

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

In re:	)	
	)	Chapter 11 Cases
	)	Case No. 08-12606 (BLS)
VERASUN ENERGY CORPORATION,	)	
<u>et al.</u> , <sup>1</sup>	)	Jointly Administered
	)	
Debtors.	)	<b><u>Objection Deadline:</u></b> April 1, 2009 at 4:00 p.m. (ET)
	)	<b><u>Hearing Date:</u></b> To be determined

**INTERIM FEE APPLICATION REQUEST OF  
AKIN GUMP STRAUSS HAUER & FELD LLP, CO-COUNSEL  
FOR THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS,  
FOR INTERIM ALLOWANCE OF COMPENSATION AND FOR  
THE REIMBURSEMENT OF EXPENSES FOR SERVICES  
RENDERED DURING THE PERIOD FROM  
NOVEMBER 11, 2008 THROUGH JANUARY 31, 2009**

Name of Applicant: Akin Gump Strauss Hauer & Feld LLP

Authorized to Provide  
Professional Services to: Official Committee of Unsecured Creditors

Date of Retention: January 9, 2009 (nunc pro tunc to November 14, 2008)

Period for which Compensation  
and Reimbursement is sought: November 14, 2008 through January 31, 2009

Amount of Compensation sought as  
actual, reasonable, and necessary: \$1,288,616.25

Amount of Expense Reimbursement sought  
as actual, reasonable, and necessary: \$30,573.00

This is Akin Gump's first interim fee application request.

<sup>1</sup> The Debtors consist of: VeraSun Energy Corporation (EIN: 20-3430241); ASA Albion, LLC (EIN: 55-0907221); ASA Bloomburg, 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: 20-3693800); 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).

**Prior Fee Applications:**

<b>Time Period</b>	<b>Fees Requested</b>	<b>Expenses Requested</b>	<b>Status</b>
11/14/08 – 11/30/08  (First Monthly Fee Application)	\$271,469.00	\$1,968.38	On February 17, 2009, Akin Gump filed a certificate of no objection (Docket No. 668) with respect to the First Monthly Fee Application. Pursuant to this Court’s Administrative Order, dated December 2, 2008 (Docket No. 263), Akin Gump has received payment of 80% of the fees and 100% of the expenses requested in the First Monthly Fee Application.
12/01/08 – 12/31/08  (Second Monthly Fee Application)	\$483,442.00	\$20,565.47	On February 27, 2009, Akin Gump filed a certificate of no objection (docket No. 781) with respect to the Second Monthly Fee Application. Pursuant to this Court’s Administrative order, dated December 2, 2008 (Docket No. 263), Akin Gump has received Payment of 80% of the fees and 100% of the expenses requested in the Second Monthly Fee Application.
01/01/09 - 01/31/09  (Third Monthly Fee Application)	\$533,705.25	\$8,039.20	Akin Gump has not received any objections to the Third Monthly Fee Application. The last date to file objections to the Third Monthly Fee Application is March 23, 2009.

**PLEASE TAKE NOTICE** that, pursuant to the Court’s Administrative Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals and

Official Committee Members, dated December 2, 2008 (Docket No. 263) (the “Administrative Order”), objections, if any, to the Interim Fee Application Request must be filed with the Court and served on the Applicant at the address set forth below and the Notice Parties (as defined in the Administrative Order) so as to be received by March 30, 2009 at 4:00 p.m. (ET). If no timely objections are filed to the Interim Fee Application Request, the Court may enter an order granting the Interim Fee Application Request without a hearing. If any timely objections are received to the Interim Fee Application Request, a hearing will be scheduled before the Honorable Brendon L. Shannon, 624 North Market Street, Wilmington, Delaware 19801.

Dated: New York, New York  
March 12, 2009

/s/ Michael S. Stamer  
Michael S. Stamer (admitted *pro hac vice*)  
David H. Botter (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)

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

**SUMMARY OF ATTORNEYS AND LEGAL ASSISTANTS  
RENDERING SERVICES DURING THE PERIOD  
NOVEMBER 14, 2008 THROUGH JANUARY 31, 2009**

<b>Name of Professional Person</b>	<b>Position of the Applicant, Number of Years in that Position at Current or Prior Firms, Year of Obtaining License to Practice, Area of Expertise</b>	<b>Hourly Billing Rate</b>	<b>Total Billed Hours</b>	<b>Total Compensation Requested<sup>1</sup></b>
David H. Botter	Partner for 8 years; Admitted in 1990; Financial Restructuring Department	\$825	158.65	\$125,531.25
Eugene F. Cowell	Partner for 9 years; Admitted in 1984; Energy Department	\$765	108.00	\$79,428.00
Joseph Ginsberg	Partner for 7 years; Admitted in 1990; Real Estate Department	\$655	29.50	\$19,322.50
Richard Gittlemen	Partner for 20 years; Admitted in 1983; Energy Department	\$690	12.70	\$8,502.00
Howard B. Jacobson	Partner for 11 years; Admitted in 1979; Tax Department	\$690	4.60	\$3,174.00
Charles W. Johnson	Partner for 2 years; Admitted in 1994; Public Law & Policy Department	\$550	7.40	\$3,952.50
Jeffrey L. Kochian	Partner for 3 years; Admitted in 2000; Corporate Department	\$675	3.50	\$2,362.50
Stephen B. Kuhn	Partner for 9 years; Admitted in 1991; Corporate Department	\$745	43.00	\$32,035.00
Jeffrey D. McMillen	Partner for 4 years; Admitted in 2004; Public Law & Policy Department	\$595	0.70	\$416.50
David H. Quigley	Partner for 2 years; Admitted in 2000; Environmental Department	\$656	0.40	\$226.00

<sup>1</sup> During the compensation period, Akin Gump increased its hourly rates. The amount in this column was calculated using the hourly rate in effect at the time the services were rendered.

<b>Name of Professional Person</b>	<b>Position of the Applicant, Number of Years in that Position at Current or Prior Firms, Year of Obtaining License to Practice, Area of Expertise</b>	<b>Hourly Billing Rate</b>	<b>Total Billed Hours</b>	<b>Total Compensation Requested<sup>1</sup></b>
Abid Qureshi	Partner for 2 years; Admitted in 1995; Financial Restructuring Department	\$675	13.90	\$8,842.50
Michael S. Stamer	Partner for 12 years; Admitted in 1989; Financial Restructuring Department	\$925	100.30	\$89,132.50
Herny A. Terhune	Partner for 15 years; Admitted in 1987; Public Law & Policy Department	\$595	1.30	\$773.50
Mark J. Volow	Partner for 20 years; Admitted in 1981; Corporate Department	\$730	141.00	\$102,930.00
Kenneth A. Davis	Senior Counsel for 2 years; Admitted in 1996; Financial Restructuring Department	\$580	0.70	\$406.00
Ron E. Deutsch	Counsel for 2 years; Admitted in 2003; Corporate Department	\$503	13.70	\$7,261.00
Alexis Freeman	Counsel for 2 years; Admitted in 2001; Financial Restructuring Department	\$560	140.15	\$78,484.00
Shannon M. Grewer	Counsel for 3 years; Admitted in 2001; Energy Department	\$500	62.00	\$30,612.00
Sunny Gulati	Counsel for 1 year; Admitted in 2004; Litigation Department	\$530	6.50	\$3,445.00
Shaya Rochester	Counsel for 1 year; Admitted in 2003; Financial Restructuring Department	\$560	508.95	\$274,731.00
Roman V. Troitsky	Counsel for 4 years; Admitted in 2001; Corporate Department	\$580	1.10	\$638.00
Eddy S. Blanton	Associate for 1 year; Admitted in 2008; Energy Department	\$290	13.20	\$3,828.00

Radu Costinescu	Associate for 4 years; Admitted in 2006; Energy Department	\$410	65.90	\$24,967.00
<b>Name of Professional Person</b>	<b>Position of the Applicant, Number of Years in that Position at Current or Prior Firms, Year of Obtaining License to Practice, Area of Expertise</b>	<b>Hourly Billing Rate</b>	<b>Total Billed Hours</b>	<b>Total Compensation Requested<sup>1</sup></b>
Jason L. Gelman	Associate for 4 years; Admitted in 2006; Real Estate Department	\$460	17.00	\$8,156.00
Sylvie C. Goursaud	Associate for 2 years; Admitted in 2009; Corporate Department	\$375	3.20	\$1,200.00
Jennifer L. Keefe	Associate for 1 year; Admitted in 2008; Energy Department	\$290	6.60	\$1,914.00
Christina M. Paiden	Associate for 4 years; Admitted in 2004; Financial Restructuring Department	\$410	8.30	\$3,403.00
Alissa A. R. Pollard	Associate for 1 year; Admitted in 2008; Energy Department	\$290	1.50	\$435.00
Gabriel J. Procaccini	Associate for 4 years; Admitted in 2005; Energy Department	\$440	241.30	\$102,050.00
John P. Quinn	Associate for 2 years; Admitted in 2008; Corporate Department	\$325	6.60	\$2,145.00
Todd S. Rouse	Associate for 2 years; Admitted in 2008; Tax Department	\$325	9.30	\$2,697.00
Robert J. Tennenbaum	Associate for 1 year; Not Yet Admitted; Financial Restructuring Department	\$325	404.50	\$131,462.50
Maria N. Vanko	Associate for 1 year; Not Yet Admitted; Energy Department	\$290	91.90	\$26,651.00
Matthew H. Wendlandt	Associate for 1 year; Admitted in 2008; Energy Department	\$290	113.50	\$32,915.00

Rebecca L. M. Barloon	Legal Assistant for 1 year; Financial Restructuring Department	\$190	11.00	\$2,090.00
Biran T. Bevins	Librarian for 5 years	\$175	1.10	\$192.50
<b>Name of Professional Person</b>	<b>Position of the Applicant, Number of Years in that Position at Current or Prior Firms, Year of Obtaining License to Practice, Area of Expertise</b>	<b>Hourly Billing Rate</b>	<b>Total Billed Hours</b>	<b>Total Compensation Requested<sup>1</sup></b>
Eileen Gagliano	Legal Assistant for 21 years; Real Estate Department	\$215	89.00	\$19,135.00
Dagmara Krasa-Berstell	Legal Assistant for 19 years; Financial Restructuring Department	\$210	60.10	\$12,621.00
Martha Lopez	Legal Assistant for 1 year; Litigation Department	\$125	4.50	\$562.50
Lorena G. Nichols	Legal Assistant for 16 years; Energy Department	\$195	38.50	\$7,507.50
Michael J. Reagan	Legal Assistant for 2 years; Financial Restructuring Department	\$155	0.60	\$93.00
Meredith A. Smith	Legal Assistant for 13 years; Real Estate Department	\$215	82.60	\$17,759.00
Peter J. Sprofera	Legal Assistant for 33 years; Financial Restructuring Department	\$245	59.70	\$14,626.50

Total Amount of Fees: \$1,288,616.25  
Total Number of Hours: 2,688.75  
Blended Hourly Rate: \$479.62

**COMPENSATION BY PROJECT CATEGORY  
NOVEMBER 14, 2008 THROUGH JANUARY 31, 2009**

<b>Project Category</b>	<b>Total Hours</b>	<b>Total Fees</b>
General Case Administration	402.90	\$201,297.50
Akin Gump Fee Application/Monthly Billing Report	72.40	\$29,043.50
Analysis of Other Professionals' Fee Applications	7.30	\$2,617.00
Retention of Professionals	212.70	\$91,549.50
Creditors' Committee Meetings	62.50	\$41,187.50
Court Hearings	49.40	\$35,081.00
Financial Reports and Analysis	4.30	\$2,451.00
DIP, Cash Collateral Usage and Exit Financing	463.10	\$283,782.00
Executory Contracts/License Agreements	125.00	\$57,438.50
General Claims Analysis/Claims Objections	28.60	\$11,954.50
Analysis of Pre-Petition Transactions	881.40	\$385,168.50
Analysis of Secured Claims/Adequate Protection Issues	6.20	\$2,248.50
Lift Stay Litigation	5.20	\$1,690.00
General Adversary Proceedings	39.80	\$20,586.00
Tax Issues	18.80	\$7,762.50
Real Estate Issues/Leases	223.30	\$66,980.00
Asset/Stock Transactions/Business Liquidations	51.50	\$25,845.00
Travel (billed at 50% of actual time)	23.95	\$17,150.25
Committee Website/Information Agent Retention	9.80	\$4,783.00
<b>TOTAL</b>	<b>2,688.75</b>	<b>\$1,288,616.25</b>

**DISBURSEMENT SUMMARY**  
**NOVEMBER 14, 2008 THROUGH JANUARY 31, 2009**

Computerized Research/PACER Charges/Corporate Service Fees	\$12,516.19
Conference Call Charges	\$6,031.37
Courier Service/Postage	\$290.30
Duplicating (billed at \$0.10 per page)	\$1,619.70
Meals/Committee Meeting Expenses	\$2,908.31
Travel – Ground Transportation	\$5,850.28
Travel Expenses – Lodging	\$306.90
Travel – Train Fare	\$1,050.00
<b>TOTAL</b>	<b>\$30,573.05</b>

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

In re:	)	Case No. 08-12606 (BLS)
	)	
	)	
VERASUN ENERGY CORPORATION,	)	Chapter 11
<u>et al.</u> ,	)	Jointly Administered
	)	
Debtors.	)	<b>Objection Deadline: April 1, 2009 at 4:00 p.m.</b>
	)	<b>Hearing Date: To be determined.</b>
	)	

**NOTICE OF INTERIM FEE APPLICATION OF  
AKIN GUMP STRAUSS HAUER & FELD LLP**

**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 Interim Fee Application of Akin Gump Strauss Hauer & Feld LLP, Co-Counsel for the Official Committee of Unsecured Creditors, for Interim Allowance of Compensation and for Reimbursement of Expenses for Services Rendered During the Period from November 11, 2008 through January 31, 2009 (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 to the Debtors; (iii) Chadbourne & Park LLP, 1200 New Hampshire Avenue, NW, Washington, DC 20036 (Attn: Rohit Chaudhry) and Gray Plant Mooty, 810 S. 8th Street, 500 IDS CTR, Minneapolis, MN 55402 (Attn: Phillip Bohl and Adam Nathe) and Dougherty Funding, 45 S. 7th Street, Plaza VII Suite 3300, Minneapolis, MN 55402 (Attn: David Gale) and Pepper Hamilton, LLP, 1313 Market Street, Hercules Plaza Suite 5100, Wilmington, DE 19899 (Attn: Andrew Logan) and Oppenheimer Wolff & Donnelly, 45 S. 7th Street, 3300 Plaza VII, Minneapolis, MN 55402 (Attn: Steven W. Meyer) and Winston & Strawn LLP, 200 Park Avenue, New York, NY 10166 (Attn: John Kalyvas) counsel to the Prepetition Lenders; (iv) counsel to any proposed provider of debtor-in-possession financing; (v) Kelley Drye & Warren, LLP, 101 Park Avenue, New York, NY 10178 (Attn: David E. Retter and Jason R. Adams) counsel to the Indenture Trustee; (vi) Akin Gump Strauss Hauer & Feld LLP, One Bryant Park, New York, NY 10036 (Attn: Michael S. Stamer and David H. Botter) and Greenberg Taurig, LLP, 1007 N. Orange Street, Suite 1200, The Nemours Building, Wilmington, DE 19801 (Attn: Donald Detweiler and Dennis Meloro) co-counsel to the Official Committee of Unsecured Creditors; and (vii) the Office of the U.S. Trustee, 844 King Street, Suite 2207, Lockbox 35, Wilmington, DE 19801 (Attn: Mark Kenney), (collectively, the “Notice Parties”) so as to be received no later than **April 1, 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 Akin Gump Strauss Hauer & Feld LLP all requested fees not previously paid.

Dated: Wilmington, Delaware  
March 12, 2009



Donald J. Detweiler (No. 3087)  
Dennis A. Meloro (No. 4435)  
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- and -

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