

MEMORANDUM

January 26, 2009

To: Official Committee of Unsecured Creditors (the “Committee”) of VeraSun Energy Corporation, et al. (the “Debtors”)
From: Akin Gump Strauss Hauer & Feld LLP (“Akin Gump”)
Re: VeraSun Energy Corporation, et al. – Summary of Recently Filed Pleading

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 (the “Application”)

As the Committee may recall, the Debtors have previously sought and received the Bankruptcy Court’s authorization to retain (i) Deloitte Tax to provide a variety of tax consulting services, and (ii) Deloitte & Touche to provide certain internal audit services. By the Application, the Debtors seek entry of an order authorizing the retention of Deloitte Financial Advisory Services LLP (“Deloitte FAS”) to provide certain emergence-related accounting and valuation services for the Debtors retroactive to December 19, 2008. Set forth below is a summary of the material terms of Deloitte FAS’ proposed retention:

I. Scope of Services

Deloitte FAS will provide, among others, the following valuation and emergence-related accounting services:

a) **Liquidation Analysis**

- (i) Advise management in connection with its preparation of an estimated liquidation analysis in support of its plan of reorganization (“POR”) or other alternative scenarios as requested;
- (ii) Advise and provide recommendations to management related to factors affecting estimated value in a liquidation; and

- (iii) Provide alternative scenarios related to the estimated value of assets and liabilities in compliance with the Uniform Standards of Professional Appraisal Practice.

(b) Emergence Accounting Including Fresh-Start Accounting

- (i) Planning for, determination of, and substantiation of the fresh-start balance sheet and POR transactions under Statement of Position (“SOP”)90-7;
- (ii) Assist management in its development of an implementation approach for Fresh-Start Accounting, starting with any necessary training support and culminating in a strategy and work plan for the project;
- (iii) Advise and provide recommendations to management in connection with its determination of POR adjustments necessary to record the impact of the POR on the books of the appropriate legal entities;
- (iv) Assist management in its determination of re-valuation and other fresh-start adjustments necessary to comply with the accounting and reporting requirements of SOP 90-7. This effort will be coordinated among bankruptcy, accounting, tax and valuation specialists; and
- (v) Advise management as it records and substantiates adjustments necessary to determine the Company’s opening fresh-start balance sheet, as applicable, including preparation of analyses and packaging of other necessary documentation to support adjustments, including internal control considerations.

(c) Other Valuation Services

- (i) Assist management with its identification of tangible and intangible assets as well as liabilities to be revalued;
- (ii) Review valuations performed by others and assist management in identifying additional efforts required to address open items;
- (iii) As necessary, assist management with its estimate of the fair value of specific assets and liabilities, including performing valuations of certain assets and liabilities, or the identification of new intangibles;
- (iv) Advise management as it assigns assets to reporting units, as required; and

- (v) Coordinate valuation information for auditor review. Advise management as it addresses company-specific issues surrounding value allocation to specific assets, legal entities, cost centers, operating segments and/or reporting units.

II. Terms of Compensation

As compensation for the valuation and emergence-related accounting services, Deloitte FAS will receive compensation on an hourly basis as follows:

Title	Rate per hour
Partner/Principal	\$650
Director	\$600
Senior Manager	\$525
Manager	\$425
Senior Associate	\$325
Associate and Junior Staff	\$225

III. Disinterestedness

In the 90 days prior to the petition date, the Debtors paid Deloitte FAS approximately \$328,000 for services rendered. In addition, Deloitte FAS holds a prepetition claim against the Debtors for fees and services rendered for approximately \$15,000 (the "Prepetition Claim"). Subject to the Bankruptcy Court's approval of the Application, Deloitte FAS will waive the Prepetition Claim.

IV. Indemnification

The Debtors will indemnify Deloitte FAS from any claim arising from, related to or in connection with Deloitte FAS's engagement except to the extent such claims arise primarily from Deloitte's bad faith or intentional misconduct.

A hearing on the Application is scheduled for February 5, 2009 at 10:00 a.m. (ET). The deadline to object to the Application is January 29, 2008 at 4:00 p.m. (ET).