

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

----- )  
In re: ) Case No. 08-12606 (BLS)  
 )  
VERASUN ENERGY CORPORATION, et al., ) Chapter 11  
 )  
Debtors. <sup>1</sup> ) Jointly Administered  
 )  
----- )

**AMENDED AGENDA MATTERS SCHEDULED FOR HEARING ON  
MARCH 5, 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 March 5, 2009 beginning at 10:00 a.m. (Eastern).

**CONTINUED MATTERS**

1. Motion of the Debtors for Interim and Final Waiver of Investment and Deposit Requirements Pursuant to Bankruptcy Code Sections 105 and 345 and Local Rule 2015-2(b) (Docket No. 6) (Filed 10/31/08)

Related  
Documents:

---

<sup>1</sup> 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); and VeraSun Woodbury, LLC (20-0647425).

- a. Interim Order Pursuant to Bankruptcy Code Sections 105 and 345 and Local Rule 2015-2(b) Waiving Investment and Deposit Requirements (Docket No. 57) (Entered 11/4/2008)
- b. Notice of (I) Filing of Motion and Entry of Interim Order and (II) Final Hearing with Respect to Motion of the Debtors for Interim and Final Waiver of Investment and Deposit Requirements Pursuant to Bankruptcy Code Sections 105 and 345 and Local Rule 2015-2(b) (Docket No. 118) (Filed 11/11/08)

Response  
Deadline: November 21, 2008 at 4:00 p.m.

Responses  
Filed/Received: None.

Status: This matter has been adjourned to the April 2, 2009 hearing at 10:00 a.m.

- 2. Motion of Aux Sable Liquid Products LP to Compel Debtor to Assume or Reject Executory Contract with Aux Sable Liquid Products LP under Section 365(d) (Docket No. 325) (Filed 12/10/08)

Response  
Deadline: January 1, 2009 at 4:00 p.m.

Responses  
Filed/Received:

- a. Debtors' Objection to Motion of Aux Sable Liquid Products LP to Compel Debtor to Assume or Reject Executory Contract with Aux Sable Liquid Products LP under Section 365(d) (Docket No. 420) (Filed 12/30/08)
- b. Joinder of the Committee of Unsecured Creditors of Vera-Sun Energy Corporation, et. al. to the Debtors' Objection to Motion of Aux Sable Liquid Products LP to Compel Debtor to Assume or Reject Executory Contract with Aux Sable Liquid Products LP under Section 365(d) (Docket No. 435) (Filed 1/5/09)

Status: This matter has been adjourned to the April 2, 2009 hearing at 10:00 a.m.

3. Motion of Kinder Morgan Interstate Gas Transmission, LLC's Motion for Relief from Stay to Require Compliance with Tariff, or in the Alternative, to Allow Termination (Docket No. 333) (Filed 12/11/08)

Response

Deadline: December 31, 2008 at 4:00 p.m.

Responses

Filed/Received:

- a. Debtors' Omnibus Response to Kinder Morgan Interstate Gas Transmission LLC's Motions for Relief from Stay to Require Compliance with Tariff, or in the Alternative, to Allow Termination and Its Motion for Relief from Stay to Allow Setoff, to Require Compliance with Tariff, or in the Alternative, to Allow Termination (Docket No. 423) (Filed 12/30/08)

Status: This matter has been adjourned to the April 2, 2009 hearing at 10:00 a.m.

4. Motion of Kinder Morgan Interstate Gas Transmission, LLC's Motion for Relief from Stay to Require Compliance with Tariff, or in the Alternative, to Allow Termination (Docket No. 335) (Filed 12/11/08)

Response

Deadline: December 31, 2008 at 4:00 p.m.

Responses

Filed/Received:

- a. Debtors' Omnibus Response to Kinder Morgan Interstate Gas Transmission LLC's Motions for Relief from Stay to Require Compliance with Tariff, or in the Alternative, to Allow Termination and Its Motion for Relief from Stay to Allow Setoff, to Require Compliance with Tariff, or in the Alternative, to Allow Termination (Docket No. 423) (Filed 12/30/08)

Status: This matter has been adjourned to the April 2, 2009 hearing at 10:00 a.m.

5. Motion of Kinder Morgan Interstate Gas Transmission, LLC's Motion for Relief from Stay to Allow Setoff, to Require Compliance with Tariff, or in the Alternative, to Allow Termination (Docket No. 337) (Filed 12/11/08)

Response

Deadline: December 31, 2008 at 4:00 p.m.

Responses

Filed/Received:

- a. Debtors' Omnibus Response to Kinder Morgan Interstate Gas Transmission LLC's Motions for Relief from Stay to Require Compliance with Tariff, or in the Alternative, to Allow Termination and Its Motion for Relief from Stay to Allow Setoff, to Require Compliance with Tariff, or in the Alternative, to Allow Termination (Docket No. 423) (Filed 12/30/08)

Status: This matter has been adjourned to the April 2, 2009 hearing at 10:00 a.m.

6. 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 (Docket No. 377) (Filed 12/19/08)

Related

Documents:

- a. Amended Notice of Motion (Docket No. 386) (Filed 12/22/08)
- b. Affidavit of John Szablewski in Support of 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 (Docket No. 593) (Filed 2/2/09)
- c. Affidavit of John C. Kolb in Support of 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 (Docket No. 594) (Filed 2/2/09)

d. Affidavit of William Constantino in Support of 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 (Docket No. 595) (Filed 2/2/09)

e. Supplemental Declaration of James Bonsall in Support of 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 (Docket No. 694) (Filed 2/19/09)

Response  
Deadline:

January 2, 2009 at 4:00 p.m.

Responses  
Filed/Received:

a. 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 (Docket No. 421) (Filed 12/30/08)

i. Declaration of James Bonsall in Support of 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 (Docket No. 687) (Filed 2/18/09)

b. Dougherty Funding LLC's Objection 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 (Docket No. 422) (Filed 12/30/08)

c. 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 (Docket No. 436) (Filed 1/5/09)

d. Union Tank Car Company's Reply to Debtors' Response to Union Tank Car Company's Request for Payment of Administrative Expense and Motion to Compel VeraSun Mar-

keting LLC to Return Railcars in an Environmentally Safe Condition (Docket No. 437) (Filed 1/5/09)

- e. Response of General Electric Railcar Services Corporation 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 (Docket No. 438) (Filed 1/5/09)

Status: This matter has been adjourned to the May 7, 2009 hearing at 10:00 a.m.

- 7. Debtors' Application for Order Under Bankruptcy Code Sections 327 and 328 Authorizing Employment and Retention of Deloitte Financial Advisory Services LLP to Provide Emergence-Related Accounting and Valuation Services Nunc Pro Tunc to December 19, 2008 (Docket No. 542) (Filed 1/16/09)

Response  
Deadline: January 29, 2009 at 4:00 p.m.

Responses  
Filed/Received: None.

Status: This matter has been adjourned to the April 2, 2009 hearing at 10:00 a.m.

#### **UNCONTESTED MATTERS WITH CERTIFICATES OF NO OBJECTION**

- 8. Motion of Debtors for Order Under Bankruptcy Code Sections 365(d)(4) Extending Time Within Which Debtors May Assume or Reject Unexpired Leases of Nonresidential Real Property (Docket No. 650) (Filed 2/13/09)

Related  
Documents:

- a. Certificate of No Objection (Docket No. 744) (Filed 3/3/09)
- b. Proposed Form of Order

Response  
Deadline: February 26, 2009 at 4:00 p.m.

Responses

Filed/Received: None

Status: A Certificate of No Objection has been filed with respect to this matter. No hearing is required.

9. Motion for Order Pursuant to Fed. R. Bankr. P. 9019 Approving Settlement Agreement Between Debtors and Industrial Air Technology, Corp. (Docket No. 659) (Filed 2/13/09)

Related Documents:

- a. Certificate of No Objection (Docket No. 745) (Filed 3/3/09)
- b. Proposed Form of Order

Response Deadline: February 26, 2009 at 4:00 p.m.

Responses Filed/Received: None

Status: A Certificate of No Objection has been filed with respect to this matter. No hearing is required.

#### **UNCONTESTED MATTERS GOING FORWARD**

10. Motion of Debtors for Order Under Bankruptcy Code Sections 105(a) and 363 and Fed. R. Bankr. P. 2002, 6004 and 6006 Authorizing Debtors to Sell (I) Real Property Located in Adams County, Nebraska and (II) Certain Personal Property Located Thereon Free and Clear of All Liens, Claims, and Encumbrances (Docket No. 658) (Filed 2/13/09)

Response Deadline: February 26, 2009 at 4:00 p.m.

Responses Filed/Received: None

Status: This matter is going forward.

11. Motion for Order Pursuant to Bankruptcy Code Sections 105, 362 and 363 and Fed. R. Bankr. P. 9019 (I) Modifying the Automatic Stay Solely to Allow Stipulation of Settlement Between Debtors and Plaintiffs and (II) Approving Settlement

Agreement Between Debtors and American International Group, Inc. (Docket No. 707) (Filed 2/23/09)

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 for Order Pursuant to Bankruptcy Code Sections 105, 362 and 363 and Fed. R. Bankr. P. 9019 (I) Modifying the Automatic Stay Solely to Allow Stipulation of Settlement Between Debtors and Plaintiffs and (II) Approving Settlement Agreement Between Debtors and American International Group, Inc. (Docket No. 708) (Filed 3/2/09)
- b. Order under 11 U.S.C. §§ 102 and 105, Bankruptcy Rule 9006 (c) to Shorten Notice With Respect to Motion for Order Pursuant to Bankruptcy Code Sections 105, 362 and 363 and Fed. R. Bankr. P. 9019 (I) Modifying the Automatic Stay Solely to Allow Stipulation of Settlement Between Debtors and Plaintiffs and (II) Approving Settlement Agreement Between Debtors and American International Group, Inc. (Docket No. 711) (Entered 3/24/09)

Response  
Deadline: March 2, 2009 at 4:00 p.m.

Responses  
Filed/Received: None

Status: This matter is going forward.

- 12. Motion of Debtors for Order Under Bankruptcy Code Sections 105, 361, 363 and 364 Approving the Debtors' Insurance Premium Financing Agreements with First Insurance Funding Corp. and Authorizing Payments and Granting of Liens Thereunder (Docket No. 597) (Filed 2/2/09)

Response  
Deadline: February 20, 2009 at 4:00 p.m.

Responses  
Filed/Received: None

Status: The Debtors intend to submit a revised order at the hearing.

13. Motion of Debtors For an Order Under Bankruptcy Code Section 1121(d) Extending Exclusive Periods During Which Debtors May File and Solicit Acceptances of a Plan (Docket No. 656) (Filed 2/13/09)

Response

Deadline: February 26, 2009 at 4:00 p.m.

Responses

Filed/Received: None

Status: Debtors intend to submit a revised order at the hearing.

14. Motion to Compel Assumption or Rejection of Railroad Car Lease Agreements or, in the Alternative, to Compel Immediate Performance of Debtors' Obligations under Railroad Car Lease Agreements filed by Trinity Industries Leasing Company (Docket No. 306) (Filed 12/4/08)

Response

Deadline: December 22, 2008 at 4:00 p.m.

Responses

Filed/Received:

- a. Debtors' Response to Trinity Leasing Company's Motion to Compel Assumption or Rejection of Railroad Car Lease Agreements or, in the Alternative, to Compel Immediate Performance of Debtors' Obligations under Railroad Car Lease Agreements filed by Trinity Industries Leasing Company (Docket No. 391) (Filed 12/22/08)
- b. Joinder of the Official Committee of Unsecured Creditors of VeraSun Energy Corporation, et. al. to the Debtors' Response to Trinity Leasing Company's Motion to Compel Assumption or Rejection of Railroad Car Lease Agreements or, in the Alternative, to Compel Immediate Performance of Debtors' Obligations under Railroad Car Lease Agreements (Docket No. 434) (Filed 1/5/09)

Status: This matter has been resolved. The parties intend to submit a revised order at the hearing.

#### **CONTESTED MATTERS GOING FORWARD**

15. Debtors' Motion for Allowance of US BioEnergy Facilities' Administrative Expense Claim (Docket No. 430) (Filed 12/31/08)

Response  
Deadline: January 29, 2009 at 4:00 p.m.

Responses  
Filed/Received:

- a. Objection of General Electric Railcar Services Corporation to Debtors' Motion for Allowance of Certain Intercompany Administrative Expense Claims (Docket No. 585) (Filed 1/29/09)

**Status: This matter has been resolved. The Debtors intend to submit a revised order at the hearing.**

- 16. Motion of Debtors for Order Under Bankruptcy Code Section 363 Authorizing the Debtors to Consensually Modify the Terms of Certain Railcar Leases (Docket No. 692) (Filed 2/19/09)

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 of Debtors for Order Under Bankruptcy Code Section 363 Authorizing the Debtors to Consensually Modify the Terms of Certain Railcar Leases (Docket No. 693) (Entered 2/19/09)
- b. Certification of Counsel in Support of (I) Motion of Debtors for Order Under Bankruptcy Code Section 363 Authorizing the Debtors to Consensually Modify the Terms of Certain Railcar Leases and (II) Motion of Debtors for Order Under Bankruptcy Code Section 363 Authorizing the Debtors to Consensually Modify the Terms of CIT Railcar Leases (Docket No. 737) (Filed 2/28/09)

Response  
Deadline: February 27, 2009 at 4:00 p.m.

Responses  
Filed/Received:

- a. Objection of the CIT Group/Equipment Financing, Inc. to the 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 of Debtors for Order Under Bankruptcy Code Section 363 Authorizing the Debtors to Consensually Modify the Terms of Certain Railcar Leases (Docket No. 702) (Filed 2/20/09)

- b. Limited Response and Reservation of Rights of the CIT Group/Equipment Financing, Inc. to the Motion of Debtors for Order Under Bankruptcy Code Section 363 Authorizing the Debtors to Consensually Modify the Terms of Certain Railcar Lease (Docket No. 741) (Filed 3/2/09)

Status: This matter is going forward.

- 17. Motion of Debtors for Order Under Bankruptcy Code Section 363 Authorizing the Debtors to Consensually Modify the Terms of CIT Railcar Leases (Docket No. 735) (Filed 2/28/09)

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 of Debtors for Order Under Bankruptcy Code Section 363 Authorizing the Debtors to Consensually Modify the Terms of CIT Railcar Leases (Docket No. 736) (Entered 2/28/09)
- b. Certification of Counsel in Support of (I) Motion of Debtors for Order Under Bankruptcy Code Section 363 Authorizing the Debtors to Consensually Modify the Terms of Certain Railcar Leases and (II) Motion of Debtors for Order Under Bankruptcy Code Section 363 Authorizing the Debtors to Consensually Modify the Terms of CIT Railcar Leases (Docket No. 737) (Filed 2/28/09)

Response Deadline: March 5, 2009 at 10:00 a.m.

Responses Filed/Received:

- a. None.

Status: This matter is going forward.

**ADVERSARY MATTER GOING FORWARD**

18. Complaint for Declaratory Judgment and Other Relief filed by AgStar Financial Services, PCA (Adv. Docket No. 1) (Filed 12/23/08)

Response  
Deadline: January 29, 2009 at 4:00 p.m.

Responses  
Filed/Received: N/A

Status: This matter is going forward as a status conference.

Dated: Wilmington, Delaware  
March 4, 2009

/s/ Davis Lee Wright  
Mark S. Chehi (I.D. No. 2855)  
Megan E. Cleghorn (I.D. No. 4080)  
Davis Lee Wright (I.D. No. 4324)  
Skadden, Arps, Slate, Meagher & Flom LLP  
One Rodney Square  
P.O. Box 636  
Wilmington, Delaware 19899  
(302) 651-3000

- and -

Felicia Gerber Perlman  
John K. Lyons  
Patrick J. Nash, Jr.  
Skadden, Arps, Slate, Meagher & Flom LLP  
333 West Wacker Drive  
Chicago, Illinois 60606  
(312) 407-0700

Counsel for Debtors and  
Debtors in Possession