

MEMORANDUM

December 28, 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 Motions

1. **Motion of Husker Co-Op (I) to Compel Debtors to Immediately Assume or Reject Grain Delivery Contracts Under Section 365(d) or, Alternatively, (II) for Relief From the Automatic Stay Under Section 362(d)(1) to Allow Husker Co-Op to Terminate Grain Delivery Contracts With the Debtors (the “Husker Motion”)**
2. **Motion of Country Partners Co-Op (I) to Compel Debtors to Immediately Assume or Reject Grain Delivery Contracts Under Section 365(d) or, Alternatively, (II) for Relief From the Automatic Stay Under Section 362(d)(1) to Allow Country Partners Co-Op to Terminate Grain Delivery Contracts With the Debtors (the “Country Partners Motion” and together with the Husker Motion, the “Motions”)**

By the Motions, Husker Co-Op (“Husker”) and Country Partners Co-Op (“Country Partners”) each seek entry of an order (i) compelling VeraSun Central City LLC (“Central City”) to immediately assume or reject the Grain Delivery Contracts (defined below) or, alternatively, (ii) granting relief from the automatic stay to permit Husker and Country Partners to terminate the Grain Delivery Contracts.

According to the Motions, prior to the petition date, Husker and Country Partners each entered into several contracts with Central City for the delivery of corn in February and March 2009 (collectively, the “Grain Delivery Contracts”). According to the Motions, Central City has already rejected contracts with Husker and Country Partners for the delivery of corn through January 2009, but Central City has not informed Husker and Country Partners of its intentions with respect to contracts for the delivery of corn after January 2009, including the Grain Delivery Contracts. Husker and Country Partners assert that, unless the Debtors are compelled to immediately assume or reject the Grain Delivery Contracts, Husker and Country Partners will be severely prejudiced.