2009 at 4:00 p.m.; extended until February 17, 2009 at 4:00 p.m. for the Committee of Unsecured Creditors, Agstar and WestLB.

Responses
Filed/Received:

- a. Limited Objection of White County Indiana to Motion... for Entry of an Order... Approving the Sale of Debtors Assets Free and Clear of All Liens, Claims, Encumbrances and Interests; and... Authoring the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases (Docket No. 647) (Filed 2/13/09)

Status: This objection is being continued to the sale hearing date in order to facilitate further discussion regarding the objection filed by White County, Indiana. The parties reserve all rights with respect to the matters raised in the objection.

- b. Comment and Limited Objection of Liberty Mutual Insurance Company to Debtors' Motion Pursuant to 11 U.S.C. §§ 105(a), 363, 365 and Fed. R. Bankr. P. 2002, 6004, 6006 for (I) Entry of an Order (A) Establishing Bidding and Auction Procedures Related to the Sale of Some or All of the Debtors' Assets; (B) Approving Bid Protections for Sale of VSE Assets; (C) Establishing Procedures for the Debtors to Enter into Additional Stalking Horse Agreements With Bid Protections in Connection With Sale of Assets; (D) Scheduling an Auction and Sale Hearing for the Sale of the Debtors' Assets; (E) Permitting Credit Bidding Pursuant to Bankruptcy Code Section 363(k); (F) Establishing Certain Notice Procedures for Determining Cure Amounts; (G) Approving Form and Manner of Notice of All Procedures, Protections, Schedules and Agreements; and (H) Granting Certain Related Relief; and (II) Entry of an Order (A) Ap-

proving the Sale of Debtors' Assets Free and Clear of All Liens, Claims, Encumbrances and Interests; and (B) Authorizing the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases (Docket No. 649) (Filed 2/13/09)

Status: This matter is being continued to the sale hearing date in order to facilitate further discussion regarding the objection filed by Liberty Mutual. The parties reserve all rights with respect to the matters raised in the Objection.

- c. Dougherty Funding LLC's Objection to Debtors Motion Pursuant to 11 U.S.C. §§ 105(a), 363, 365 and Fed. R. Bankr. P. 2002, 6004, 6006 for (I) Entry of an Order (A) Establishing Bidding and Auction Procedures Related to the Sale of Some or All of the Debtors' Assets and Related Relief (Docket No. 651) (Filed 2/13/09)

Status: This matter has been resolved.

- d. Dougherty Funding LLC's Objection to Debtors Motion Pursuant to 11 U.S.C. §§ 105(a), 363, 365 and Fed. R. Bankr. P. 2002, 6004, 6006 to Establish Bidding Procedures, to Approve the Sale of Assets Free and Clear of Interests and for Other Related Relief (Docket No. 652) (Filed 2/13/09)

Status: This matter has been resolved.

- e. Objection of Northern Natural Gas Company to Debtors' Motion Pursuant to 11 U.S.C. §§ 105(a), 363, 365 and Fed. R. Bankr. P. 2002, 6004, 6006 for (I) Entry of an Order (A) Establishing Bidding and Auction Procedures Related to the Sale of Some or All of the Debtors' Assets; (B) Approving Bid Protections for Sale of VSE Assets; (C) Establishing Procedures for the Debtors to Enter into Additional Stalking Horse Agreements With Bid Protections in Connection With Sale of Assets; (D) Scheduling an Auction and Sale Hearing for the Sale of the Debtors' Assets; (E) Permitting Credit Bidding Pursuant to Bankruptcy Code Section 363(k); (F) Establishing Certain Notice Procedures for Determining Cure Amounts; (G) Approving Form and Manner of Notice of All Procedures, Protections, Schedules and Agreements; and (H) Granting Certain Related Relief; and (II) Entry of an Order (A) Approving the Sale of Debt-

ors' Assets Free and Clear of All Liens, Claims, Encumbrances and Interests; and (B) Authorizing the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases (Docket No. 653) (Filed 2/13/09)

Status: This objection is being continued to the sale hearing date in order to facilitate further discussion regarding the objection filed by Northern Natural Gas. The parties intend to make representations on the record.

- f. Objection of A & B Process Systems Corp. to Debtors' Motion for Entry of an Order (I) Establishing Bidding and Auction Procedures Related to the Sale of Some or All of the Debtors' Assets and (II) Approving the Sale of the Debtors' Assets Free and Clear of All Liens, claims Encumbrances and Interests (Docket No. 654) (Filed 2/13/09)

Status: The parties have agreed to continue any issues raised by the A&B objection to the sale hearing on March 18 or such other hearing date designated to approve a sale of the relevant assets.

- g. Response of ICM to Debtors' Motion for Order Establishing Bidding and Auction Procedures and Authorizing Assumption and Assignment of Certain Executory Contracts and Unexpired Leases (Docket No. 655) (Filed 2/13/09)

Status: The parties have agreed to continue the ICM objection to the sale hearing in order to give the parties additional time to attempt to resolve the issues raised in the ICM objection consensually.

- h. Objection of the Official Committee of Unsecured Creditors to the Debtors' Motion Pursuant to 11 U.S.C. §§ 105(a), 363, 365 and Fed. R. Bankr. P. 2002, 6004, 6006 for (I) Entry of an Order (A) Establishing Bidding and Auction Procedures Related to the Sale of Some or All of the Debtors' Assets; (B) Approving Bid Protections for Sale of VSE Assets; (C) Establishing Procedures for the Debtors to Enter into Additional Stalking Horse Agreements With Bid Protections in Connection With Sale of Assets; (D) Scheduling an Auction and Sale Hearing for the Sale of the Debtors' Assets; (E) Permitting Credit Bidding Pursuant to Bankruptcy Code Section 363(k); (F) Establishing Certain Notice Procedures for Determining Cure Amounts; (G)

Approving Form and Manner of Notice of All Procedures, Protections, Schedules and Agreements; and (H) Granting Certain Related Relief; and (II) Entry of an Order (A) Approving the Sale of Debtors' Assets Free and Clear of All Liens, Claims, Encumbrances and Interests; and (B) Authorizing the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases (Docket No. 672) (Filed 2/17/09)

Status: This matter is going forward.

- i. Debtors' Response to the Objection of the Official Committee of Unsecured Creditors to the Debtors' Motion Pursuant to 11 U.S.C. §§ 105(a), 363, 365 and Fed. R. Bankr. P. 2002, 6004, 6006 for (I) Entry of an Order (A) Establishing Bidding and Auction Procedures Related to the Sale of Some or All of the Debtors' Assets; (B) Approving Bid Protections for Sale of VSE Assets; (C) Establishing Procedures for the Debtors to Enter into Additional Stalking Horse Agreements With Bid Protections in Connection With Sale of Assets; (D) Scheduling an Auction and Sale Hearing for the Sale of the Debtors' Assets; (E) Permitting Credit Bidding Pursuant to Bankruptcy Code Section 363(k); (F) Establishing Certain Notice Procedures for Determining Cure Amounts; (G) Approving Form and Manner of Notice of All Procedures, Protections, Schedules and Agreements; and (H) Granting Certain Related Relief; and (II) Entry of an Order (A) Approving the Sale of Debtors' Assets Free and Clear of All Liens, Claims, Encumbrances and Interests; and (B) Authorizing the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases (Docket No. 680) (Filed 2/18/09)

Status: This matter is going forward.

Global Status: This matter is going forward.

Dated: Wilmington, Delaware
February 18, 2009

/s/ Davis Lee Wright
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