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MEMORANDUM

December 22, 2008

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

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Debtors' Motion for Order Under 11 U.S.C. §§ 105 And 363 Approving Procedures to Sell De Minimis Assets Free and Clear of Liens, Claims, and Encumbrances Without Further Order of Court (the "Motion")

By the Motion, the Debtors seek an order establishing procedures by which the Debtors may sell assets of de minimis value without further Court approval. According to the Motion, the Debtors possess assets of de minimis value that are no longer necessary to the Debtors' operations, including office equipment and supplies, residential real property, personal property, and real estate (collectively, the "De Minimis Assets"), which the Debtors believe they can sell profitably for the benefit of creditors.

The Debtors propose the following procedures for the sale of De Minimis Assets:

a) Level 1 Sales. With respect to any single De Minimis Asset or related group of De Minimis Assets with a sale price of less than or equal to $50,000, the Debtors shall be permitted to accept and consummate any offer that the Debtors determine, in their reasonable business judgment, to be a fair and reasonable offer for such De Minimis Asset or group of De Minimis Assets without further notice to parties in interest or court order. The Debtors shall include in their monthly operating reports an accounting of all such sales that are actually consummated during any given month.

b) Level 2 Sales. With respect to any single De Minimis Asset or related group of De Minimis Assets with a sale price of greater than $50,000 but less than or equal to $500,000:

   i. the Debtors shall file with the Court and give written notice of each proposed De Minimis Asset Sale (the "Sale Notice") to (a) counsel for the Creditors' Committee, (b) the Prepetition Lenders, (c) counsel to any proposed provider of debtor-in-possession financing, (d) the United

States Trustee and (e) any known lienholder and any other person or entity asserting an interest in such De Minimis Assets that either has filed notice of such interest as a matter of public record or has provided notice of such interest in writing to the Debtors (collectively, the "Notice Parties");

ii. the Sale Notice will specify (a) the asset or assets to be sold, (b) the identity of the proposed purchaser (including a statement of any connection between the proposed purchaser and the Debtors), (c) the proposed sale price, (d) the Debtors' net book value of the assets to be sold, and (e) any commissions paid to third parties resulting from such De Minimis Asset Sale;

iii. the Notice Parties shall have ten (10) calendar days after the Sale Notice is filed and sent to object to such De Minimis Asset Sale. If counsel to the Debtors receives no objection prior to the expiration of such ten (10) calendar day period (the "Notice Period"), the Debtors shall be authorized to consummate the proposed De Minimis Asset Sale and to take such actions as are necessary to close the sale and obtain the sale proceeds; and

iv. if a Notice Party objects to the proposed transaction within ten (10) calendar days after the notice is filed and sent, and the Debtors and such objecting Notice Party are unable to achieve a consensual resolution, the Debtors will not take any further steps to consummate the De Minimis Asset Sale without first obtaining approval from the Bankruptcy Court for that specific transaction.

c) To the extent that any party holds any liens, claims, interests or encumbrances (collectively, "Interests") in the De Minimis Assets, all De Minimis Asset Sales consummated pursuant to the foregoing procedures (both Level 1 Sales and Level 2 Sales) would be made free and clear of any Interests, which would attach to the proceeds of such De Minimis Asset Sales.