

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

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In re:) Chapter 11
))
VERASUN ENERGY CORPORATION, *et al.*,) Case No. 08-12606 (BLS)
))
Reorganized Debtors.¹) Jointly Administered
))
) **Related Docket No.: 3287**

APPELLEES’ COUNTER-DESIGNATION OF THE RECORD ON APPEAL

Pursuant to Rule 8006 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), Appellee, Verasun Energy Corporation, *et al.*, submits the following counter-designation of items to be included in the record for the appeal filed by appellants Danny C. Herron, Donald L. Endres, William L. Honnef and Barry P. Schaps (collectively, the “Executives” or “Appellants”) from the Final Order Sustaining Debtors’ Substantive Twenty-Eight[h] Omnibus Objection to Claims and companion Opinion entered by the United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”) on March 26, 2012.

¹ The Reorganized Debtors consist of: VeraSun Energy Corporation (EIN: 20-3430241); ASA OpCo Holdings, LLC (EIN: 68-0609122); US BioEnergy Corporation (EIN: 20-1811472); VeraSun Albert City, LLC (EIN: 20-2264707); VeraSun Albion, LLC (EIN: 55-0907221); VeraSun Aurora Corporation (EIN: 46-0462174); VeraSun BioDiesel, LLC (EIN: 20-3790860); VeraSun Bloomingburg, LLC (EIN: 55-0907224); VeraSun Central City, LLC (EIN: 55-0816855); VeraSun Charles City, LLC (EIN: 20-3735184); VeraSun Dyersville, LLC (EIN: 26-3594945); VeraSun Fort Dodge, LLC (EIN: 42-1630527); VeraSun Granite City, LLC (EIN: 20-5909621); VeraSun Hankinson, LLC (EIN: 20-2852457); VeraSun Hartley, LLC (EIN: 20-5381200); VeraSun Janesville, LLC (EIN: 20-4420290); VeraSun Linden, LLC (EIN: 55-0907228); VeraSun Litchfield, LLC (EIN: 20-8621370); VeraSun Marion, LLC (EIN: 20-3477343); VeraSun Marketing, LLC (EIN: 20-3693800); VeraSun Ord, LLC (EIN: 75-3204878); VeraSun



Counter-Designation of the Record on Appeal²

1. Chapter 11 Voluntary Petition [filed 10/31/2008; Dkt No. 1].
2. Declaration in Support of Chapter 11 Petitions and First Day Pleadings filed by VeraSun Energy Corporation [filed 10/31/2008; Dkt No. 13].
3. Order Approving Agreement with Kurtzman Carson Consultants, LLC and Appointing Kurtzman Carson Consultants, LLC as Claims, Noticing, Soliciting and Balloting Agent [filed 11/04/2008; Dkt No. 56].
4. Proof of Claim No. 1915 filed by Donald L. Endres.
5. Proof of Claim No. 2680 filed by William L. Honnef.
6. Proof of Claim No. 2976 filed by Danny C. Herron.
7. Proof of Claim No. 3219 filed by Barry P. Schaps.
8. Notice of Rejection of Lease/Executory Contract (Barry Schaps) filed by VeraSun Energy Corporation [filed 04/16/2009; Dkt No. 1071].
9. Notice of Rejection of Lease/Executory Contract (Danny Herron) filed by VeraSun Energy Corporation [filed 04/16/2009; Dkt No. 1072].
10. Notice of Rejection of Lease/Executory Contract (Don Endres) filed by VeraSun Energy Corporation [filed 04/16/2009; Dkt No. 1073].
11. Order Establishing (I) Dates for Hearings Regarding Disallowance or Modification of Claims and (II) Certain Notices and Procedures Governing Hearings Regarding Disallowance or Modifications of Claims; Order Signed on 11/19/2009 [filed 11/19/2009; Dkt No. 2029].
12. Disclosure Statement of VeraSun Energy Corporation and its Affiliated Debtors [filed 9/8/09; Docket No. 1774].

Reynolds, LLC (EIN: 20-5914827); VeraSun Tilton, LLC (EIN: 26-1539139); VeraSun Welcome, LLC (EIN: 20-4115888); VeraSun Woodbury, LLC (EIN: 20-0647425).

² For items designated, the designation includes all documents referenced within the particular document number, including, without limitation all exhibits and attachments.

13. Modified Joint Plan of Liquidation of VeraSun Energy Corporation and its Affiliated Debtors [filed 10/21/09; Docket No. 1944].

14. Findings of Fact, Conclusions of Law, and Order Under 11 U.S.C. §§ 1129(a) and (b) and Fed. R. Bankr. P. 3020 Confirming the Joint Plan of Liquidation of VeraSun Energy Corporation and its Affiliated Debtors [entered 10/23/09; Dkt No. 1955].

15. Plan Administrator Agreement Between Verasun Energy Corporation and Its Affiliated Debtors and KDW Restructuring & Liquidation Services LLC [filed 12/17/09; Dkt No. 2240].

16. Notice of Effective Date [filed 12/17/09; Dkt No. 2241].

17. Debtors' Substantive Twenty-Eight[h] Omnibus Objection Pursuant to 11 U.S.C. Section 502(b), Fed. R. Bankr. P. 3007, and Local Rule 3007-1 to Certain Change in Control Claims [filed 04/16/2010; Dkt No. 2508].

18. Notice of Submission of Proof of Claim (Debtors' Substantive Twenty-Eight Omnibus Objection) [filed 4/30/10; Dkt. No. 2533].

19. Response of Danny C. Herron, Donald L. Endres, William L. Honnef and Barry P. Schaps to Debtors' Substantive Twenty-Eight[h] Omnibus Objection Pursuant to 11 U.S.C. Section 502(b), Fed. R. Bankr. P. 3007, and Local Rule 3007-1 to Certain Change in Control Claims Filed By Donald L. Endres [filed 05/10/2010; Dkt No. 2542].

20. Notice of Sufficiency Hearing With Respect to Reorganized Debtors' Objection to Proof of Claim No. 1915 filed by VeraSun Energy Corporation, et al. [filed 11/12/2010; Dkt No. 2891].

21. Notice of Adjournment of Sufficiency Hearing with Respect to Reorganized Debtors' Objection to Proof of Claim No. 1915 Filed by Donald L. Endres [filed 12/3/2010; Dkt No. 2924].

22. Certification of Counsel Submitting Agreed Scheduling Order Regarding the Reorganized Debtors' Objection to Proofs of Claim of Danny C. Heron (Claim No. 2976), Donald L. Endres (Claim No. 1915), William L Honnef (Claim No. 2680) and Barry P. Schaps (Claim No. 3219) [Filed 02/14/2011; Dkt No. 2965].

23. Agreed Scheduling Order Regarding Reorganized Debtors' Objection to Proofs of Claim of Danny C. Herron (Claim No. 2976), Donald L. Endres (Claim No. 1915), William L Honnef (Claim No. 2680) and Barry P. Schaps (Claim No. 3219) [Filed 02/16/2011; Dkt No. 2966].

24. Reply to Response of Danny C. Herron, Donald L. Endres, William L. Honnef and Barry P. Schaps to Debtors' Substantive Twenty-Eight[h] Omnibus Objection Pursuant to 11

U.S.C. Section 502(b), Fed. R. Bankr. P. 3007, and Local Rule 3007-1 to Certain Change in Control Claims [filed 03/21/2011; Dkt No. 2994].

25. Brief of Danny C. Herron, Donald L. Endres, William L. Honnef and Barry P. Schaps in Support of Claims Based on Change in Control Agreements [filed 05/04/2011; Dkt No. 3035].

26. Certification of Counsel Regarding Completion of Briefing and Waiver of Oral Argument for the Reorganized Debtors' Objection to Proofs of Claim of Danny C. Herron, Donald L. Endres, William L. Honnef and Barry P. Schaps [filed 06/03/2011; Dkt No. 3048].

27. Opinion Regarding Objection to Executive Claims [filed 03/26/2012; Dkt No. 3269].

28. Order Relating to Opinion Regarding Objection to Executive Claims [filed 03/26/2012; Dkt No. 3270].

29. Notice of Appeal of Danny C. Herron, Donald L. Endres, William L. Honnef and Barry P. Schaps of Final Order Sustaining Debtors' Substantive Twenty-Eight[h] Omnibus Objection to Claims of Danny C. Herron (Claim No. 2976), Donald L. Endres (Claim No. 1915), William L. Honnef Claim No. 2680) and Barry P. Schaps (Claim No. 3219) [filed 04/03/2012; Dkt No. 3272].

Dated: April 30, 2012

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