

United States Bankruptcy Court District of Delaware	Voluntary Petition
--	---------------------------

Name of Debtor (if individual, enter Last, First, Middle): VeraSun Energy Corporation	Name of Joint Debtor (Spouse) (Last, First, Middle):
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names):	All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all): 20-3430241	Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all):
Street Address of Debtor (No. and Street, City, and State): 110 N. Minnesota Ave., Suite 300 Sioux Falls, SD <div style="text-align: right; border: 1px solid black; padding: 2px;">ZIP CODE 57104</div>	Street Address of Joint Debtor (No. and Street, City, and State): <div style="text-align: right; border: 1px solid black; padding: 2px;">ZIP CODE</div>
County of Residence or of the Principal Place of Business: Minnehaha County	County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address): <div style="text-align: right; border: 1px solid black; padding: 2px;">ZIP CODE</div>	Mailing Address of Joint Debtor (if different from street address): <div style="text-align: right; border: 1px solid black; padding: 2px;">ZIP CODE</div>

Location of Principal Assets of Business Debtor (if different from street address above):

ZIP CODE

Type of Debtor (Form of Organization) (Check one box.) <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)	Nature of Business (Check one box.) <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other Tax-Exempt Entity (Check box, if applicable.) <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).	Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box.) <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding Nature of Debts (Check one box.) <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.
--	--	---

Filing Fee (Check one box.) <input checked="" type="checkbox"/> Full Filing Fee attached. <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.	Chapter 11 Debtors Check one box: <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check if: <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,190,000. Check all applicable boxes: <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
--	---

Statistical/Administrative Information <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors. Estimated Number of Creditors <input type="checkbox"/> 1-49 <input type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input type="checkbox"/> 200-999 <input checked="" type="checkbox"/> 1,000-5,000 <input type="checkbox"/> 5,001-10,000 <input type="checkbox"/> 10,001-25,000 <input type="checkbox"/> 25,001-50,000 <input type="checkbox"/> 50,001-100,000 <input type="checkbox"/> Over 100,000 Estimated Assets <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input checked="" type="checkbox"/> More than \$1 billion Estimated Liabilities <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input checked="" type="checkbox"/> More than \$1 billion	THIS SPACE IS FOR COURT USE ONLY
--	---

Voluntary Petition <i>(This page must be completed and filed in every case.)</i>		Name of Debtor(s): VeraSun Energy Corporation	
All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet.)			
Location Where Filed:	Case Number:	Date Filed:	
Location Where Filed:	Case Number:	Date Filed:	
Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet.)			
Name of Debtor: See Attached Annex A	Case Number:	Date Filed:	
District: District of Delaware	Relationship:	Judge:	
<p style="text-align: center;">Exhibit A</p> <p>(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)</p> <p><input checked="" type="checkbox"/> Exhibit A is attached and made a part of this petition.</p>		<p style="text-align: center;">Exhibit B</p> <p>(To be completed if debtor is an individual whose debts are primarily consumer debts.)</p> <p>I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I have delivered to the debtor the notice required by 11 U.S.C. § 342(b).</p> <p>X _____ Signature of Attorney for Debtor(s) (Date)</p>	
Exhibit C			
Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?			
<input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition.			
<input checked="" type="checkbox"/> No.			
Exhibit D			
(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)			
<input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition.			
If this is a joint petition:			
<input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.			
Information Regarding the Debtor - Venue (Check any applicable box.)			
<input type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.			
<input checked="" type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.			
<input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.			
Certification by a Debtor Who Resides as a Tenant of Residential Property (Check all applicable boxes.)			
<input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)			

(Name of landlord that obtained judgment)			

(Address of landlord)			
<input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and			
<input type="checkbox"/> Debtor has included with this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.			
<input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).			

Voluntary Petition
(This page must be completed and filed in every case.)

Name of Debtor(s):
VeraSun Energy Corporation

Signatures

Signature(s) of Debtor(s) (Individual/Joint)

I declare under penalty of perjury that the information provided in this petition is true and correct.

[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.

[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b).

I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X _____
Signature of Debtor

X _____
Signature of Joint Debtor

Telephone Number (if not represented by attorney)

Date

Signature of a Foreign Representative

I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.

(Check only one box.)

I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached.

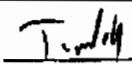
Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.

X _____
(Signature of Foreign Representative)

(Printed Name of Foreign Representative)

Date

Signature of Attorney*

X  _____

Signature of Attorney for Debtor(s)

Timothy R. Pohl

Printed Name of Attorney for Debtor(s)

Skadden Arps Slate Meagher & Flom LLP

Firm Name

333 W. Wacker Drive, Chicago, IL 60606

Address

Mark S. Chehi /s/ Mark S. Chehi

Skadden Arps Slate Meagher & Flom LLP

One Rodney Square, Wilmington, DE 19801

Telephone (302) 651-3000

Date: 10/31/2008

Signature of Non-Attorney Bankruptcy Petition Preparer

I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.

Printed Name and title, if any, of Bankruptcy Petition Preparer

Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social-Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)

Address

X _____

Date

Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social-Security number is provided above.

Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual.

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.

Signature of Debtor (Corporation/Partnership)

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

The debtor requests the relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X  _____
Signature of Authorized Individual

Danny Herron

Printed Name of Authorized Individual

President and Chief Financial Officer

Title of Authorized Individual

10/31/2008

Date

ANNEX A – AFFILIATED DEBTORS

On the date hereof, the following affiliated entities, including the Debtor, filed petitions for relief under chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the District of Delaware:

1. VeraSun Energy Corporation
2. ASA Abion, LLC
3. ASA Bloomingburg, LLC
4. ASA Linden, LLC
5. ASA OpCo Holdings, LLC
6. US Bio Marion, LLC
7. US BioEnergy Corporation
8. VeraSun Albert City, LLC
9. VeraSun Aurora Corporation
10. VeraSun BioDiesel, LLC
11. VeraSun Central City, LLC
12. VeraSun Charles City, LLC
13. VeraSun Dyersville, LLC
14. VeraSun Fort Dodge, LLC
15. VeraSun Granite City, LLC
16. VeraSun Hankinson, LLC
17. VeraSun Hartley, LLC
18. VeraSun Janesville, LLC
19. VeraSun Litchfield, LLC
20. VeraSun Marketing, LLC

21. VeraSun Ord, LLC
22. VeraSun Reynolds, LLC
23. VeraSun Tilton, LLC
24. VeraSun Welcome, LLC
25. VeraSun Woodbury, LLC

[If debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11 of the Bankruptcy Code, this Exhibit "A" shall be completed and attached to the petition.]

UNITED STATES BANKRUPTCY COURT

_____ District of _____

In re _____,) Case No. _____
Debtor)
)
) Chapter 11

EXHIBIT "A" TO VOLUNTARY PETITION

1. If any of the debtor's securities are registered under Section 12 of the Securities Exchange Act of 1934, the SEC file number is _____.

2. The following financial data is the latest available information and refers to the debtor's condition on _____.

a. Total assets* \$ _____
b. Total debts (including debts listed in 2.c., below)* \$ _____

c. Debt securities held by more than 500 holders:			Approximate number of holders:	
secured <input type="checkbox"/>	unsecured <input type="checkbox"/>	subordinated <input type="checkbox"/>	\$ _____	_____
secured <input type="checkbox"/>	unsecured <input type="checkbox"/>	subordinated <input type="checkbox"/>	\$ _____	_____
secured <input type="checkbox"/>	unsecured <input type="checkbox"/>	subordinated <input type="checkbox"/>	\$ _____	_____
secured <input type="checkbox"/>	unsecured <input type="checkbox"/>	subordinated <input type="checkbox"/>	\$ _____	_____
secured <input type="checkbox"/>	unsecured <input type="checkbox"/>	subordinated <input type="checkbox"/>	\$ _____	_____

d. Number of shares of preferred stock _____
e. Number of shares common stock _____

Comments, if any: _____

3. Brief description of debtor's business: _____

4. List the names of any person who directly or indirectly owns, controls, or holds, with power to vote, 5% or more of the voting securities of debtor: _____

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

In re:)	Case No. 08-_____ (____)
)	
VERASUN ENERGY CORPORATION, <u>et al.</u> ,)	<i>Chapter 11</i>
)	
Debtors. ¹)	Joint Administration Pending
)	

**CONSOLIDATED LIST OF CREDITORS HOLDING
30 LARGEST UNSECURED CLAIMS**

This list contains creditors holding the 30 largest unsecured claims against the above-captioned debtors (the "Debtors") as of approximately October 29, 2008. This list has been prepared on a consolidated basis, based upon the books and records of the Debtors that have commenced chapter 11 cases in this Court. The Debtors believe that this list is representative of the 30 largest creditors in each of the affiliated cases. The information presented in the list shall not constitute an admission by, nor is it binding on, the Debtors.

The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 case. The list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101, or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 30 largest unsecured claims.

(1) NAME OF CREDITOR AND COMPLETE MAILING ADDRESS INCLUDING ZIP CODE	(2) NAME, TELEPHONE NUMBER AND COMPLETE MAILING ADDRESS INCLUDING ZIP CODE, OF EMPLOYEE, AGENT, DEPARTMENT OF CREDITOR FAMILIAR WITH CLAIM	(3) NATURE OF CLAIM (trade debt, bank loan, government contract, etc.)	(4) C U D S ¹	(5) AMOUNT OF CLAIM (if secured also state value of security)
WELLS FARGO BANK, NA AS INDENTURED TRUSTEE FOR THE 9 3/8% SENIOR NOTES DUE 2017	ATTN: JIM BOERJAN SIXTH ST & MARQUETTE AVENUE MINNEAPOLIS, MN 55479	BOND DEBT		\$447,445,000

¹ The Debtors consist of: VeraSun Energy Corporation (EIN: 20-3430241); 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).

(1) NAME OF CREDITOR AND COMPLETE MAILING ADDRESS INCLUDING ZIP CODE	(2) NAME, TELEPHONE NUMBER AND COMPLETE MAILING ADDRESS INCLUDING ZIP CODE, OF EMPLOYEE, AGENT, DEPARTMENT OF CREDITOR FAMILIAR WITH CLAIM	(3) NATURE OF CLAIM (trade debt, bank loan, government contract, etc.)	(4) C U D S ¹	(5) AMOUNT OF CLAIM (if secured also state value of security)
FAGEN, INC.	ATTN: JENNIFER A. JOHNSON, CHIEF FINANCIAL OFFICER 501 WEST HWY 212 P.O. BOX 159 GRANITE FALLS, MN 56214 FAX: 320-564-3278	TRADE DEBT		\$16,596,958
CARGILL AG HORIZON	ATTN: MIKE ETZEL P.O. BOX 9300 MINNEAPOLIS, MN 55440 FAX: 952-984-8715	TRADE DEBT		\$12,920,870
HAAS TCM PROCESSING LLC	ATTN: THAD FORTIN, CHIEF EXECUTIVE OFFICER 1646 WESTCHESTER PIKE WESTCHESTER, PA 19382 FAX: 610-436-9076	TRADE DEBT		\$5,440,599
UNION PACIFIC RAILROAD	ATTN: DAVID MURAWSKI P.O. BOX 50245 ST. LOUIS, MO 63105	TRADE DEBT		\$5,254,153
CROWN IRON WORKS COMPANY	ATTN: RALPH ROMANO, VICE PRESIDENT OF FINANCE PO BOX 1364 MINNEAPOLIS, MN 55440 FAX: 561-639-8051	TRADE DEBT		\$2,760,900
NORFOLK SOUTHERN RAILROAD	ATTN: BRIDGET BALDWIN P.O. BOX 532797 ATLANTA, GA 30353	TRADE DEBT		\$2,507,668
CSX TRANSPORTATION	ATTN: WAYNE FLYNN 500 WATER STREET, 15 TH FLOOR JACKSONVILLE, FL 32202 FAX: 904-359-2459	TRADE DEBT		\$2,264,181
THE CITGROUP/ CAPITAL FINANCE INC.	ATTN: JEFF LYTLE P.O. BOX 4339 CHURCH ST STATION NEW YORK, NY 10261	TRADE DEBT		\$2,186,102
ICM INC	ATTN: DAVE VANDER, CHIEF EXECUTIVE OFFICER P.O BOX 397 COLWICH, KS 67030 FAX: 316-796-0570	TRADE DEBT		\$2,139,630

(1) NAME OF CREDITOR AND COMPLETE MAILING ADDRESS INCLUDING ZIP CODE	(2) NAME, TELEPHONE NUMBER AND COMPLETE MAILING ADDRESS INCLUDING ZIP CODE, OF EMPLOYEE, AGENT, DEPARTMENT OF CREDITOR FAMILIAR WITH CLAIM	(3) NATURE OF CLAIM (trade debt, bank loan, government contract, etc.)	(4) C U D S ¹	(5) AMOUNT OF CLAIM (if secured also state value of security)
FREMAR LLC	ATTN: MATT ASHTON P.O. BOX 357 MARION, SD 57043 FAX: 605-648-3943	TRADE DEBT		\$2,068,301
BURLINGTON, NORTHERN AND SANTA FE RAIL COMPANY	ATTN: TODD WHITMORE 3110 SOLUTIONS CENTER CHICAGO, IL 60677 FAX: 817-333-2377	TRADE DEBT		\$2,027,515
TODD & SARGENT, INC	ATTN: CLINT D. STELLE, VICE PRESIDENT OF SALES 2905 SE 5 TH STREET AMES, IA 50010 FAX: 515-232-0682	TRADE DEBT		\$1,981,086
CONOCO PHILLIPS COMPANY	ATTN: SIGMUND L. CORNELIUS, SENIOR VICE PRESIDENT 600 N. DAIRY ASHFORD RD. HOUSTON, TX 77079 FAX: 281-293-1440	TRADE DEBT		\$1,914,591
UNIVAR USA, INC.	ATTN: STEVE NIELSEN, CHIEF EXECUTIVE OFFICER & EXECUTIVE VICE PRESIDENT P.O. BOX 849027 DALLAS, TX 75284 FAX: 214-503-7903	TRADE DEBT		\$1,799,424
DAKOTA AG COOPERATIVE	ATTN: DENNIS NOVACEK 5324 165TH AVE SE KINDRED, ND 58051 FAX: 701-428-3137	TRADE DEBT		\$1,704,621
TRIP RAIL LEASING	ATTN: ROGER WYNKOOP P.O. BOX 7777 PHILADELPHIA, PA 19175	TRADE DEBT		\$1,694,206
CN RAILROAD	ATTN: STEVE GEHRT PO BOX 71578. CHICAGO, IL 60694	TRADE DEBT		\$1,592,289
JANS CORPORATION	ATTN: JOEL CHRISTENSEN 300 N. PHILLIPS AVE STE 201 SIOUX FALLS, SD 57104 FAX: 605-331-5821	TRADE DEBT		\$1,537,131

(1) NAME OF CREDITOR AND COMPLETE MAILING ADDRESS INCLUDING ZIP CODE	(2) NAME, TELEPHONE NUMBER AND COMPLETE MAILING ADDRESS INCLUDING ZIP CODE, OF EMPLOYEE, AGENT, DEPARTMENT OF CREDITOR FAMILIAR WITH CLAIM	(3) NATURE OF CLAIM (trade debt, bank loan, government contract, etc.)	(4) C U D S ¹	(5) AMOUNT OF CLAIM (if secured also state value of security)
INNOVATIVE AG SERVICES	ATTN: JACK FRIEDMAN P.O. BOX 96 MANCHESTER, IA 52057	TRADE DEBT		\$1,328,850
NOVOZYMES NORTH AMERICA INC.	ATTN: HENRIK GURTNER PO BOX 7247-7554 PHILADELPHIA, PA 19170	TRADE DEBT		\$1,151,371
K SEA OPERATING	ATTN: GREG HASLINSKY ONE TOWER CENTER BLVD 17 TH FLOOR EAST BRUNSWICK, NJ 08816 FAX: 732-339-6140	TRADE DEBT		\$900,278
A&B PROCESS SYSTEMS	ATTN: ALAN VERPLOEGH, CHIEF EXECUTIVE OFFICER 201 S. WISCONSIN AVENUE STRATFORD, WI 55484 FAX: 715-687-3225	TRADE DEBT		\$844,207
GE RAILCAR SERVICES CORPORATION	ATTN: JODY CHISHOLM P.O. BOX 74699 CHICAGO, IL 60675 FAX: 312-853-5422	TRADE DEBT		\$834,054
BOWEN ENGINEERING CORPORATION	ATTN: SCOT EVANS, CHIEF FINANCIAL OFFICER & SENIOR VICE PRESIDENT 10315 ALLISONVILLE ROAD FISHERS, IN 46038 FAX: 317-841-4257	TRADE DEBT		\$741,625
ROGNES BROS EXCAVATING INC.	ATTN: HARVEY ROGNES 115 N. MILL STREET LAKE MILLS, IA 50450	TRADE DEBT		\$702,601
IOWA CHICAGO & EASTERN RR	ATTN: JOHN BROOKS SIOUX FALLS, SD 57101 FAX: 605-782-1299	TRADE DEBT		\$684,141
CANADIAN PACIFIC RAILWAY	ATTN: BRENT DORNAN PO BOX CM-9527 ST. PAUL, MN 55170	TRADE DEBT		\$661,759
BOSELNMAN ENERGY INC.	ATTN: RON GOLKA, CHIEF FINANCIAL OFFICER P.O. BOX 1567 GRAND ISLAND, NE 68802 FAX: 308-382-1160	TRADE DEBT		\$637,099

(1) NAME OF CREDITOR AND COMPLETE MAILING ADDRESS INCLUDING ZIP CODE	(2) NAME, TELEPHONE NUMBER AND COMPLETE MAILING ADDRESS INCLUDING ZIP CODE, OF EMPLOYEE, AGENT, DEPARTMENT OF CREDITOR FAMILIAR WITH CLAIM	(3) NATURE OF CLAIM (trade debt, bank loan, government contract, etc.)	(4) C U D S ¹	(5) AMOUNT OF CLAIM (if secured also state value of security)
RAILWORKS, INC.	ATTN: MICHAEL MERMELSTEIN, CHIEF FINANCIAL OFFICER & EXECUTIVE VICE PRESIDENT P.O. BOX 915216 WASECA, TX 75391	TRADE DEBT		\$626,442

**DECLARATION UNDER PENALTY OF PERJURY
ON BEHALF OF A CORPORATION OR PARTNERSHIP**

I, Danny Herron, President and Chief Financial Officer, declare under penalty of perjury that I have read the foregoing list and that it is true and correct to the best of my information and relief.

Date October 31, 2008

/s/ Danny Herron _____
Danny Herron
President and Chief Financial Officer

**CERTIFICATE AS TO RESOLUTIONS
ADOPTED BY THE BOARD OF DIRECTORS OF
VERASUN ENERGY CORPORATION**

The undersigned, Mark D. Dickey, being the duly appointed Senior Vice President, General Counsel and Corporate Secretary of VeraSun Energy Corporation, a South Dakota corporation (the "Company"), does hereby certify that the following resolutions were duly adopted by the Board of Directors of the Company (the "Board") at a special meeting of the Board held on October 31, 2008, and that such resolutions have not been amended or rescinded and are now in full force and effect:

RESOLVED, that, in the judgment of the Board of Directors (the "Board") of VeraSun Energy Corporation, a South Dakota corporation (the "Company"), it is desirable and in the best interests of the Company, its creditors, its shareholders and other interested parties that a petition be filed by the Company in the United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court") seeking relief under the provisions of chapter 11 of title 11 of the United States Code (the "Bankruptcy Code"), in which the authority to operate as a debtor-in-possession will be sought, and the filing of such petition is authorized hereby; and it is further

RESOLVED, that each of the officers of the Company, including, without limitation, the Chief Executive Officer, the President, any Executive Vice President, Senior Vice President and Vice President, the Treasurer and any Assistant Treasurer, and the Corporate Secretary and any Assistant Secretary (each, an "Authorized Officer" and collectively, the "Authorized Officers") be, and each of them, with full authority to act without the others, hereby is, authorized, empowered and directed, on behalf of the Company, to execute and verify a petition in the name of the Company under chapter 11 of the Bankruptcy Code and to cause the same to be filed in the Bankruptcy Court in such form and at such time as the Authorized Officer executing said petition on behalf of the Company shall determine; and it is further

RESOLVED, that the Authorized Officers be, and each of them, with full authority to act without the others, hereby is, authorized, empowered and directed, on behalf of and in the name of the Company, to execute, verify and/or file or cause to be filed and/or executed or verified (or to direct others to do so on their behalf as provided herein) all necessary documents, including, without limitation, all petitions, affidavits, schedules, motions, lists, applications, pleadings and other papers, and in that connection to employ and retain all assistance by legal counsel, accountants or other professionals and to take any and all action which they deem necessary, proper or desirable in connection with the chapter 11 case, including any and all action necessary, proper or desirable in connection with obtaining debtor-in-possession financing; and it is further

RESOLVED, that all acts lawfully done or actions lawfully taken by any Authorized Officer to seek relief on behalf of the Company under chapter 11 of

the Bankruptcy Code or in connection with the chapter 11 case or any matter related thereto, including in connection with debtor-in-possession financing as described to the Board, be, and they hereby are, adopted, ratified, confirmed and approved in all respects as the acts and deeds of the Company; and it is further

RESOLVED, that the Company as debtor and debtor-in-possession under chapter 11 of the Bankruptcy Code be, and it hereby is, authorized to obtain debtor-in-possession financing (the “DIP Financing”) (with such final terms and provisions as any one or more of the Authorized Officers may approve) and obtain the use of cash collateral in such amounts and on such terms as may be approved by any one or more of the Authorized Officers as reasonably necessary for the continuing conduct of the affairs of the Company and grant security interests in and liens upon all or substantially all of the Company’s assets as may be deemed necessary by any one or more of the Authorized Officers in connection with such borrowings or the use of such cash collateral; and it is further

RESOLVED, that the Authorized Officers be, and each of them, with full authority to act without the others, hereby is, authorized, empowered and directed to negotiate, execute, deliver, and perform, on behalf of and in the name of the Company, as debtor and debtor-in-possession, any documents, agreements, guaranties, instruments, financing statements, undertakings and certificates necessary or appropriate to facilitate the transactions contemplated by the foregoing resolution including, but not limited to, any credit agreement, pledge agreement, security agreement, promissory note, letter of credit application, mortgage, or other security instrument, containing such provisions, terms, conditions, covenants, warranties, and representations as may be deemed necessary or appropriate, or any other document evidencing the obligations of the Company under the debtor-in-possession financing, and any modifications or supplements thereto, all such materials to be in the form approved by one or more of the Authorized Officers, the execution and delivery thereof by such Authorized Officers to be conclusive evidence of such approval; and it is further

RESOLVED, that the Authorized Officers be, and each of them, with full authority to act without the others, hereby is, authorized, empowered and directed, on behalf of and for and in the name of the Company, to amend, supplement or otherwise modify from time to time the terms of any documents, certificates, instruments, agreements or other writings referred to in the foregoing resolutions; and it is further

RESOLVED, that the law firm of Skadden, Arps, Slate, Meagher & Flom LLP, and its affiliated law practice entities be, and hereby are, employed under a general retainer to render legal services to, and to represent, the Company in connection with the chapter 11 case and any other related matters in connection therewith on such terms as any Authorized Officer shall approve; and it is further

RESOLVED, that the firm of AlixPartners, LLP be, and hereby is, employed as restructuring advisor for the Company in connection with the chapter

11 case and any other related matters in connection therewith on such terms as any Authorized Officer shall approve; and it is further

RESOLVED, that the firm of Rothschild Inc. be, and hereby is, employed as investment banker for the Company in connection with the chapter 11 case and any other related matters in connection therewith, on such terms as any Authorized Officer shall approve; and it is further

RESOLVED, that the firm of Sitrick & Company be, and hereby is, employed as communications agent for the Company in connection with the chapter 11 case and any other related matters in connection therewith on such terms as any Authorized Officer shall approve; and it is further

RESOLVED, that the Authorized Officers be, and each of them, with full authority to act without the others, hereby is, authorized, empowered and directed, on behalf of, and in the name of the Company, to retain such other professionals as they deem appropriate during the course of the chapter 11 case; and it is further

RESOLVED, that all acts lawfully done or actions lawfully taken by any Authorized Officer to seek relief on behalf of the Company under chapter 11 of the Bankruptcy Code or in connection with the chapter 11 case or any matter related thereto, including in connection with the debtor-in-possession financing, be, and they hereby are, adopted, ratified, confirmed and approved in all respects as the acts and deeds of the Company; and it is further

RESOLVED, that the Authorized Officers be, and each of them, with full authority to act without the others, hereby is, authorized, empowered and directed, on behalf of, and in the name of the Company, to take or cause to be taken any and all such further action and to execute and deliver or cause to be executed or delivered all such further shareholder or member consents in respect of each of the Company's subsidiaries as in their judgment shall be necessary, appropriate or advisable to effectuate the seeking of relief under chapter 11 of the Bankruptcy Code with respect to each such subsidiary; and it is further

RESOLVED, that any person dealing with any Authorized Officer in connection with any of the foregoing matters shall be conclusively entitled to rely upon the authority of such Authorized Officer and by such Authorized Officer's execution of any instrument, certificate, notice or document, the same shall be a valid and binding obligation of the Company enforceable in accordance with its terms; and it is further

RESOLVED, that the Authorized Officers be, and each of them, with full authority to act without the others, hereby is, authorized, empowered and directed, on behalf of and in the name of the Company, to pay all necessary and reasonable fees and expenses incurred in connection with the transactions contemplated by these resolutions; and it is further

RESOLVED, that, in addition to the specific authorizations heretofore conferred upon the Authorized Officers, the Authorized Officers be, and each of them, with full authority to act without the others, hereby is, authorized, empowered and directed to take or cause to be taken all such further actions, to execute and deliver or cause to be executed and delivered all such further certificates, agreements, instruments and documents and to incur all such fees and expenses, on behalf of and in the name of the Company, as in their judgment shall be necessary, appropriate or advisable in order to carry out fully the intent and purposes of the foregoing resolutions and each of them; and it is further

RESOLVED, that all acts lawfully done or actions lawfully taken by any Authorized Officer prior to adoption of these resolutions with respect to the matters contemplated by these resolutions be, and hereby are, adopted, ratified, confirmed and approved in all respects as the acts and deeds of the Company.

[Remainder of page intentionally left blank.]

IN WITNESS WHEREOF, the undersigned has duly executed this Certificate as of the date first above written.



Mark D. Dickey
Senior Vice President, General Counsel
and Corporate Secretary of
VeraSun Energy Corporation