

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

-----  
In re: )  
 )  
VERASUN ENERGY CORPORATION, et al., )  
 )  
Debtors.<sup>1</sup> )  
 )  
 )  
-----

Case No. 08-12606 (BLS)  
*Chapter 11*  
Jointly Administered

**AFFIDAVIT OF SERVICE**

STATE OF NORTH DAKOTA )  
 )  
 )ss  
COUNTY OF BURLEIGH )

**Shelly A. Bauske** deposes and says that:

she is over the age of 18 years and not a party to this action and, on the **16<sup>th</sup> day of April, 2009**, she deposited in the United States Mail, Bismarck, North Dakota, one envelope with postage fully prepaid, securely sealed and containing a photocopy of:

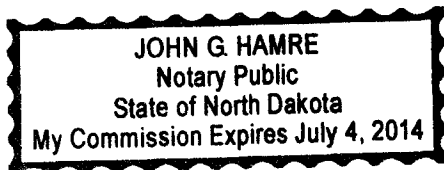
1. Notice of Appearance and Request for Service of Papers.
2. Motion for Relief From Stay.
3. Notice of Motion and Notice of Opportunity for Hearing on Motion for Relief From Stay.
4. Proposed Order Granting Relief From Stay.
5. Affidavit of Service.
6. Amended Affidavit of Service.
7. Motion and Order for Admission Pro Hac Vice, Certification by Counsel to be Admitted Pro Hac Vice, Proposed Order Granting Motion of Illona A. Jeffcoat-Sacco.
8. Motion and Order for Admission Pro Hac Vice, Certification by Counsel to be Admitted Pro Hac Vice, Proposed Order Granting Motion and Certificate of Service of Annette Bendish.
9. Amended Notice of Motion for Relief From the Automatic Stay.
10. Affidavit of Service with attached service list.

The envelope was addressed as follows:

John Bullis  
Lies & Bullis  
PO Box 275  
Wahpeton, ND 58074-0275

Subscribed and sworn to before me  
this 16<sup>th</sup> day of April, 2009.

SEAL



*Shelly A. Bausk*

*John G. Hamre*  
Notary Public

<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); VeraSun Woodbury, LLC (20-0647425).

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

---

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

---

**NOTICE OF APPEARANCE AND  
REQUEST FOR SERVICE OF PAPERS**

PLEASE TAKE NOTICE that, pursuant to Rule 9010(b) of the Federal Rules of Bankruptcy Procedure, Ilona A. Jeffcoat-Sacco and Annette Bendish, Special Assistant Attorneys General for the State of North Dakota, hereby enter their appearance as attorneys for the North Dakota Public Service Commission in the above proceeding, and under Rule 2002 of the Federal Rules of Bankruptcy Procedure, request that their name be added to the mailing list maintained by the Clerk in the above case and that all notices given or required to be given in this case and all papers served or required to be served in this case be given to and served upon:

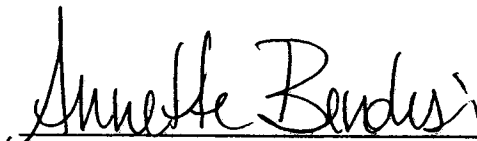
---

<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); VeraSun Woodbury, LLC (20-0647425).

Ilona A. Jeffcoat-Sacco & Annette Bendish  
Special Assistant Attorneys General  
Public Service Commission  
State Capitol – 12<sup>th</sup> Floor  
600 E Boulevard Ave – Dept 408  
Bismarck, ND 58505-0408

The foregoing request includes, without limitation, notices of any orders, pleadings, motions, applications, complaints, demands, hearings, requests or petitions, disclosure statements, answering or reply papers, memoranda and briefs in support of any of the foregoing and any other document brought before this Court with respect to these proceedings, whether formal or informal, whether written or oral, and whether transmitted or conveyed by mail, e-mail, delivery, telephone, telegraph, telex or otherwise.

Dated this 27<sup>th</sup> day of March, 2009.



Ilona A. Jeffcoat-Sacco (ID#03315)  
Annette Bendish (ID#05790)  
Special Assistant Attorneys General  
State Capitol – 12<sup>th</sup> Floor  
600 E Boulevard Ave – Dept 408  
Bismarck, North Dakota 58505-0480  
701-328-2400

Attorneys for the Public Service Commission

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  
)  
-----

**MOTION FOR RELIEF FROM STAY**

The North Dakota Public Service Commission moves this Court for Relief from the automatic stay. The grounds supporting this motion are as follows:

1. On October 21, 2008 (the Petition Date), VeraSun Energy Corporation and 24 of its subsidiaries and affiliates (collectively, the Debtors), each filed a Petition for Reorganization under Chapter 11 of the United States Bankruptcy Code for the District of Delaware (the Bankruptcy Court). On November 3, 2008, this Court entered an order directing the joint administration of the Debtors' Chapter 11 Cases. Prior to filing its petition, VeraSun Hankinson, LLC (90-0287129), a subsidiary or affiliate of the Debtors operated as a licensed public grain warehouse in North Dakota under Chapter 60-02 of the North Dakota Century Code.

<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); VeraSun Woodbury, LLC (20-0647425).

2. By the provisions of 11 U.S.C. § 362, the commencement of actions or proceedings against the Debtors, with certain limited exceptions, are stayed.
3. VeraSun Hankinson, LLC furnished one grain elevator warehouse bond running to the State of North Dakota and executed by Liberty Mutual Insurance Company as surety, to the North Dakota Public Service Commission for the purpose of securing a license to operate as a public grain warehouseman in North Dakota. The penal sum of the bond is \$380,000.00.
4. Section 60-02-09 of the North Dakota Century Code provides that a public warehouseman's bond shall be conditioned 1) for the faithful performance of the licensee's duties as a public warehouse, 2) for compliance with the provisions of law and the rules of the commission relating to the storage and purchase of grain, and 3) for the specific purpose of protecting the holders of outstanding receipts from loss or damage by reason of violation of Chapter 60-04 and covering the costs incurred by the commission in the administration of Chapter 60-04 in the event of the licensee's insolvency.
5. The Debtor (VeraSun Hankinson, LLC) purchased grain, as defined in North Dakota Century Code Section 60-02-01(3) from producers and has failed to pay producers in full for the grain that was purchased.
6. There appears to be adequate bond coverage for persons who suffered loss or damage by reason of the Debtors' failure to faithfully perform its duties as a public grain warehouseman and comply with the provisions of the laws and rules relating to the purchase of grain in an insolvency proceeding.


7. Section 60-04-03 of the North Dakota Century Code, provides for the appointment of the Public Service Commission by the District Court, Southeast Judicial District, Wahpeton, North Dakota to act as trustee for the benefit of persons who suffer loss or damage by reason of a public grain warehouseman's failure to faithfully perform its duties as a grain buyer and comply with the provisions of the laws and rules relating to the purchase of grain in North Dakota. As trustee, the Public Service Commission is authorized to bring an action against the surety on the grain warehouseman's bond for loss or damages occurring by reason of the public grain warehouseman's failure to fulfill the conditions of the bond.
8. Recovery of proceeds by the Public Service Commission from the surety on the public grain warehouseman's bond on behalf of persons who suffered loss or damage by reason of Debtors' failure to faithfully perform its duties as a public grain warehouseman buyer and comply with the provisions of the laws and rules relating to the purchase of grain are believed to be sufficient to provide full protection to potential complaints as well as cover the costs incurred by the Public Service Commission in the administration of the licensee's insolvency.
9. The Public Service Commission's appointment as trustee under North Dakota law by the state District Court, Southeast Judicial District and the Commission's action against the surety on the public grain warehouseman's bond will not hinder, burden, delay, or be inconsistent with this proceeding.
10. Surety bonds given to secure a license from the State are not property of the estate because the debtor has no property interest in the bonds; rather, they are

essentially third-party beneficiary contracts. In the Matter of Buna Painting and Drywall Co., Inc., 503 F2d 618 (9th Cir. 1974).

11. Relief from the automatic stay for cause under 11 U.S.C. § 362(d) is warranted because the bond is payable only to the State of North Dakota and only for the protection of persons who sold grain to the Debtor. The bond is not necessary to an effective reorganization.

**WHEREFORE**, the Public Service Commission respectfully requests that this Court enter an Order terminating or modifying the stay afforded by 11 U.S.C. § 362 to permit the Public Service Commission to commence an action in state District Court, Southeast Judicial District against VeraSun Hankinson, LLC to secure the Commission's appointment as trustee for the benefit of persons who suffered loss or damage by reason of the Debtor's failure to faithfully perform its duties as a public grain warehouseman and comply with the provisions of the laws and rules relating to the purchase of grain, and to take all actions in accordance with North Dakota law including maintaining an action against the surety on the public grain warehouseman's bond furnished by VeraSun Hankinson, LLC.

Dated this 27<sup>th</sup> day of March, 2009.

  
Ilona A. Jeffcoat-Sacco (ID#03315)  
Annette Bendish (ID#05790)  
Special Assistant Attorneys General  
State Capitol – 12<sup>th</sup> Floor  
600 E Boulevard Ave – Dept 408  
Bismarck, North Dakota 58505-0480  
701-328-2400

Attorneys for the Public Service Commission

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

---

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

---

**NOTICE OF MOTION AND NOTICE OF OPPORTUNITY FOR  
HEARING ON MOTION FOR RELIEF FROM STAY**

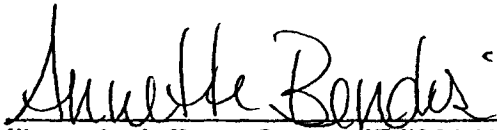
A Motion for Relief from Stay has been filed by the North Dakota Public Service Commission. YOU ARE HEREBY NOTIFIED that unless you or another party in interest files an objection in writing to the relief requested in the motion within fifteen (15) days from the date of the mailing of this notice, the Court may thereafter and without further notice enter an order granting the relief requested in the motion.

YOU ARE ALSO NOTIFIED that, if an objection in writing is timely filed, any party in interest may obtain a hearing on the objection. Written objections must be filed with both the Office of the Clerk of the Bankruptcy Court, 824 North Market Street, 3<sup>rd</sup> Floor, Wilmington, Delaware 19801 and the undersigned.

---

<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); VeraSun Woodbury, LLC (20-0647425).

Bismarck, North Dakota, this 27<sup>th</sup> day of March, 2009.

A handwritten signature in cursive script that reads "Annette Bendish". The signature is written in black ink and is positioned above a horizontal line.

Ilona A. Jeffcoat-Sacco (ID#03315)  
Annette Bendish (ID#05790)  
Special Assistant Attorneys General  
State Capitol – 12<sup>th</sup> Floor  
600 E Boulevard Ave – Dept 408  
Bismarck, North Dakota 58505-0480  
701-328-2400

Attorneys for the Public Service Commission

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  
)  
-----

**ORDER GRANTING MOTION FOR RELIEF FROM STAY**

This matter comes before the Court upon the North Dakota Public Service Commission's Motion for Relief from the Automatic Stay. The Court has been advised and being otherwise fully informed in the premises does hereby find as follows:

1. On March 12, 2009, the North Dakota Public Service Commission received a claim against VeraSun Hankinson, LLC's (the Debtors) \$380,000 grain elevator warehouse bond for failing to pay the producer in full for the grain that was purchased by the Debtors.
2. Cause exists under 11 U.S.C. § 362(d) to lift the automatic stay and permit the North Dakota Public Service Commission to commence an action in state District Court, Southeast Judicial District against the Debtors to secure the North Dakota Public

<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); VeraSun Woodbury, LLC (20-0647425).

Service Commission's appointment as trustee against the surety on the public grain warehouseman's bond furnished by VeraSun Hankinson, LLC.

IT IS THEREFORE ORDERED, ADJUDGED, AND DECREED that the North Dakota Public Service Commission shall be granted relief from the automatic stay to allow it to commence an action in state District Court, Southeast Judicial District to secure the appointment as trustee, on the condition that recovery against the Debtors be limited to any public grain warehouseman's bond proceeds covering such claims.

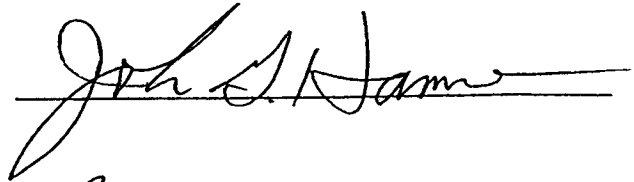
Dated this \_\_\_\_\_ day of \_\_\_\_\_, 2009.

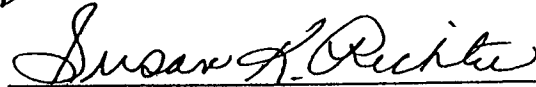
BY THE COURT:

\_\_\_\_\_  
Honorable Brendan L. Shannon  
United States Bankruptcy Court Judge



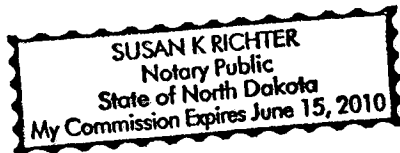
Subscribed and sworn to before me  
this 27<sup>th</sup> day of March, 2009.





Notary Public

SEAL



<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); VeraSun Woodbury, LLC (20-0647425).

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 AFFIDAVIT OF SERVICE

STATE OF NORTH DAKOTA )  
)ss  
COUNTY OF BURLEIGH )

John Hamre deposes and says that:

he is over the age of 18 years and not a party to this action and, on the 27<sup>th</sup> day of March, 2009, he deposited in the United States Mail, Bismarck, North Dakota, four envelopes with postage fully prepaid, securely sealed and each containing a photocopy of:

1. Motion for Relief From Stay.
2. Notice of Motion and Notice of Opportunity for Hearing on Motion for Relief From Stay.
3. Proposed Order Granting Relief From Stay.
4. Notice of Appearance and Request for Service of Papers (separately filed).

The envelopes were addressed as follows:

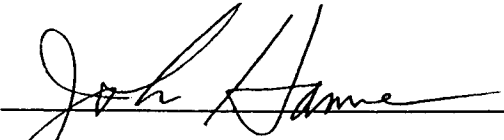

Peter Krebs  
Debtors' Counsel  
Skadden Arps Slate Meagher & Flom  
333 West Wacker Drive  
Chicago, IL 60606

Mark S. Chehi  
Davis Wright  
Megan Cleghorn  
Debtors' Counsel  
Skadden Arps Slate Meagher & Flom  
One Rodney Square  
PO Box 636  
Wilmington, DE 19801

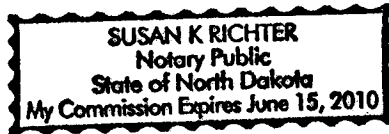
Office of the US Trustee  
Mark Kenney  
844 King Street Suite 220  
Lockbox 35  
Wilmington, DE 19801

Counsel for Indenture Trustee for  
Unsecured Notes  
Kelley Drye & Warren LLP  
David E Retter & Jason R Adams  
101 Park Avenue  
New York NY 10178

Subscribed and sworn to before me  
this 27<sup>th</sup> day of March, 2009.

  
\_\_\_\_\_  
  
\_\_\_\_\_  
Notary Public

SEAL



<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); VeraSun Woodbury, LLC (20-0647425).

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

---

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

---

**MOTION AND ORDER FOR ADMISSION PRO HAC VICE**

Pursuant to Local Rule 9010-1(e) and the attached certification, counsel moves the court to allow appearance of a government attorney of Illona A. Jeffcoat-Sacco, Special Assistant Attorney General for the State of North Dakota, to represent North Dakota Public Service Commission in these cases.

Dated this 1<sup>st</sup> day of April, 2009.



Illona A. Jeffcoat-Sacco (ID#03315)  
Special Assistant Attorney General  
State Capitol – 12<sup>th</sup> Floor  
600 E Boulevard Ave – Dept 408  
Bismarck, North Dakota 58505-0480  
Phone: (701) 328-2400  
Facsimile: (701) 328-2410  
E-mail: [ijs@nd.gov](mailto:ijs@nd.gov)

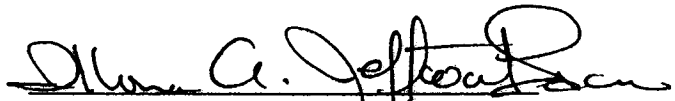
---

<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); VeraSun Woodbury, LLC (20-0647425).

**CERTIFICATION BY COUNSEL TO BE ADMITTED PRO HAC VICE**

I certify that I am a government attorney representing the State of North Dakota, am admitted, practicing and in good standing in the United States District Court for the District of North Dakota, and admitted and in good standing in all jurisdictions in which I am admitted. I also certify that I agree to be bound by the court's local rules and that I submit to the jurisdiction of this court for disciplinary purposes.

Dated this 1<sup>st</sup> day of April, 2009.



Ilona A. Jeffcoat-Sacco (ID#03315)  
Special Assistant Attorney General  
State Capitol – 12<sup>th</sup> Floor  
600 E Boulevard Ave – Dept 408  
Bismarck, North Dakota 58505-0480  
Phone: (701) 328-2400  
Facsimile: (701) 328-2410  
E-mail: [ijs@nd.gov](mailto:ijs@nd.gov)

**ORDER GRANTING MOTION**

IT IS HEREBY ORDERED counsel's motion for admission pro hac vice is GRANTED.

Dated this \_\_\_\_ day of \_\_\_\_\_, 2009

---

Brendan L. Shannon  
United States Bankruptcy Judge

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

---

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

---

**MOTION AND ORDER FOR ADMISSION PRO HAC VICE**

Pursuant to Local Rule 9010-1(e) and the attached certification, counsel moves the court to allow appearance of a government attorney of Annette Bendish, Special Assistant Attorney General for the State of North Dakota, to represent North Dakota Public Service Commission in these cases.

Dated this 1<sup>st</sup> day of April, 2009.



Annette Bendish (ID#05790)  
Special Assistant Attorney General  
State Capitol – 12<sup>th</sup> Floor  
600 E Boulevard Ave – Dept 408  
Bismarck, North Dakota 58505-0480  
Phone: (701) 328-2400  
Facsimile: (701) 328-2410  
E-mail: [abendish@nd.gov](mailto:abendish@nd.gov)

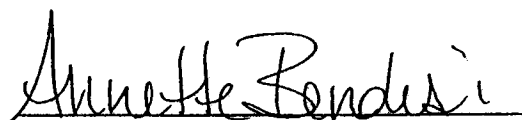
---

<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); VeraSun Woodbury, LLC (20-0647425).

**CERTIFICATION BY COUNSEL TO BE ADMITTED PRO HAC VICE**

I certify that I am a government attorney representing the State of North Dakota, am admitted, practicing and in good standing in the United States District Court for the District of North Dakota, and admitted and in good in all jurisdictions in which I am admitted. I also certify that I agree to be bound by the court's local rules and that I submit to the jurisdiction of this court for disciplinary purposes.

Dated this 1<sup>st</sup> day of April, 2009.



Annette Bendish (ID#05790)  
Special Assistant Attorney General  
State Capitol – 12<sup>th</sup> Floor  
600 E Boulevard Ave – Dept 408  
Bismarck, North Dakota 58505-0480  
Phone: (701) 328-2400  
Facsimile: (701) 328-2410  
E-mail: [abendish@nd.gov](mailto:abendish@nd.gov)

**ORDER GRANTING MOTION**

IT IS HEREBY ORDERED counsel's motion for admission pro hac vice is GRANTED.

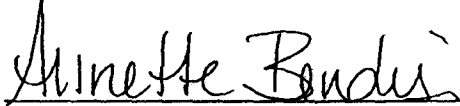
Dated this \_\_\_\_ day of \_\_\_\_\_, 2009

---

Brendan L. Shannon  
United States Bankruptcy Judge

**CERTIFICATE OF SERVICE**

I hereby certify that a copy of the foregoing *Motions and Orders for Admission Pro Hac Vice* were caused to be served this 2<sup>nd</sup> day of April, 2009, by first class regular mail upon the parties on the attached service list.

  
Annette Bendish (ID#05790)

**TOP 30**  
A & B PROCESS SYSTEMS  
ALAN VERPLOEGH CEO  
201 S WISCONSIN N AVE  
STRATFORD, WI 54484

**TOP 30**  
BOWEN ENGINEERING CORP  
SCOT EVANS SENIOR VP & CFO  
10315 ALLISONVILLE RD  
FISHERS, IN 46038

**TOP 30**  
CANADIAN PACIFIC RAILWAY  
BRENT DORNIAN  
PO BOX CM 9527  
ST PAUL, MN 55170

**COUNSEL FOR PRE-PETITION LENDER**  
CHADBOURNE & PARK LLP  
N THEODORE ZINK  
30 ROCKEFELLER PLAZA  
NEW YORK, NY 10112

**TOP 30**  
CONOCO PHILLIPS COMPANY  
SIGMUND L CORNELIUS SENIOR VP & CFO  
600 N DAIRY ASHFORD RD  
HOUSTON, TX 77079

**TOP 30**  
DAKOTA AG COOPERATIVE  
DENIIS NOVACEK  
5324 165TH AVE SE  
KINDRED, ND 58051

**TOP 30**  
FAGEN INC  
JENNIFER A JOHNSON CFO  
501 WEST HWY 212  
PO BOX 159  
GRANITE FALLS, MN 56214

**TOP 30**  
FREMAR LLC  
MATT ASHTON  
PO BOX 357  
MARION, SD 57043

**TOP 30**  
HAAS TCM PROCESSING LLC  
THAD FORTIN CEO  
1646 WESTCHESTER PIKE  
WESTCHESTER, PA 19382

**IRS**  
INTERNAL REVENUE SERVICE  
INSOLVENCY SECTION  
31 HOPKINS PLZ RM 1150  
BALTIMORE, MD 21201

**REQUIRED DE PARTIES**  
ATTORNEY GENERALS OFFICE  
JOSEPH R BIDEN III  
820 N FRENCH ST 8TH FL  
CARVEL STATE OFFICE BLDG  
WILMINGTON, DE 19801

**TOP 30**  
BURLINGTON NORTHERN & SANTA FE RAIL  
CO  
TODD WHITMORE  
3110 SOLUTIONS CENTER  
CHICAGO, IL 60677

**TOP 30**  
CARGILL AG HORIZON  
MIKE ETZEL  
PO BOX 9300  
MINNEAPOLIS, MN 55440

**COUNSEL FOR PRE-PETITION LENDER**  
CHADBOURNE & PARK LLP  
ROHIT CHAUDHRY  
1200 NEW HAMPSHIRE AVE NW  
WASHINGTON, DC 20036

**TOP 30**  
CROWN IRON WORKS COMPANY  
RALPH ROMANO VP FINANCE  
PO BOX 1364  
MINNEAPOLIS, MN 55440

**COUNSEL TO DOUGHERTY FUNDING (PRE-  
PETITION LENDERS)**  
DAVID GALE  
45 S 7TH ST  
PLAZA VII STE 3300  
MINNEAPOLIS, MN 55402

**PRE-PETITION LENDER**  
FIRST BANK & TRUST  
133 S MAIN  
PO BOX 1347  
SIOUX FALLS, SD 57104

**TOP 30**  
GE RAILCAR SERVICES CORP  
DEIDRE ATKINS-JACKSON  
161 N CLARK ST 7TH FL  
CHICAGO, IL 60601

**TOP 30**  
ICM INC  
DAVE VANDER GRIEND CEO  
PO BOX 397  
COLWICH, KS 67030

**GOVERNMENT ENTITY**  
INTERNAL REVENUE SERVICE  
BANKRUPTCY DEPARTMENT  
1111 CONSTITUTION AVE NW  
WASHINGTON, DC 20224

**TOP 30**  
BOSELNMAN ENERGY INC  
RON GOLKA CFO  
PO BOX 1567  
GRAND ISLAND, NE 68802-1597

**COUNSEL FOR SECURED NOTEHOLDERS /  
WAYZATA OPPORTUNITIES FUND / TRILOGY  
PORTFOLIO / TRILOGY SPECIAL SITUATIONS  
/ AIG GLOBAL INVESTMENTS**  
CADWALADER WICKERSHAM & TAFT LLP  
GEORGE DAVIS  
ONE WORLD FINANCIAL CENTER  
NEW YORK, NY 10281

**COUNSEL FOR PRE-PETITION LENDER**  
CHADBOURNE & PARK LLP  
HOWARD SEIFE & ANDREW ROSENBLATT  
30 ROCKEFELLER PLAZA  
NEW YORK, NY 10112

**TOP 30**  
CN RAILROAD  
STEVE GEHRT  
PO BOX 71578  
CHICAGO, IL 60694

**TOP 30**  
CSX TRANSPORTATION  
WAYNE FLYNN  
500 WATER ST 15TH FL  
JACKSONVILLE, FL 32202

**PRE-PETITION LENDER**  
DOUGHERTY FUNDING LLC  
EXECUTIVE VP & COO  
90 S SEVENTH ST STE 4300  
MINNEAPOLIS, MN 55402

**PRE-PETITION LENDER**  
FIRST BANK & TRUST  
LETTER OF CREDIT DEPARTMENT  
2220 6TH ST  
PO BOX 5057  
BROOKINGS, SD 57006

**COUNSEL TO PRE-PETITION LENDER**  
GRAY PLANT MOOTY  
PHILLIP L KUNKEL  
1010 W ST GERMAIN STE 500  
ST CLOUD, MN 56301

**TOP 30**  
INNOVATIVE AG SERVICE  
JACK FRIEDMAN  
PO BOX 96  
MANCHESTER, IA 52057

**TOP 30**  
IOWA CHICAGO & EASTERN RR  
STEVE MILLIGAN  
140 N PHILLIPS AVE  
SIOUX FALLS, SD 57104

**TOP 30**  
JANS CORPORATION  
JOEL CHRISTENSEN  
300 N PHILLIPS AVE STE 201  
SIOUX FALLS, SD 57104

**TOP 30**  
NOVOZYMES NORTH AMERICA INC  
HENRIK GURTNER  
PO BOX 7247-7554  
PHILADELPHIA, PA 19170-7554

**COUNSEL FOR PRE-PETITION LENDER**  
PEPPER HAMILTON  
ANDREW LOGAN  
1313 MARKET ST PO BOX 1709  
HERCULES PLZ STE 5100  
WILMINGTON, DE 19899-1709

**TOP 30**  
RAIL WORKS INC  
MICHAEL MERMELSTEIN EXEC VP & CFO  
PO BOX 915216  
WASECA, TX 75391-5216

**REQUIRED DE PARTIES**  
SECRETARY OF TREASURY  
PO BOX 7040  
DOVER, DE 19903

**REQUIRED DE PARTIES**  
SECURITIES & EXCHANGE COMMISSION  
NATHAN FUCHS  
233 BROADWAY  
NEW YORK REGIONAL OFFICE  
NEW YORK, NY 10279

**TOP 30**  
TODD & SARGENT INC  
CLINT D STELLE VP SALES  
2905 SE 5TH ST  
AMES, IA 50010

**TOP 30**  
UNIVAR USA INC  
STEVE NIELSEN EXEC VP & CEO  
PO BOX 849027  
DALLAS, TX 75284

**COUNSEL FOR PRE-PETITION LENDER**  
WINSTON & STRAWN LLP  
BRIAN SWETT & PETER YOUNG  
35 W WACKER DR  
CHICAGO, IL 60601-9703

**INTERESTED PARTY**  
YOUNG CONAWAY STARGATT & TAYLOR LLP  
JOEL A WAITE  
1000 WEST ST 17TH FL  
THE BRANDYWINE BLDG PO BOX 391  
WILMINGTON, DE 19899-0391

**TOP 30**  
K SEA OPERATING  
GREG HASLINSKY  
ONE TOWER CTR BLVD 17TH FL  
EAST BRUNSWICK, NJ 08816

**REQUIRED DE PARTIES**  
OFFICE OF THE US TRUSTEE  
MARK KENNEY  
844 KING ST STE 207  
LOCKBOX 35  
WILMINGTON, DE 19801

**COUNSEL FOR PRE-PETITION LENDER**  
PEPPER HAMILTON  
DAVID STRATTON & HENRY JAFFE  
1313 MARKET ST PO BOX 1709  
HERCULES PLZ STE 5100  
WILMINGTON, DE 19899-1709

**TOP 30**  
ROGNES BROS EXCAVATING INC  
HARVEY ROGNES  
115 N MILL ST  
LAKE MILLS, IA 50450

**REQUIRED DE PARTIES**  
SECURITIES & EXCHANGE COMMISSION  
HEADQUARTERS  
100 F STREET NE  
WASHINGTON, DC 20549

**REQUIRED DE PARTIES**  
SECURITIES & EXCHANGE COMMISSION  
15TH & PENNSYLVANIA AVE NW  
WASHINGTON, DC 20020

**TOP 30**  
TRIP RAIL LEASING  
ROGER WYNKOOP  
PO BOX 7777  
PHILADELPHIA, PA 19175

**REQUIRED DE PARTIES**  
US ATTORNEYS OFFICE  
ELLEN W SLIGHTS  
1007 N ORANGE ST STE 700  
PO BOX 2046  
WILMINGTON, DE 19899

**COUNSEL FOR PRE-PETITION LENDER**  
WINSTON & STRAWN LLP  
JOHN KALYVAS  
200 PARK AVE  
NEW YORK, NY 10166-4193

**COUNSEL FOR FIRST BANK OF OMAHA**  
(FIRST NATIONAL)  
WOODS & AITKEN  
JOSEPH BADAMI & JAMES OVERCASH  
301 S 13TH ST STE 500  
LINCOLN, NE 68508

**TOP 30**  
NORFOLK SOUTHERN RAILROAD  
BRIDGET BALDWIN  
PO BOX 532797  
ATLANTA, GA 30353

**COUNSEL TO DOUGHERTY FUNDING (PRE-PETITION LENDERS)**  
OPPENHEIMER WOLFF & DONNELLY  
STEVEN W MEYER  
45 S 7TH ST  
3300 PLAZA VII  
MINNEAPOLIS, MN 55402

**COUNSEL FOR PRE-PETITION LENDER & AGSTAR FINANCIAL SERVICES**  
PEPPER HAMILTON  
J GREGG MILLER  
3000 TWO LOGAN SQ  
18TH & ARCH STREETS  
PHILADELPHIA, PA 19103-2799

**REQUIRED DE PARTIES**  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS FRANCHISE  
TAX  
PO BOX 898  
DOVER, DE 19903

**REQUIRED DE PARTIES**  
SECURITIES & EXCHANGE COMMISSION  
ALLEN MAIZA  
3 WORLD FINANCIAL CTR RM 4300  
NEW YORK, NY 10281

**TOP 30**  
THE CIT GROUP CAPITAL FINANCE INC  
JEFF LYTLE  
PO BOX 4339 CHURCH ST STATION  
NEW YORK, NY 10261

**TOP 30**  
UTLX UNION TANK CAR  
DAVID MURAWSKI  
PO BOX 50245  
ST LOUIS, MO 63105

**INDENTURE TRUSTEE**  
WELLS FARGO BANK NA  
JIM BOERJAN VERASUN ADMINISTRATION  
6TH ST & MARQUETTE AVE  
MINNEAPOLIS, MN 55479

**COUNSEL FOR PRE-PETITION LENDER**  
WINSTON & STRAWN LLP  
WILLIAM BREWER & STEVEN SCHWARTZ  
200 PARK AVE  
NEW YORK, NY 10166

**COUNSEL FOR FIRST BANK OF OMAHA**  
(FIRST NATIONAL)  
BALLARD SPAHR ANDREWS & INGERSOLL  
TOBY DALUZ & LESLIE HEILMAN  
919 N MARKET ST 12TH FL  
WILMINGTON, DE 19801

**COUNSEL FOR WAYZATA OPPORTUNITIES  
FUND / TRILOGY PORTFOLIO / TRILOGY  
SPECIAL SITUATIONS / AIG GLOBAL  
INVESTMENTS**  
BAYARD PA  
NEIL GLASSMAN & JAMIE EDMONSON  
222 DELAWARE AVE STE 900  
WILMINGTON, DE 19801  
**INTERESTED PARTY**  
AIRGAS  
DAVID BOYLE  
259 RADNOR CHESTER RD STE 100  
PO BOX 6675  
RADNOR, PA 19087-8675

**COUNSEL FOR WELLS FARGO**  
REED SMITH  
RICHARD ROBINSON & KURT GWYNNE  
1201 N MARKET ST STE 1500  
WILMINGTON, DE 19801

**COUNSEL FOR CARGILL**  
FAEGRE & BENSON  
MICHAEL STEWART & ROBERT PARISH  
2200 WELLS FARGO CTR  
90 S 7TH ST  
MINNEAPOLIS, MN 55402-3901

**COUNSEL FOR BURLINGTON NORTHERN  
SANTA FE RAILWAY COMPANY**  
PEPPER HAMILTON  
EDWARD TOOLE & ANNE MARIE AARONSON  
3000 TWO LOGAN SQ  
18TH & ARCH STREETS  
PHILADELPHIA, PA 19103-2799

**US DOJ**  
DELAWARE DEPT OF JUSTICE  
ATTN BANKRUPTCY DEPT  
820 N FRENCH ST 5TH FL  
DIV OF SECURITIES  
WILMINGTON, DE 19801

**DEBTORS' TRANSFER AGENT**  
WELLS FARGO SHAREOWNER SERVICES  
MARTIN KNAPP  
161 N CONCORD EXCHANGE  
S SAINT PAUL, MN 55075

**COUNSEL TO IOWA CHICAGO & EASTER  
RAILROAD / DAKOTA MINNESOTA & EASTER  
CORPORATION**  
CUTLER & DONAHOE  
BRIAN DONAHOE  
100 N PHILLIPS AVE  
SIOUX FALLS, SD 57104

**COUNSEL TO TRI-COUNTY ELECTRIC CO**  
CONNOLLY BOVE LODGE & HUTZ  
JEFFREY WISLER & MARC PHILLIPS  
1007 N ORANGE ST THE NEMOURS BLDG  
PO BOX 2207  
WILMINGTON, DE 19899

**COUNSEL TO NORTH WEST RURAL  
ELECTRIC COOPERATIVE**  
BRADSHAW FOWLER PROCTOR &  
FAIRGRAVE  
DONALD NEIMAN  
801 GRAND AVE STE 3700  
DES MOINES, IA 50309-8004

**COUNSEL FOR WAYZATA OPPORTUNITIES  
FUND / TRILOGY PORTFOLIO / TRILOGY  
SPECIAL SITUATIONS / AIG GLOBAL  
INVESTMENTS**  
CALDWALADER WICKERSHAM & TAFT  
MARK ELLENBERG  
1201 F ST NW  
WASHINGTON, DC 20004

**COUNSEL FOR CIT RAIL**  
VEDDER PRICE  
MICHAEL SCHEIN  
1633 BROADWAY 47TH FL  
NEW YORK, NY 10019

**COUNSEL FOR WELLS FARGO**  
REED SMITH  
ERIC SCHAFFER  
435 SIXTH AVE  
PITTSBURGH, PA 15230-2009

**COUNSEL FOR CARGILL**  
ASHBY & GEDDES  
WILLIAM BOWDEN & AMANDA WINFREE  
500 DELAWARE AVE 8TH FL  
PO BOX 1150  
WILMINGTON, DE 19899

**COUNSEL FOR BURLINGTON NORTHERN  
SANTA FE RAILWAY COMPANY**  
BURLINGTON NORTHERN & SANTA FE RAIL  
CO  
PETER LEE SR GENERAL ATTORNEY  
2500 LEW MENK DR  
PO BOX 961039  
FT WORTH, TX 76161-0039  
**COUNSEL FOR CHS & PROVISTA  
RENEWABLE FUELS MARKETING**  
MORRIS JAMES  
STEPHEN MILLER & CARL KUNZ  
500 DELAWARE AVE STE 1500  
PO BOX 2306  
WILMINGTON, DE 19899-2306

**COUNSEL TO PRE-PETITION LENDER &  
AGSTAR FINANCIAL SERVICES**  
GRAY PLANT MOOTY  
PHILLIP BOHL & ADAM NATHE  
80 S 8TH ST  
500 IDS CTR  
MINNEAPOLIS, MN 55402

**COUNSEL TO UNION TANK CAR COMPANY**  
THOMPSON COBURN FAGEL HABER  
DENNIS QUAID & CLINTON HANSEN  
55 E MONROE 40TH FL  
CHICAGO, IL 60603

**COUNSEL TO FARM CREDIT BANK OF  
TEXAS**  
PACHULSKI STANG ZIEHL & JONES  
LAURA DAVIS JONES & CURTIS HEHN  
919 N MARKET ST 17TH FL  
PO BOX 8705  
WILMINGTON, DE 19801

**COUNSEL FOR TOWN OF LINDEN**  
MONTGOMERY MCCrackEN WALKER &  
RHODS  
DAVID HURST  
1105 N MARKET ST STE 1500  
WILMINGTON, DE 19801

**COUNSEL FOR AIRGAS & DUININCK /  
VALERO ENERGY CORP**  
SMITH KATZENSTEIN & FURLOW  
KATHLEEN MILLER  
800 DELAWARE AVE 7TH FL  
PO BOX 410 COURIER 19801  
WILMINGTON, DE 19899

**COUNSEL FOR CIT RAIL**  
MORRIS NICHOLS ARSHT & TUNNELL  
ROBERT DEHNEY & ANDREWS REMMING  
1201 N MARKET ST  
PO BOX 1347  
WILMINGTON, DE 19899-1347

**COUNSEL FOR LESAFFRE YEAST  
CORPORATION**  
POL SINELLI SHUGHART PC  
CHRISTOPHER WARD  
222 DELAWARE AVE STE 1101  
WILMINGTON, DE 19801

**COUNSEL FOR GENERAL ELECTRIC  
RAILCAR SERVICES**  
DILWORTH PAXSON  
MARTIN WEISS  
1500 MARKET ST STE 3500E  
PHILADELPHIA, PA 19102

**INTERESTED PARTY**  
WOODS FULLER SHULTZ & SMITH  
ROGER DAMGAARD  
300 S PHILLIPS AVE STE 300  
PO BOX 5027  
SIOUX FALLS, SD 57117-5027

**COUNSEL FOR UNION PACIFIC**  
ASHBY & GEDDES  
RICARDO PALACIO & GREGORY TAYLOR  
500 DELAWARE AVE 8TH FL  
PO BOX 1150  
WILMINGTON, DE 19899

**COUNSEL TO IOWA CHICAGO & EASTER  
RAILROAD / DAKOTA MINNESOTA & EASTEF  
CORPORATION**  
RICHARDS LAYTON & FINGER  
MICHAEL MERCHANT  
920 N KING ST  
ONE RODNEY SQ  
WILMINGTON, DE 19801

**COUNSEL TO TRI-COUNTY ELECTRIC CO**  
DYKEMA GOSSETT  
RONALD ROSE  
39577 WOODWARD AVE STE 300  
BLOOMFIELD HILLS, MI 48304-2820

**COUNSEL TO NORTH WEST RURAL  
ELECTRIC COOPERATIVE**  
MORRIS JAMES  
BRETT FALLON  
500 DELAWARE AVE STE 1500  
PO BOX 2306  
WILMINGTON, DE 19899-2306

**COUNSEL FOR TOWN OF LINDEN**  
ICE MILLER  
MARK BOGDANOWICZ  
ONE AMERICAN SQ STE 3100  
INDIANAPOLIS, IN 46282-0200

**COUNSEL FOR INTEGRYS ENERGY SERVICES**  
KOHNER MANN & KAILAS  
SAMUEL WISOTZKEY  
4650 N PORT WASHINGTON RD  
WASHINGTON BLDG BARNABAS BUSINESS  
CTR

MILWAUKEE, WI 53212-1059  
**TRUSTEE FOR UNSECURED NOTES /  
COMMITTEE OF UNSECURED CREDITORS**  
HSBC BANK USA NA  
ROBERT CONRAD VP  
452 5TH AVE  
CORPORATE TRUST & LOAN AGENCY  
NEW YORK, NY 10018

**INTERESTED PARTY**  
ROTHSCHILD INC  
NEIL AUGUSTINE  
1251 AVENUE OF THE AMERICAS 51ST FL  
NEW YORK, NY 10020

**COMMITTEE OF UNSECURED CREDITORS**  
HAAS TCM PROCESSING  
JAMES GUTKNECHT  
1646 W CHESTER PIKE STE 30 31  
W CHESTER, PA 19382

**INTERESTED PARTY**  
IBM CORPORATION  
BEVERLY SHIDELER  
TWO LINCOLN CTR  
OAKBROOK TERRACE, IL 60181

**COUNSEL FOR INDENTURE TRUSTEE FOR  
UNSECURED NOTES**  
KELLEY DRYE & WARREN LLP  
DAVID E RETTER & JASON R ADAMS  
101 PARK AVE  
NEW YORK, NY 10178

**COUNSEL FOR SHEETZ INC**  
DICKIE MCCAMEY & CHILCOTE  
SAMUEL R GREGO  
2 PPG PL STE 400  
PITTSBURGH, PA 15222

**COUNSEL FOR TRINITY**  
HAYNES & BOONE LLP  
ROBERT ALBERGOTTI & MARK ELMORE  
2323 VICTORY AVE STE 700  
DALLAS, TX 75219

**COUNSEL FOR NORFOLK**  
POTTER ANDERSON & CORROON  
THERESA V BROWN-EDWARDS  
1313 N MARKET ST HERCULES PLZ 6TH FL  
PO BOX 951  
WILMINGTON, DE 19801

**COUNSEL FOR AGSTAR FINANCIAL  
SERVICES**  
GRAY PLANT MOOTY  
JEFFREY PETERSON  
1010 W ST GERMAIN STE 500  
ST CLOUD, MN 56301

**COUNSEL FOR UBS AG STAMFORD BRANCH**  
DUANE MORRIS  
RICHARD RILEY  
1100 N MARKET ST STE 1200  
WILMINGTON, DE 19801

**COUNSEL FOR CSX TRANSPORTATION**  
MCGUIREWOODS LLP  
JOHN H MADDOCK III  
ONE JAMES CTR  
901 E CARY ST  
RICHMOND, VA 23219

**COMMITTEE OF UNSECURED CREDITORS  
CIT GROUP / EQUIPMENT FINANCING INC**  
CAROLINE ANN STEAD  
30 S WACKER DR 29TH FL  
CHICAGO, IL 60606

**COMMITTEE OF UNSECURED CREDITORS**  
CROWN IRON WORKS  
DOUGLAS OSTRICH  
2500 W COUNTY RD C  
ROSEVILLE, MN 55113

**INTERESTED PARTY**  
BNSF RAILWAY COMPANY  
QUINCY CHUMLEY  
2400 WESTERN CTR BLVD  
FORT WORTH, TX 76131

**COUNSEL FOR KINDER MORGAN  
INTERSTATE GAS TRANSMISSION**  
LOCKE LORD BISSELL & LIDDELL  
PATRICIA WILLIAMS PREWITT  
600 TRAVIS ST  
HOUSTON, TX 77002-3095

**COUNSEL FOR INNOVATIVE AG SOLUTIONS**  
NYEMASTER GOODE WEST ET AL  
JEFFREY W COURTER  
700 WALNUT ST STE 1600  
DES MOINES, IA 50309-3899

**COUNSEL FOR TRINITY**  
WOMBLE CARLYLE SANDRIDGE ET AL  
222 DELAWARE AVE STE 1501  
WILMINGTON, DE 19801

**COUNSEL FOR DUININCK**  
RAVICH MEYER KIRKMAN MCGRATH ET AL  
MICHAEL F MCGRATH  
80 S 8TH ST 4545 IDS CTR  
MINNEAPOLIS, MN 55402

**COUNSEL FOR SHELL**  
WHITEFORD TAYLOR PRESTON  
THOMAS FRANCELLA JR & MARGARET  
MANNING  
1220 N MARKET ST STE 608  
WILMINGTON, DE 19801

**TRUSTEE FOR SECURED NOTES**  
WELLS FARGO BANK NA  
THOMAS KORSMAN  
625 MARQUETTE AVE  
MAC N9311-110  
MINNEAPOLIS, MN 55479

**INTERESTED PARTY**  
AP SERVICES  
JAMES BONSALE  
2000 TOWN CTR STE 2400  
SOUTHFIELD, MI 48075

**COMMITTEE OF UNSECURED CREDITORS**  
TROTTER INCORPORATED  
JAMES TROTTER  
PO BOX 158  
ARCADIA, NE 68815

**COUNSEL FOR UNIVAR USA INC**  
KARR TUTTLE CAMPBELL  
MARRILEE MACLEAN  
1201 3RD AVE STE 2900  
SEATTLE, WA 98101

**INTERESTED PARTY**  
MCGGLADREY & PULLEN  
JOHN SCHULTE  
200 N PHILLIPS AVE STE 200  
SIOUX FALLS, SD 57104

**COUNSEL FOR SIOUX VALLEY ENERGY /  
SOUTHEASTERN ELECTRIC COOPERATIVE  
INC / MINNESOTA CENTRE LLC**  
LYNN JACKSON SHULTZ & LEBRUN  
DAVID L NADOLSKI  
141 N MAIN AVE STE 800  
PO BOX 1920  
SIOUX FALLS, SD 57101-3020

**COUNSEL FOR HAAS TCM PROCESSING**  
PEPPER HAMILTON  
BONNIE MACDOUGAL KISTLER  
3000 TWO LOGAN SQ  
EIGHTEENTH & ARCH STREETS  
PHILADELPHIA, PA 19103

**COUNSEL FOR DOUGHERTY FUNDING LLC**  
BLANK ROME LLP  
BONNIE GLANTZ FATELL  
1201 MARKET ST STE 800  
WILMINGTON, DE 19801

**COUNSEL FOR HENDRICKS FARMERS  
ELEVATOR ASSOCIATION**  
MASCHKA RIEDY & RIES  
CHARLES W RIES  
PO BOX 7  
MANKATO, MN 56001

**COUNSEL FOR SHELL**  
SUTHERLAND ASBILL & BRENNAN  
PAUL B TURNER  
2 HOUSTON CTR  
919 FANNIN STE 2200  
HOUSTON, TX 77010

**COUNSEL FOR SHELL  
SHELL OIL COMPANY  
JENNIFER M GORE  
909 FANNIN PLZ LEVEL 1  
HOUSTON, TX 77010**

**COUNSEL FOR VECTREN CORPORATION  
ZIEMER STAYMAN WEITZEL & SHOULDERS  
NICK CIRGNANO  
20 NW 1ST ST 9TH FL  
PO BOX 916  
VANSVILLE, IN 47706-0916**

**COUNSEL FOR MARAHON PETROLEUM  
COMPANY  
CROSS & SIMON  
MICHAEL J JOYCE  
913 N MARKET ST 11TH FL  
WILMINGTON, DE 19801**

**CO-COUNSEL FOR THE OFFICIAL  
COMMITTEE OF UNSECURED CREDITORS  
GREENBERG TAURIG  
D DETWEILER & S SELZER & D MELORO  
1007 N ORANGE ST STE 1200  
THE NEMOURS BLDG  
WILMINGTON, DE 19801**

**COUNSEL FOR WINBCO TANK COMPANY  
BROWN WINICK GRAVES GROSS ET AL  
BRADLEY R KRUSE  
666 GRAND AVE STE 2000  
DES MOINES, IA 50309-2510**

**COUNSEL FOR IBM CREDIT LLC  
IBM CREDIT LLC  
PAMELA WILCOX SPECIAL HANDLING  
GROUP  
4111 NORTHSIDE PKWY  
ATLANTA, GA 30327**

**INTERESTED PARTY  
THE BNY MELLON ASSET SERVICING  
SUSAN KARAFI  
525 WILLIAM PENN PL  
153 0300  
PITTSBURGH, PA 15259**

**COUNSEL FOR COMMONWEALTH OF  
PENNSYLVANIA  
OFFICE OF ATTORNEY GENERAL  
THOMAS W CORBETT JR  
21 S 12TH ST 3RD FL  
PHILADELPHIA, PA 19107-3603**

**COUNSEL FOR DEPARTMENT OF NATURAL  
RESOURCES  
ATTORNEY GENERALS OFFICE  
KIMBERLY MIDDENDORF  
445 MINNESOTA ST STE 900  
ST PAUL, MN 55101-2127**

**COUNSEL FOR FIRST BANK OF OMAHA  
(FIRST NATIONAL)  
KUTAK ROCK LLP  
THOMAS T ROUBIDOUX  
1650 FARNAM ST  
THE OMAHA BLDG  
OMAHA, NE 68102-2186**

**MISSOURI DEPT OF REVENUE  
MISSOURI DEPT OF REVENUE  
SHERYL MOREAU  
PO BOX 475 BANKRUPTCY UNIT  
JEFFERSON CITY, MO 65105-0475**

**COUNSEL FOR ANADARKO ENERGY  
SERVICES  
CAMPBELL & LEVINE  
MARK T HURFORD  
800 N KING ST STE 300  
WILMINGTON, DE 19801**

**COUNSEL FOR SECURED NOTEHOLDERS /  
WAYZATA OPPORTUNITIES FUND / TRILOGY  
PORTFOLIO / TRILOGY SPECIAL SITUATIONS  
/ AIG GLOBAL INVESTMENTS  
CADWALADER WICKERSHAM & TAFT LLP  
J DAVID LEAMON & JACK LUNDSTEDT JR  
ONE WORLD FINANCIAL CENTER  
NEW YORK, NY 10281**

**CO-COUNSEL FOR THE OFFICIAL  
COMMITTEE OF UNSECURED CREDITORS  
AKIN GUMP STRAUSS HAUER & FELD  
M STAMER & D BOTTER & S ROCHESTER  
ONE BRYANT PARK  
NEW YORK, NY 10036**

**COUNSEL FOR HAAS TCM PROCESSING  
PEPPER HAMILTON  
TIMOTHY ATKINS  
3000 TWO LOGAN SQ  
EIGHTEENTH & ARCH STREETS  
PHILADELPHIA, PA 19103**

**COUNSEL FOR LIBERTY MUTUAL  
INSURANCE COMPANY  
BIFFERATO GENTILOTTI LLC  
IAN CONNOR BIFFERATO & GARVAN  
MCDANIEL  
800 N KING ST PLZ LEVEL  
WILMINGTON, DE 19801**

**COUNSEL FOR AGSTAR FINANCIAL  
SERVICES  
LANDIS RATH & COBB LLP  
RICHARD S COBB & JAMES S GREEN & J  
LONDON ELLIS  
919 MARKET ST STE 1800  
WILMINGTON, DE 19801**

**COUNSEL FOR TOWN OF LINDEN  
WOMBLE CARLYLE SANDRIDGE ET AL  
MARK DEGROSSEILLIERS  
222 DELAWARE AVE 15TH FL  
WILMINGTON, DE 19801**

**COUNSEL FOR THE CITY OF LITCHFIELD  
CROSS & SIMON  
CHRISTOPHER P SIMON  
913 N MARKET ST 11TH FL  
PO BOX 1380  
WILMINGTON, DE 19801**

**COUNSEL FOR CHEVRON PRODUCTS  
COMPANY  
ROSENTHAL MONHAIT & GODDESS  
NORMAN M MONHAIT  
919 MARKET ST PO BOX 1070  
CITIZENS BANK CTR STE 1401  
WILMINGTON, DE 19899**

**COUNSEL FOR AGSTAR FINANCIAL  
SERVICES  
LATHAM & WATKINS  
JOSEF ATHANAS & CAROLINE RECKLER  
233 S WACKER DR  
SEARS TOWER STE 5800  
CHICAGO, IL 60606**

**COUNSEL FOR AVETINE RENEWABLE  
ENERGY INC  
WESTERVELT JOHNSON NICOLL & KELLER  
CHRISTOPHER A NICHOLS  
411 HAMILTON BLVD 14TH FL  
PEORIA, IL 61602**

**COUNSEL FOR CAT FINANCIAL  
BUCHANAN INGERSOLL & ROONEY  
PETER J DUHIG  
1001 WEST ST STE 1410  
THE BRANDYWINE BLDG  
WILMINGTON, DE 19801**

**COUNSEL FOR SOO LINE RAILROAD CO &  
FAGEN INC  
LEONARD STREET AND DEINARD  
ROBERT T KUGLER  
150 S FIFTH ST STE 2300  
MINNEAPOLIS, MN 55402**

**COUNSEL FOR HAAS TCM PROCESSING  
PEPPER HAMILTON  
JAMES CARIGNAN  
1313 MARKET ST PO BOX 1709  
HERCULES PLZ STE 5100  
WILMINGTON, DE 19899-1709**

**COUNSEL FOR LIBERTY MUTUAL  
INSURANCE COMPANY  
MANIER & HEROD  
S WILLIAMS & T PENNINGTON & J M FRANK  
ONE NASHVILLE PL STE 2200  
150 4TH AVE N  
NASHVILLE, TN 37219**

**COUNSEL FOR WINBCO TANK COMPANY  
BROWN WINICK GRAVES GROSS ET AL  
BRIAN P RICKERT  
666 GRAND AVE STE 2000  
DES MOINES, IA 50309-2510**

**COUNSEL FOR IRON MOUNTAIN  
BARTLETT HACKETT FEINBERG PC  
FRANK F MCGINN  
155 FEDERAL ST 9TH FL  
BOSTON, MA 02110**

**COUNSEL FOR THE CITY OF LITCHFIELD  
CROSS & SIMON  
KEVIN S MANN  
913 N MARKET ST 11TH FL  
PO BOX 1380  
WILMINGTON, DE 19801**

**COUNSEL FOR CHEVRON PRODUCTS  
COMPANY  
PILLSBURY WINTHROP SHAW PITTMAN LL  
RICHARD EPLING & KAREN DINE  
1540 BROADWAY  
NEW YORK, NY 10036**

**COUNSEL FOR CHEVRON PRODUCTS  
COMPANY**  
PILLSBURY WINTHROP SHAW PITTMAN LLP  
MARGOT ERLICH & ROGER ELDER  
1540 BROADWAY  
NEW YORK, NY 10036

**COUNSEL FOR VALERO ENERGY CORP**  
FULBRIGHT & JAWORSKI  
MICHAEL M PARKER  
300 CONVENT ST STE 2200  
SAN ANTONIO, TX 78205

**UNION PACIFIC**  
UNION PACIFIC  
PAUL HAMMES  
1400 DOUGLAS ST STOP 1310  
OMAHA, NE 68179-1310

**COUNSEL FOR ICM INC**  
FLEESON GOOING COULSON & KITCH LLC  
THOMAS J LASATER  
PO BOX 997  
WICHITA, KS 67201

**ATTORNEY GENERAL FOR THE STATE OF  
MICHIGAN**  
ATTORNEY GENERAL  
MICHAEL COX & WALDMEIR  
3030 W GRAND BLVD  
CADILLAC PL STE 10 200  
DETROIT, MI 48202

**COUNSEL TO FIRST INSURANCE FUNDING  
CORPORATION FIFC**  
SHAPIRO SHER GUINOT & SANDLER  
SCOTT W FOLEY  
36 S CHARLES ST 20TH FL  
BALTIMORE, MD 21201-3147

**COUNSEL TO FIRST INSURANCE FUNDING  
CORPORATION FIFC**  
ZUCKERMAN SPAEDER LLP  
THOMAS G MACAULEY  
919 MARKET ST STE 990  
WILMINGTON, DE 19899

**COUNSEL TO AXIS CAPITAL**  
MORRIS JAMES  
CARL KUNZ III & MICHAEL CUSTER  
500 DELAWARE AVE STE 1500  
PO BOX 2306  
WILMINGTON, DE 19899-2306

**COUNSEL TO WHITE COUNTY INDIANA**  
BARNES & THORNBURG LLP  
MICHAEL K MCCRORY  
11 S MERIDIAN ST  
INDIANAPOLIS, IN 46204

**INTERESTED PARTY**  
COMPUWEIGH  
50 MIDDLE QUARTER RD  
WOODBURY, CT 6798

**INTERESTED PARTY**  
DMG INC  
DBA MALLOY ELECTRIC & BEARING SUPPLY  
809 W RUSSELL ST  
SIOUX FALLS, SD 57104

**INTERESTED PARTY**  
DOYLE BECKER CONSTRUCTION  
DOYLE BECKER  
902 N BROADWAY AVE  
MARION, SD 57043

**COUNSEL FOR GATX CORP**  
GIBBONS PC  
WILLIAM R FIRTH III  
1000 N WEST ST STE 1200  
WILMINGTON, DE 19801

**COUNSEL FOR GATX CORP**  
GIBBONS PC  
KAREN A GIANNELLI  
ONE GATEWAY CTR  
NEWARK, NJ 07102-5310

**COUNSEL FOR NORTHERN BORDER  
PIPELINE COMPANY**  
MONZACK MERSKY MCLAUGHLIN &  
BROWDER  
BRIAN J MCLAUFHLIN  
1201 N ORANGE ST STE 400  
WILMINGTON, DE 19801

**COUNSEL FOR SHELL**  
SUTHERLAND ASBILL & BRENNAN  
MARK D SHERRILL  
1275 PENNSYLVANIA AVE NW  
WASHINGTON, DC 20004

**COUNSEL FOR NEXCOM NAVAL EXCHANGE  
SERVICE COMMAND**  
US DEPT OF JUSTICE  
MARY A SCHMERGEL  
1100 L ST NW RM 10022  
WASHINGTON, DC 20005

**COUNSEL FOR MICROSOFT CORPORATION**  
RIDDELL WILLIAMS PS  
J SHICKICH JR & H BRAMWELL MOHR  
1001 4TH AVE STE 4500  
SEATTLE, WA 98154

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

---

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

---

**AMENDED NOTICE OF MOTION FOR RELIEF FROM THE AUTOMATIC STAY**

The North Dakota Public Service Commission has filed a Motion for relief from the automatic stay under section 362 of Bankruptcy Code to pursue state court litigation against the Debtors to secure the North Dakota Public Service Commission's appointment as trustee against the surety on the public grain warehouseman's bond furnished by VeraSun Hankinson, LLC.

You are required to file a response to the attached motion on or before April 29, 2009, with the United States Bankruptcy Court for the District of Delaware, 824 Market Street, 3<sup>rd</sup> Floor, Wilmington, Delaware 19801. At the same time, you must also serve a copy of the response upon movant's attorney:

---

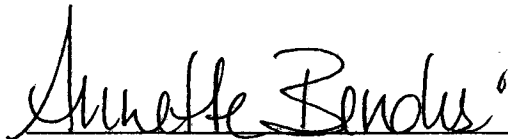
<sup>1</sup> The Debtors consist of: VeraSun Energy Corporation (EIN: 20-3430241); ASA Albion, LLC (EIN: 55-0907221); ASA Bloomingburg, LLC (EIN: 55-0907224); ASA Linden, LLC (EIN: 55-0907228); ASA OpCo Holdings, LLC (EIN: 68-0609122); US Bio Marion, LLC (EIN: 20-34377343); US BioEnergy Corporation (EIN: 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 (EIN: 20-5765890); VeraSun Fort Dodge, LLC (EIN: 42-1630527); VeraSun Granite City, LLC (EIN: 20-5909621); VeraSun Hankinson, LLC (EIN: 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 (EIN: 75-3204878); VeraSun Reynolds, LLC (EIN: 20-5914827); VeraSun Tilton, LLC (EIN: 26-1539139); VeraSun Welcome, LLC (EIN: 20-4115888); VeraSun Woodbury, LLC (EIN: 20-0647425).

Illona A. Jeffcoat-Sacco & Annette Bendish  
Special Assistant Attorneys General  
Public Service Commission  
State Capitol – 12<sup>th</sup> Floor  
600 E Boulevard Ave – Dept 408  
Bismarck, North Dakota 58505-0480

HEARING ON THE MOTION WILL BE HELD ON MAY 7, 2009 AT 10:00 A.M.  
(Eastern Daylight Time) before the Honorable Brendan L. Shannon, in the United States  
Bankruptcy Court for the District of Delaware, 824 Market Street, 6<sup>th</sup> Floor, Wilmington,  
Delaware 19801.

IF YOU FAIL TO RESPOND IN ACCORDANCE WITH THIS NOTICE, THE  
COURT MAY GRANT THE RELIEF DEMANDED BY THE MOTION WITHOUT  
FURTHER NOTICE OF HEARING.

Dated this 1<sup>st</sup> day of April 2009.



Illona A. Jeffcoat-Sacco (ID#03315)  
Annette Bendish (ID#05790)  
Special Assistant Attorneys General  
State Capitol – 12<sup>th</sup> Floor  
600 E Boulevard Ave – Dept 408  
Bismarck, North Dakota 58505-0480  
701-328-2400

Attorneys for the Public Service Commission

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

---

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

---

**MOTION FOR RELIEF FROM STAY**

The North Dakota Public Service Commission moves this Court for Relief from the automatic stay. The grounds supporting this motion are as follows:

1. On October 21, 2008 (the Petition Date), VeraSun Energy Corporation and 24 of its subsidiaries and affiliates (collectively, the Debtors), each filed a Petition for Reorganization under Chapter 11 of the United States Bankruptcy Code for the District of Delaware (the Bankruptcy Court). On November 3, 2008, this Court entered an order directing the joint administration of the Debtors' Chapter 11 Cases. Prior to filing its petition, VeraSun Hankinson, LLC (90-0287129), a subsidiary or affiliate of the Debtors operated as a licensed public grain warehouse in North Dakota under Chapter 60-02 of the North Dakota Century Code.

---

<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); VeraSun Woodbury, LLC (20-0647425).

2. By the provisions of 11 U.S.C. § 362, the commencement of actions or proceedings against the Debtors, with certain limited exceptions, are stayed.
3. VeraSun Hankinson, LLC furnished one grain elevator warehouse bond running to the State of North Dakota and executed by Liberty Mutual Insurance Company as surety, to the North Dakota Public Service Commission for the purpose of securing a license to operate as a public grain warehouseman in North Dakota. The penal sum of the bond is \$380,000.00.
4. Section 60-02-09 of the North Dakota Century Code provides that a public warehouseman's bond shall be conditioned 1) for the faithful performance of the licensee's duties as a public warehouse, 2) for compliance with the provisions of law and the rules of the commission relating to the storage and purchase of grain, and 3) for the specific purpose of protecting the holders of outstanding receipts from loss or damage by reason of violation of Chapter 60-04 and covering the costs incurred by the commission in the administration of Chapter 60-04 in the event of the licensee's insolvency.
5. The Debtor (VeraSun Hankinson, LLC) purchased grain, as defined in North Dakota Century Code Section 60-02-01(3) from producers and has failed to pay producers in full for the grain that was purchased.
6. There appears to be adequate bond coverage for persons who suffered loss or damage by reason of the Debtors' failure to faithfully perform its duties as a public grain warehouseman and comply with the provisions of the laws and rules relating to the purchase of grain in an insolvency proceeding.

7. Section 60-04-03 of the North Dakota Century Code, provides for the appointment of the Public Service Commission by the District Court, Southeast Judicial District, Wahpeton, North Dakota to act as trustee for the benefit of persons who suffer loss or damage by reason of a public grain warehouseman's failure to faithfully perform its duties as a grain buyer and comply with the provisions of the laws and rules relating to the purchase of grain in North Dakota. As trustee, the Public Service Commission is authorized to bring an action against the surety on the grain warehouseman's bond for loss or damages occurring by reason of the public grain warehouseman's failure to fulfill the conditions of the bond.

8. Recovery of proceeds by the Public Service Commission from the surety on the public grain warehouseman's bond on behalf of persons who suffered loss or damage by reason of Debtors' failure to faithfully perform its duties as a public grain warehouseman buyer and comply with the provisions of the laws and rules relating to the purchase of grain are believed to be sufficient to provide full protection to potential complaints as well as cover the costs incurred by the Public Service Commission in the administration of the licensee's insolvency.

9. The Public Service Commission's appointment as trustee under North Dakota law by the state District Court, Southeast Judicial District and the Commission's action against the surety on the public grain warehouseman's bond will not hinder, burden, delay, or be inconsistent with this proceeding.


10. Surety bonds given to secure a license from the State are not property of the estate because the debtor has no property interest in the bonds; rather, they are

essentially third-party beneficiary contracts. In the Matter of Buna Painting and Drywall Co., Inc., 503 F2d 618 (9th Cir. 1974).

11. Relief from the automatic stay for cause under 11 U.S.C. § 362(d) is warranted because the bond is payable only to the State of North Dakota and only for the protection of persons who sold grain to the Debtor. The bond is not necessary to an effective reorganization.

**WHEREFORE**, the Public Service Commission respectfully requests that this Court enter an Order terminating or modifying the stay afforded by 11 U.S.C. § 362 to permit the Public Service Commission to commence an action in state District Court, Southeast Judicial District against VeraSun Hankinson, LLC to secure the Commission's appointment as trustee for the benefit of persons who suffered loss or damage by reason of the Debtor's failure to faithfully perform its duties as a public grain warehouseman and comply with the provisions of the laws and rules relating to the purchase of grain, and to take all actions in accordance with North Dakota law including maintaining an action against the surety on the public grain warehouseman's bond furnished by VeraSun Hankinson, LLC.

Dated this 27<sup>th</sup> day of March, 2009.

  
Ilona A. Jeffcoat-Sacco (ID#03315)  
Annette Bendish (ID#05790)  
Special Assistant Attorneys General  
State Capitol – 12<sup>th</sup> Floor  
600 E Boulevard Ave – Dept 408  
Bismarck, North Dakota 58505-0480  
701-328-2400

Attorneys for the Public Service Commission

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  
 )  
-----

**AFFIDAVIT OF SERVICE**

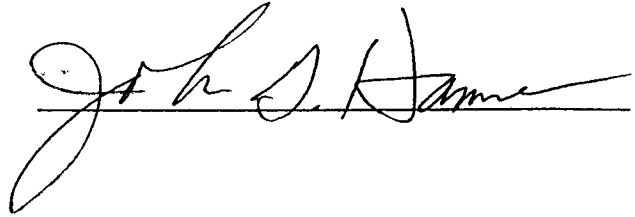
STATE OF NORTH DAKOTA )  
 ) SS  
BURLEIGH COUNTY )

**John G. Hamre** deposes and says that:

he is over the age of 18 years and not a party to this action and, on the 2<sup>nd</sup> day of **April, 2009**, he caused copies of the following documents to be served upon the attached service list via First-Class United States Mail:

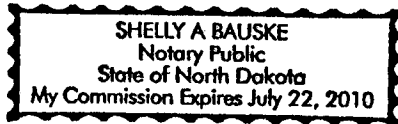
1. Notice of Appearance and Request for Service of Papers.
2. Motion for Relief From Stay.
3. Notice of Motion and Notice of Opportunity for Hearing on Motion for Relief From Stay.
4. Proposed Order Granting Relief From Stay.
5. Affidavit of Service.
6. Amended Affidavit of Service.
7. Motion and Order for Admission Pro Hac Vice, Certification by Counsel to be Admitted Pro Hac Vice, Proposed Order Granting Motion of Ilona A. Jeffcoat-Sacco.
8. Motion and Order for Admission Pro Hac Vice, Certification by Counsel to be Admitted Pro Hac Vice, Proposed Order Granting Motion and Certificate of Service of Annette Bendish.
9. Amended Notice of Motion for Relied From the Automatic Stay.
10. Affidavit of Service with attached service list.

Subscribed and sworn to before me  
this 2<sup>nd</sup> day of April, 2009.



*Shelly A Bauske*  
Notary Public

SEAL



<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); VeraSun Woodbury, LLC (20-0647425).

**TOP 30**  
A & B PROCESS SYSTEMS  
ALAN VERPLOEGH CEO  
201 S WISCONSIN N AVE  
STRATFORD, WI 54484

**REQUIRED DE PARTIES**  
ATTORNEY GENERALS OFFICE  
JOSEPH R BIDEN III  
820 N FRENCH ST 8TH FL  
CARVEL STATE OFFICE BLDG  
WILMINGTON, DE 19801

**TOP 30**  
BOSSelman ENERGY INC  
RON GOLKA CFO  
PO BOX 1567  
GRAND ISLAND, NE 68802-1597

**TOP 30**  
BOWEN ENGINEERING CORP  
SCOT EVANS SENIOR VP & CFO  
10315 ALLISONVILLE RD  
FISHERS, IN 46038

**TOP 30**  
BURLINGTON NORTHERN & SANTA FE RAIL  
CO  
TODD WHITMORE  
3110 SOLUTIONS CENTER  
CHICAGO, IL 60677

**COUNSEL FOR SECURED NOTEHOLDERS /  
WAYZATA OPPORTUNITIES FUND / TRILOGY  
PORTFOLIO / TRILOGY SPECIAL SITUATIONS  
/ AIG GLOBAL INVESTMENTS**  
CADWALADER WICKERSHAM & TAFT LLP  
GEORGE DAVIS  
ONE WORLD FINANCIAL CENTER  
NEW YORK, NY 10281

**TOP 30**  
CANADIAN PACIFIC RAILWAY  
BRENT DORNIAN  
PO BOX CM 9527  
ST PAUL, MN 55170

**TOP 30**  
CARGILL AG HORIZON  
MIKE ETZEL  
PO BOX 9300  
MINNEAPOLIS, MN 55440

**COUNSEL FOR PRE-PETITION LENDER**  
CHADBOURNE & PARK LLP  
HOWARD SEIFE & ANDREW ROSENBLATT  
30 ROCKEFELLER PLAZA  
NEW YORK, NY 10112

**COUNSEL FOR PRE-PETITION LENDER**  
CHADBOURNE & PARK LLP  
N THEODORE ZINK  
30 ROCKEFELLER PLAZA  
NEW YORK, NY 10112

**COUNSEL FOR PRE-PETITION LENDER**  
CHADBOURNE & PARK LLP  
ROHIT CHAUDHRY  
1200 NEW HAMPSHIRE AVE NW  
WASHINGTON, DC 20036

**TOP 30**  
CN RAILROAD  
STEVE GEHRT  
PO BOX 71578  
CHICAGO, IL 60694

**TOP 30**  
CONOCO PHILLIPS COMPANY  
SIGMUND L CORNELIUS SENIOR VP & CFO  
600 N DAIRY ASHFORD RD  
HOUSTON, TX 77079

**TOP 30**  
CROWN IRON WORKS COMPANY  
RALPH ROMANO VP FINANCE  
PO BOX 1364  
MINNEAPOLIS, MN 55440

**TOP 30**  
CSX TRANSPORTATION  
WAYNE FLYNN  
500 WATER ST 15TH FL  
JACKSONVILLE, FL 32202

**TOP 30**  
DAKOTA AG COOPERATIVE  
DENIIS NOVACEK  
5324 165TH AVE SE  
KINDRED, ND 58051

**COUNSEL TO DOUGHERTY FUNDING (PRE-  
PETITION LENDERS)**  
DAVID GALE  
45 S 7TH ST  
PLAZA VII STE 3300  
MINNEAPOLIS, MN 55402

**PRE-PETITION LENDER**  
DOUGHERTY FUNDING LLC  
EXECUTIVE VP & COO  
90 S SEVENTH ST STE 4300  
MINNEAPOLIS, MN 55402

**TOP 30**  
FAGEN INC  
JENNIFER A JOHNSON CFO  
501 WEST HWY 212  
PO BOX 159  
GRANITE FALLS, MN 56214

**PRE-PETITION LENDER**  
FIRST BANK & TRUST  
133 S MAIN  
PO BOX 1347  
SIOUX FALLS, SD 57104

**PRE-PETITION LENDER**  
FIRST BANK & TRUST  
LETTER OF CREDIT DEPARTMENT  
2220 6TH ST  
PO BOX 5057  
BROOKINGS, SD 57006

**TOP 30**  
FREMAR LLC  
MATT ASHTON  
PO BOX 357  
MARION, SD 57043

**TOP 30**  
GE RAILCAR SERVICES CORP  
DEIDRE ATKINS-JACKSON  
161 N CLARK ST 7TH FL  
CHICAGO, IL 60601

**COUNSEL TO PRE-PETITION LENDER**  
GRAY PLANT MOOTY  
PHILLIP L KUNKEL  
1010 W ST GERMAIN STE 500  
ST CLOUD, MN 56301

**TOP 30**  
HAAS TCM PROCESSING LLC  
THAD FORTIN CEO  
1646 WESTCHESTER PIKE  
WESTCHESTER, PA 19382

**TOP 30**  
ICM INC  
DAVE VANDER GRIEND CEO  
PO BOX 397  
COLWICH, KS 67030

**TOP 30**  
INNOVATIVE AG SERVICE  
JACK FRIEDMAN  
PO BOX 96  
MANCHESTER, IA 52057

**IRS**  
INTERNAL REVENUE SERVICE  
INSOLVENCY SECTION  
31 HOPKINS PLZ RM 1150  
BALTIMORE, MD 21201

**GOVERNMENT ENTITY**  
INTERNAL REVENUE SERVICE  
BANKRUPTCY DEPARTMENT  
1111 CONSTITUTION AVE NW  
WASHINGTON, DC 20224

**TOP 30**  
IOWA CHICAGO & EASTERN RR  
STEVE MILLIGAN  
140 N PHILLIPS AVE  
SIOUX FALLS, SD 57104

**TOP 30**  
JANS CORPORATION  
JOEL CHRISTENSEN  
300 N PHILLIPS AVE STE 201  
SIOUX FALLS, SD 57104

**TOP 30**  
NOVOZYMES NORTH AMERICA INC  
HENRIK GURTNER  
PO BOX 7247-7554  
PHILADELPHIA, PA 19170-7554

**COUNSEL FOR PRE-PETITION LENDER**  
PEPPER HAMILTON  
ANDREW LOGAN  
1313 MARKET ST PO BOX 1709  
HERCULES PLZ STE 5100  
WILMINGTON, DE 19899-1709

**TOP 30**  
RAIL WORKS INC  
MICHAEL MERMELSTEIN EXEC VP & CFO  
PO BOX 915216  
WASECA, TX 75391-5216

**REQUIRED DE PARTIES**  
SECRETARY OF TREASURY  
PO BOX 7040  
DOVER, DE 19903

**REQUIRED DE PARTIES**  
SECURITIES & EXCHANGE COMMISSION  
NATHAN FUCHS  
233 BROADWAY  
NEW YORK REGIONAL OFFICE  
NEW YORK, NY 10279

**TOP 30**  
TODD & SARGENT INC  
CLINT D STELLE VP SALES  
2905 SE 5TH ST  
AMES, IA 50010

**TOP 30**  
UNIVAR USA INC  
STEVE NIELSEN EXEC VP & CEO  
PO BOX 849027  
DALLAS, TX 75284

**COUNSEL FOR PRE-PETITION LENDER**  
WINSTON & STRAWN LLP  
BRIAN SWETT & PETER YOUNG  
35 W WACKER DR  
CHICAGO, IL 60601-9703

**INTERESTED PARTY**  
YOUNG CONAWAY STARGATT & TAYLOR LLP  
JOEL A WAITE  
1000 WEST ST 17TH FL  
THE BRANDYWINE BLDG PO BOX 391  
WILMINGTON, DE 19899-0391

**TOP 30**  
K SEA OPERATING  
GREG HASLINSKY  
ONE TOWER CTR BLVD 17TH FL  
EAST BRUNSWICK, NJ 08816

**REQUIRED DE PARTIES**  
OFFICE OF THE US TRUSTEE  
MARK KENNEY  
844 KING ST STE 2207  
LOCKBOX 35  
WILMINGTON, DE 19801

**COUNSEL FOR PRE-PETITION LENDER**  
PEPPER HAMILTON  
DAVID STRATTON & HENRY JAFFE  
1313 MARKET ST PO BOX 1709  
HERCULES PLZ STE 5100  
WILMINGTON, DE 19899-1709

**TOP 30**  
ROGNES BROS EXCAVATING INC  
HARVEY ROGNES  
115 N MILL ST  
LAKE MILLS, IA 50450

**REQUIRED DE PARTIES**  
SECURITIES & EXCHANGE COMMISSION  
HEADQUARTERS  
100 F STREET NE  
WASHINGTON, DC 20549

**REQUIRED DE PARTIES**  
SECURITIES & EXCHANGE COMMISSION  
15TH & PENNSYLVANIA AVE NW  
WASHINGTON, DC 20020

**TOP 30**  
TRIP RAIL LEASING  
ROGER WYNKOOP  
PO BOX 7777  
PHILADELPHIA, PA 19175

**REQUIRED DE PARTIES**  
US ATTORNEYS OFFICE  
ELLEN W SLIGHTS  
1007 N ORANGE ST STE 700  
PO BOX 2046  
WILMINGTON, DE 19899

**COUNSEL FOR PRE-PETITION LENDER**  
WINSTON & STRAWN LLP  
JOHN KALYVAS  
200 PARK AVE  
NEW YORK, NY 10166-4193

**COUNSEL FOR FIRST BANK OF OMAHA**  
(FIRST NATIONAL)  
WOODS & AITKEN  
JOSEPH BADAMI & JAMES OVERCASH  
301 S 13TH ST STE 500  
LINCOLN, NE 68508

**TOP 30**  
NORFOLK SOUTHERN RAILROAD  
BRIDGET BALDWIN  
PO BOX 532797  
ATLANTA, GA 30353

**COUNSEL TO DOUGHERTY FUNDING (PRE-PETITION LENDERS)**  
OPPENHEIMER WOLFF & DONNELLY  
STEVEN W MEYER  
45 S 7TH ST  
3300 PLAZA VII  
MINNEAPOLIS, MN 55402

**COUNSEL FOR PRE-PETITION LENDER & AGSTAR FINANCIAL SERVICES**  
PEPPER HAMILTON  
J GREGG MILLER  
3000 TWO LOGAN SQ  
18TH & ARCH STREETS  
PHILADELPHIA, PA 19103-2799

**REQUIRED DE PARTIES**  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS FRANCHISE  
TAX  
PO BOX 898  
DOVER, DE 19903

**REQUIRED DE PARTIES**  
SECURITIES & EXCHANGE COMMISSION  
ALLEN MAIZA  
3 WORLD FINANCIAL CTR RM 4300  
NEW YORK, NY 10281

**TOP 30**  
THE CIT GROUP CAPITAL FINANCE INC  
JEFF LYTLE  
PO BOX 4339 CHURCH ST STATION  
NEW YORK, NY 10261

**TOP 30**  
UTLX UNION TANK CAR  
DAVID MURAWSKI  
PO BOX 50245  
ST LOUIS, MO 63105

**INDENTURE TRUSTEE**  
WELLS FARGO BANK NA  
JIM BOERJAN VERASUN ADMINISTRATION  
6TH ST & MARQUETTE AVE  
MINNEAPOLIS, MN 55479

**COUNSEL FOR PRE-PETITION LENDER**  
WINSTON & STRAWN LLP  
WILLIAM BREWER & STEVEN SCHWARTZ  
200 PARK AVE  
NEW YORK, NY 10166

**COUNSEL FOR FIRST BANK OF OMAHA**  
(FIRST NATIONAL)  
BALLARD SPAHR ANDREWS & INGERSOLL  
TOBY DALUZ & LESLIE HEILMAN  
919 N MARKET ST 12TH FL  
WILMINGTON, DE 19801

**COUNSEL FOR WAYZATA OPPORTUNITIES  
FUND / TRILOGY PORTFOLIO / TRILOGY  
SPECIAL SITUATIONS / AIG GLOBAL  
INVESTMENTS**

**BAYARD PA  
NEIL GLASSMAN & JAMIE EDMONSON  
222 DELAWARE AVE STE 900  
WILMINGTON, DE 19801**

**INTERESTED PARTY  
AIRGAS  
DAVID BOYLE  
259 RADNOR CHESTER RD STE 100  
PO BOX 6675  
RADNOR, PA 19087-8675**

**COUNSEL FOR WELLS FARGO  
REED SMITH  
RICHARD ROBINSON & KURT GWYNNE  
1201 N MARKET ST STE 1500  
WILMINGTON, DE 19801**

**COUNSEL FOR CARGILL  
FAEGRE & BENSON  
MICHAEL STEWART & ROBERT PARISH  
2200 WELLS FARGO CTR  
90 S 7TH ST  
MINNEAPOLIS, MN 55402-3901**

**COUNSEL FOR BURLINGTON NORTHERN  
SANTA FE RAILWAY COMPANY  
PEPPER HAMILTON  
EDWARD TOOLE & ANNE MARIE AARONSON  
3000 TWO LOGAN SQ  
18TH & ARCH STREETS  
PHILADELPHIA, PA 19103-2799**

**US DOJ  
DELAWARE DEPT OF JUSTICE  
ATTN BANKRUPTCY DEPT  
820 N FRENCH ST 5TH FL  
DIV OF SECURITIES  
WILMINGTON, DE 19801**

**DEBTORS' TRANSFER AGENT  
WELLS FARGO SHAREOWNER SERVICES  
MARTIN KNAPP  
161 N CONCORD EXCHANGE  
S SAINT PAUL, MN 55075**

**COUNSEL TO IOWA CHICAGO & EASTER  
RAILROAD / DAKOTA MINNESOTA & EASTER  
CORPORATION  
CUTLER & DONAHOE  
BRIAN DONAHOE  
100 N PHILLIPS AVE  
SIOUX FALLS, SD 57104**

**COUNSEL TO TRI-COUNTY ELECTRIC CO  
CONNOLLY BOVE LODGE & HUTZ  
JEFFREY WISLER & MARC PHILLIPS  
1007 N ORANGE ST THE NEMOURS BLDG  
PO BOX 2207  
WILMINGTON, DE 19899**

**COUNSEL TO NORTH WEST RURAL  
ELECTRIC COOPERATIVE  
BRADSHAW FOWLER PROCTOR &  
FAIRGRAVE  
DONALD NEIMAN  
801 GRAND AVE STE 3700  
DES MOINES, IA 50309-8004**

**COUNSEL FOR WAYZATA OPPORTUNITIES  
FUND / TRILOGY PORTFOLIO / TRILOGY  
SPECIAL SITUATIONS / AIG GLOBAL  
INVESTMENTS**

**CALDWALADER WICKERSHAM & TAFT  
MARK ELLENBERG  
1201 F ST NW  
WASHINGTON, DC 20004**

**COUNSEL FOR CIT RAIL  
VEDDER PRICE  
MICHAEL SCHEIN  
1633 BROADWAY 47TH FL  
NEW YORK, NY 10019**

**COUNSEL FOR WELLS FARGO  
REED SMITH  
ERIC SCHAFER  
435 SIXTH AVE  
PITTSBURGH, PA 15230-2009**

**COUNSEL FOR CARGILL  
ASHBY & GEDDES  
WILLIAM BOWDEN & AMANDA WINFREE  
500 DELAWARE AVE 8TH FL  
PO BOX 1150  
WILMINGTON, DE 19899**

**COUNSEL FOR BURLINGTON NORTHERN  
SANTA FE RAILWAY COMPANY  
BURLINGTON NORTHERN & SANTA FE RAIL  
CO  
PETER LEE SR GENERAL ATTORNEY  
2500 LEW MENK DR  
PO BOX 961039  
FT WORTH, TX 76161-0039  
COUNSEL FOR CHS & PROVISTA  
RENEWABLE FUELS MARKETING  
MORRIS JAMES  
STEPHEN MILLER & CARL KUNZ  
500 DELAWARE AVE STE 1500  
PO BOX 2306  
WILMINGTON, DE 19899-2306**

**COUNSEL TO PRE-PETITION LENDER &  
AGSTAR FINANCIAL SERVICES  
GRAY PLANT MOOTY  
PHILLIP BOHL & ADAM NATHE  
80 S 8TH ST  
500 IDS CTR  
MINNEAPOLIS, MN 55402**

**COUNSEL TO UNION TANK CAR COMPANY  
THOMPSON COBURN FAGEL HABER  
DENNIS QUAID & CLINTON HANSEN  
55 E MONROE 40TH FL  
CHICAGO, IL 60603**

**COUNSEL TO FARM CREDIT BANK OF  
TEXAS  
PACHULSKI STANG ZIEHL & JONES  
LAURA DAVIS JONES & CURTIS HEHN  
919 N MARKET ST 17TH FL  
PO BOX 8705  
WILMINGTON, DE 19801**

**COUNSEL FOR TOWN OF LINDEN  
MONTGOMERY MCCracken WALKER &  
RHODES  
DAVID HURST  
1105 N MARKET ST STE 1500  
WILMINGTON, DE 19801**

**COUNSEL FOR AIRGAS & DUININCK /  
VALERO ENERGY CORP  
SMITH KATZENSTEIN & FURLOW  
KATHLEEN MILLER  
800 DELAWARE AVE 7TH FL  
PO BOX 410 COURIER 19801  
WILMINGTON, DE 19899**

**COUNSEL FOR CIT RAIL  
MORRIS NICHOLS ARSHT & TUNNELL  
ROBERT DEHNEY & ANDREWS REMMING  
1201 N MARKET ST  
PO BOX 1347  
WILMINGTON, DE 19899-1347**

**COUNSEL FOR LESAFFRE YEAST  
CORPORATION  
POLSINELLI SHUGHART PC  
CHRISTOPHER WARD  
222 DELAWARE AVE STE 1101  
WILMINGTON, DE 19801**

**COUNSEL FOR GENERAL ELECTRIC  
RAILCAR SERVICES  
DILWORTH PAXSON  
MARTIN WEISS  
1500 MARKET ST STE 3500E  
PHILADELPHIA, PA 19102**

**INTERESTED PARTY  
WOODS FULLER SHULTZ & SMITH  
ROGER DAMGAARD  
300 S PHILLIPS AVE STE 300  
PO BOX 5027  
SIOUX FALLS, SD 57117-5027**

**COUNSEL FOR UNION PACIFIC  
ASHBY & GEDDES  
RICARDO PALACIO & GREGORY TAYLOR  
500 DELAWARE AVE 8TH FL  
PO BOX 1150  
WILMINGTON, DE 19899**

**COUNSEL TO IOWA CHICAGO & EASTER  
RAILROAD / DAKOTA MINNESOTA & EASTER  
CORPORATION  
RICHARDS LAYTON & FINGER  
MICHAEL MERCHANT  
920 N KING ST  
ONE RODNEY SQ  
WILMINGTON, DE 19801**

**COUNSEL TO TRI-COUNTY ELECTRIC CO  
DYKEMA GOSSETT  
RONALD ROSE  
39577 WOODWARD AVE STE 300  
BLOOMFIELD HILLS, MI 48304-2820**

**COUNSEL TO NORTH WEST RURAL  
ELECTRIC COOPERATIVE  
MORRIS JAMES  
BRETT FALLON  
500 DELAWARE AVE STE 1500  
PO BOX 2306  
WILMINGTON, DE 19899-2306**

**COUNSEL FOR TOWN OF LINDEN  
ICE MILLER  
MARK BOGDANOWICZ  
ONE AMERICAN SQ STE 3100  
INDIANAPOLIS, IN 46282-0200**

**COUNSEL FOR INTEGRYS ENERGY SERVICES**  
KOHNER MANN & KAILAS  
SAMUEL WISOTZKEY  
4650 N PORT WASHINGTON RD  
WASHINGTON BLDG BARNABAS BUSINESS  
CTR  
MILWAUKEE, WI 53212-1059  
**TRUSTEE FOR UNSECURED NOTES /  
COMMITTEE OF UNSECURED CREDITORS**  
HSBC BANK USA NA  
ROBERT CONRAD VP  
452 5TH AVE  
CORPORATE TRUST & LOAN AGENCY  
NEW YORK, NY 10018

**COUNSEL FOR UBS AG STAMFORD BRANCH**  
DUANE MORRIS  
RICHARD RILEY  
1100 N MARKET ST STE 1200  
WILMINGTON, DE 19801

**TRUSTEE FOR SECURED NOTES**  
WELLS FARGO BANK NA  
THOMAS KORSMAN  
625 MARQUETTE AVE  
MAC N9311-110  
MINNEAPOLIS, MN 55479

**COUNSEL FOR CSX TRANSPORTATION**  
MCGUIREWOODS LLP  
JOHN H MADDOCK III  
ONE JAMES CTR  
901 E CARY ST  
RICHMOND, VA 23219

**INTERESTED PARTY**  
AP SERVICES  
JAMES BONSALE  
2000 TOWN CTR STE 2400  
SOUTHFIELD, MI 48075

**COMMITTEE OF UNSECURED CREDITORS**  
CIT GROUP / EQUIPMENT FINANCING INC  
CAROLINE ANN STEAD  
30 S WACKER DR 29TH FL  
CHICAGO, IL 60606

**COMMITTEE OF UNSECURED CREDITORS**  
TROTTER INCORPORATED  
JAMES TROTTER  
PO BOX 158  
ARCADIA, NE 68815

**INTERESTED PARTY**  
ROTHSCHILD INC  
NEIL AUGUSTINE  
1251 AVENUE OF THE AMERICAS 51ST FL  
NEW YORK, NY 10020

**COMMITTEE OF UNSECURED CREDITORS**  
HAAS TCM PROCESSING  
JAMES GUTKNECHT  
1646 W CHESTER PIKE STE 30 31  
W CHESTER, PA 19382

**COMMITTEE OF UNSECURED CREDITORS**  
CROWN IRON WORKS  
DOUGLAS OSTRICH  
2500 W COUNTY RD C  
ROSEVILLE, MN 55113

**COUNSEL FOR UNIVAR USA INC**  
KARR TUTTLE CAMPBELL  
MARRILEE MACLEAN  
1201 3RD AVE STE 2900  
SEATTLE, WA 98101

**INTERESTED PARTY**  
IBM CORPORATION  
BEVERLY SHIDELER  
TWO LINCOLN CTR  
OAKBROOK TERRACE, IL 60181

**INTERESTED PARTY**  
BNSF RAILWAY COMPANY  
QUINCY CHUMLEY  
2400 WESTERN CTR BLVD  
FORT WORTH, TX 76131

**INTERESTED PARTY**  
MCGLADREY & PULLEN  
JOHN SCHULTE  
200 N PHILLIPS AVE STE 200  
SIOUX FALLS, SD 57104

**COUNSEL FOR INDENTURE TRUSTEE FOR  
UNSECURED NOTES**  
KELLEY DRYE & WARREN LLP  
DAVID E RETTER & JASON R ADAMS  
101 PARK AVE  
NEW YORK, NY 10178

**COUNSEL FOR KINDER MORGAN  
INTERSTATE GAS TRANSMISSION**  
LOCKE LORD BISSELL & LIDDELL  
PATRICIA WILLIAMS PREWITT  
600 TRAVIS ST  
HOUSTON, TX 77002-3095

**COUNSEL FOR SIOUX VALLEY ENERGY /  
SOUTHEASTERN ELECTRIC COOPERATIVE  
INC / MINNESOTA CENTRE LLC**  
LYNN JACKSON SHULTZ & LEBRUN  
DAVID L NADOLSKI  
141 N MAIN AVE STE 800  
PO BOX 1920  
SIOUX FALLS, SD 57101-3020

**COUNSEL FOR SHEETZ INC**  
DICKIE MCCAMEY & CHILCOTE  
SAMUEL R GREGO  
2 PPG PL STE 400  
PITTSBURGH, PA 15222

**COUNSEL FOR INNOVATIVE AG SOLUTIONS**  
NYEMASTER GOODE WEST ET AL  
JEFFREY W COURTER  
700 WALNUT ST STE 1600  
DES MOINES, IA 50309-3899

**COUNSEL FOR HAAS TCM PROCESSING**  
PEPPER HAMILTON  
BONNIE MACDOUGAL KISTLER  
3000 TWO LOGAN SQ  
EIGHTEENTH & ARCH STREETS  
PHILADELPHIA, PA 19103

**COUNSEL FOR TRINITY**  
HAYNES & BOONE LLP  
ROBERT ALBERGOTTI & MARK ELMORE  
2323 VICTORY AVE STE 700  
DALLAS, TX 75219

**COUNSEL FOR TRINITY**  
WOMBLE CARLYLE SANDRIDGE ET AL  
222 DELAWARE AVE STE 1501  
WILMINGTON, DE 19801

**COUNSEL FOR DOUGHERTY FUNDING LLC**  
BLANK ROME LLP  
BONNIE GLANTZ FATELL  
1201 MARKET ST STE 800  
WILMINGTON, DE 19801

**COUNSEL FOR NORFOLK**  
POTTER ANDERSON & CORROON  
THERESA V BROWN-EDWARDS  
1313 N MARKET ST HERCULES PLZ 6TH FL  
PO BOX 951  
WILMINGTON, DE 19801

**COUNSEL FOR DUININCK**  
RAVICH MEYER KIRKMAN MCGRATH ET AL  
MICHAEL F MCGRATH  
80 S 8TH ST 4545 IDS CTR  
MINNEAPOLIS, MN 55402

**COUNSEL FOR HENDRICKS FARMERS  
ELEVATOR ASSOCIATION**  
MASCHKA RIEDY & RIES  
CHARLES W RIES  
PO BOX 7  
MANKATO, MN 56001

**COUNSEL FOR AGSTAR FINANCIAL  
SERVICES**  
GRAY PLANT MOOTY  
JEFFREY PETERSON  
1010 W ST GERMAIN STE 500  
ST CLOUD, MN 56301

**COUNSEL FOR SHELL**  
WHITEFORD TAYLOR PRESTON  
THOMAS FRANCELLA JR & MARGARET  
MANNING  
1220 N MARKET ST STE 608  
WILMINGTON, DE 19801

**COUNSEL FOR SHELL**  
SUTHERLAND ASBILL & BRENNAN  
PAUL B TURNER  
2 HOUSTON CTR  
919 FANNIN STE 2200  
HOUSTON, TX 77010

**COUNSEL FOR SHELL  
SHELL OIL COMPANY  
JENNIFER M GORE  
909 FANNIN PLZ LEVEL 1  
HOUSTON, TX 77010**

**MISSOURI DEPT OF REVENUE  
MISSOURI DEPT OF REVENUE  
SHERYL MOREAU  
PO BOX 475 BANKRUPTCY UNIT  
JEFFERSON CITY, MO 65105-0475**

**COUNSEL FOR AGSTAR FINANCIAL  
SERVICES  
LATHAM & WATKINS  
JOSEF ATHANAS & CAROLINE RECKLER  
233 S WACKER DR  
SEARS TOWER STE 5800  
CHICAGO, IL 60606**

**COUNSEL FOR VECTREN CORPORATION  
ZIEMER STAYMAN WEITZEL & SHOULDERS  
NICK CIRGNANO  
20 NW 1ST ST 9TH FL  
PO BOX 916  
VANSVILLE, IN 47706-0916**

**COUNSEL FOR ANADARKO ENERGY  
SERVICES  
CAMPBELL & LEVINE  
MARK T HURFORD  
800 N KING ST STE 300  
WILMINGTON, DE 19801**

**COUNSEL FOR AVETINE RENEWABLE  
ENERGY INC  
WESTERVELT JOHNSON NICOLL & KELLER  
CHRISTOPHER A NICHOLS  
411 HAMILTON BLVD 14TH FL  
PEORIA, IL 61602**

**COUNSEL FOR MARAHON PETROLEUM  
COMPANY  
CROSS & SIMON  
MICHAEL J JOYCE  
913 N MARKET ST 11TH FL  
WILMINGTON, DE 19801**

**COUNSEL FOR SECURED NOTEHOLDERS /  
WAYZATA OPPORTUNITIES FUND / TRILOGY  
PORTFOLIO / TRILOGY SPECIAL SITUATIONS  
/ AIG GLOBAL INVESTMENTS  
CADWALADER WICKERSHAM & TAFT LLP  
J DAVID LEAMON & JACK LUNDSTEDT JR  
ONE WORLD FINANCIAL CENTER  
NEW YORK, NY 10281**

**COUNSEL FOR CAT FINANCIAL  
BUCHANAN INGERSOLL & ROONEY  
PETER J DUHIG  
1001 WEST ST STE 1410  
THE BRANDYWINE BLDG  
WILMINGTON, DE 19801**

**CO-COUNSEL FOR THE OFFICIAL  
COMMITTEE OF UNSECURED CREDITORS  
GREENBERG TAURIG  
D DETWEILER & S SELZER & D MELORO  
1007 N ORANGE ST STE 1200  
THE NEMOURS BLDG  
WILMINGTON, DE 19801**

**CO-COUNSEL FOR THE OFFICIAL  
COMMITTEE OF UNSECURED CREDITORS  
AKIN GUMP STRAUSS HAUER & FELD  
M STAMER & D BOTTER & S ROCHESTER  
ONE BRYANT PARK  
NEW YORK, NY 10036**

**COUNSEL FOR SOO LINE RAILROAD CO &  
FAGEN INC  
LEONARD STREET AND DEINARD  
ROBERT T KUGLER  
150 S FIFTH ST STE 2300  
MINNEAPOLIS, MN 55402**

**COUNSEL FOR WINBCO TANK COMPANY  
BROWN WINICK GRAVES GROSS ET AL  
BRADLEY R KRUSE  
666 GRAND AVE STE 2000  
DES MOINES, IA 50309-2510**

**COUNSEL FOR HAAS TCM PROCESSING  
PEPPER HAMILTON  
TIMOTHY ATKINS  
3000 TWO LOGAN SQ  
EIGHTEENTH & ARCH STREETS  
PHILADELPHIA, PA 19103**

**COUNSEL FOR HAAS TCM PROCESSING  
PEPPER HAMILTON  
JAMES CARIGNAN  
1313 MARKET ST PO BOX 1709  
HERCULES PLZ STE 5100  
WILMINGTON, DE 19899-1709**

**COUNSEL FOR IBM CREDIT LLC  
IBM CREDIT LLC  
PAMELA WILCOX SPECIAL HANDLING  
GROUP  
4111 NORTHSIDE PKWY  
ATLANTA, GA 30327**

**COUNSEL FOR LIBERTY MUTUAL  
INSURANCE COMPANY  
BIFFERATO GENTILOTTI LLC  
IAN CONNOR BIFFERATO & GARVAN  
MCDANIEL  
800 N KING ST PLZ LEVEL  
WILMINGTON, DE 19801**

**COUNSEL FOR LIBERTY MUTUAL  
INSURANCE COMPANY  
MANIER & HEROD  
S WILLIAMS & T PENNINGTON & J M FRANKS  
ONE NASHVILLE PL STE 2200  
150 4TH AVE N  
NASHVILLE, TN 37219**

**INTERESTED PARTY  
THE BNY MELLON ASSET SERVICING  
SUSAN KARAFI  
525 WILLIAM PENN PL  
153 0300  
PITTSBURGH, PA 15259**

**COUNSEL FOR AGSTAR FINANCIAL  
SERVICES  
LANDIS RATH & COBB LLP  
RICHARD S COBB & JAMES S GREEN & J  
LONDON ELLIS  
919 MARKET ST STE 1800  
WILMINGTON, DE 19801**

**COUNSEL FOR WINBCO TANK COMPANY  
BROWN WINICK GRAVES GROSS ET AL  
BRIAN P RICKERT  
666 GRAND AVE STE 2000  
DES MOINES, IA 50309-2510**

**COUNSEL FOR COMMONWEALTH OF  
PENNSYLVANIA  
OFFICE OF ATTORNEY GENERAL  
THOMAS W CORBETT JR  
21 S 12TH ST 3RD FL  
PHILADELPHIA, PA 19107-3603**

**COUNSEL FOR TOWN OF LINDEN  
WOMBLE CARLYLE SANDRIDGE ET AL  
MARK DEGROSSEILLIERS  
222 DELAWARE AVE 15TH FL  
WILMINGTON, DE 19801**

**COUNSEL FOR IRON MOUNTAIN  
BARTLETT HACKETT FEINBERG PC  
FRANK F MCGINN  
155 FEDERAL ST 9TH FL  
BOSTON, MA 02110**

**COUNSEL FOR DEPARTMENT OF NATURAL  
RESOURCES  
ATTORNEY GENERALS OFFICE  
KIMBERLY MIDDENDORF  
445 MINNESOTA ST STE 900  
ST PAUL, MN 55101-2127**

**COUNSEL FOR THE CITY OF LITCHFIELD  
CROSS & SIMON  
CHRISTOPHER P SIMON  
913 N MARKET ST 11TH FL  
PO BOX 1380  
WILMINGTON, DE 19801**

**COUNSEL FOR THE CITY OF LITCHFIELD  
CROSS & SIMON  
KEVIN S MANN  
913 N MARKET ST 11TH FL  
PO BOX 1380  
WILMINGTON, DE 19801**

**COUNSEL FOR FIRST BANK OF OMAHA  
(FIRST NATIONAL)  
KUTAK ROCK LLP  
THOMAS T ROUBIDOUX  
1650 FARNAM ST  
THE OMAHA BLDG  
OMAHA, NE 68102-2186**

**COUNSEL FOR CHEVRON PRODUCTS  
COMPANY  
ROSENTHAL MONHAIT & GODDESS  
NORMAN M MONHAIT  
919 MARKET ST PO BOX 1070  
CITIZENS BANK CTR STE 1401  
WILMINGTON, DE 19899**

**COUNSEL FOR CHEVRON PRODUCTS  
COMPANY  
PILLSBURY WINTHROP SHAW PITTMAN LLP  
RICHARD EPLING & KAREN DINE  
1540 BROADWAY  
NEW YORK, NY 10036**

**COUNSEL FOR CHEVRON PRODUCTS  
COMPANY  
PILLSBURY WINTHROP SHAW PITTMAN LLP  
MARGOT ERLICH & ROGER ELDER  
1540 BROADWAY  
NEW YORK, NY 10036**

**COUNSEL FOR VALERO ENERGY CORP  
FULBRIGHT & JAWORSKI  
MICHAEL M PARKER  
300 CONVENT ST STE 2200  
SAN ANTONIO, TX 78205**

**UNION PACIFIC  
UNION PACIFIC  
PAUL HAMMES  
1400 DOUGLAS ST STOP 1310  
OMAHA, NE 68179-1310**

**COUNSEL FOR ICM INC  
FLEESON GOOING COULSON & KITCH LLC  
THOMAS J LASATER  
PO BOX 997  
WICHITA, KS 67201**

**ATTORNEY GENERAL FOR THE STATE OF  
MICHIGAN  
ATTORNEY GENERAL  
MICHAEL COX & WALDMEIR  
3030 W GRAND BLVD  
CADILLAC PL STE 10 200  
DETROIT, MI 48202**

**COUNSEL TO FIRST INSURANCE FUNDING  
CORPORATION FIFC  
SHAPIRO SHER GUINOT & SANDLER  
SCOTT W FOLEY  
36 S CHARLES ST 20TH FL  
BALTIMORE, MD 21201-3147**

**COUNSEL TO FIRST INSURANCE FUNDING  
CORPORATION FIFC  
ZUCKERMAN SPAEDER LLP  
THOMAS G MACAULEY  
919 MARKET ST STE 990  
WILMINGTON, DE 19899**

**COUNSEL TO AXIS CAPITAL  
MORRIS JAMES  
CARL KUNZ III & MICHAEL CUSTER  
500 DELAWARE AVE STE 1500  
PO BOX 2306  
WILMINGTON, DE 19899-2306**

**COUNSEL TO WHITE COUNTY INDIANA  
BARNES & THORNBURG LLP  
MICHAEL K MCCRORY  
11 S MERIDIAN ST  
INDIANAPOLIS, IN 46204**

**INTERESTED PARTY  
COMPUWEIGH  
50 MIDDLE QUARTER RD  
WOODBURY, CT 6798**

**INTERESTED PARTY  
DMG INC  
DBA MALLOY ELECTRIC & BEARING SUPPLY  
809 W RUSSELL ST  
SIOUX FALLS, SD 57104**

**INTERESTED PARTY  
DOYLE BECKER CONSTRUCTION  
DOYLE BECKER  
902 N BROADWAY AVE  
MARION, SD 57043**

**COUNSEL FOR GATX CORP  
GIBBONS PC  
WILLIAM R FIRTH III  
1000 N WEST ST STE 1200  
WILMINGTON, DE 19801**

**COUNSEL FOR GATX CORP  
GIBBONS PC  
KAREN A GIANNELLI  
ONE GATEWAY CTR  
NEWARK, NJ 07102-5310**

**COUNSEL FOR NORTHERN BORDER  
PIPELINE COMPANY  
MONZACK MERSKY MCLAUGHLIN &  
BROWDER  
BRIAN J MCLAUFHLIN  
1201 N ORANGE ST STE 400  
WILMINGTON, DE 19801**

**COUNSEL FOR SHELL  
SUTHERLAND ASBILL & BRENNAN  
MARK D SHERRILL  
1275 PENNSYLVANIA AVE NW  
WASHINGTON, DC 20004**

**COUNSEL FOR NEXCOM NAVAL EXCHANGE  
SERVICE COMMAND  
US DEPT OF JUSTICE  
MARY A SCHMERGEL  
1100 L ST NW RM 10022  
WASHINGTON, DC 20005**

**COUNSEL FOR MICROSOFT CORPORATION  
RIDDELL WILLIAMS PS  
J SHICKICH JR & H BRAMWELL MOHR  
1001 4TH AVE STE 4500  
SEATTLE, WA 98154**