

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

In re:

AVENTINE RENEWABLE ENERGY  
HOLDINGS, INC., a Delaware Corporation, *et al.*,  
  
Debtors.<sup>1</sup>

Chapter 11

Case No. 09-11214 (KG)

(Jointly Administered)

Docket Ref. No. 15, 65, 141 & \_\_\_\_\_


**ORDER APPROVING STIPULATION BY AND AMONG THE DEBTORS,  
THE COMMITTEE, THE PREPETITION AGENT AND  
THE DIP AGENT REGARDING THE PAYMENT OF CERTAIN FEES  
AND EXPENSES INCURRED BY PREPETITION AGENT**

Upon consideration of the certification of counsel filed on February 12, 2010 with respect to the *Stipulation By and Among the Debtors, the Committee, the Prepetition Agent and the DIP Agent Regarding the Payment of Certain Fees and Expenses Incurred by Prepetition Agent* (the “**Stipulation**”) attached hereto as Exhibit 1, it is hereby

ORDERED, that the Stipulation is approved; and it is further

ORDERED, that this Court shall retain jurisdiction over the interpretation and implementation of the Stipulation and this Order.

Dated: Wilmington, Delaware  
February 16, 2010

  
Kevin Gross  
United States Bankruptcy Judge

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: Aventine Renewable Energy Holdings, Inc. (9368), Aventine Renewable Energy, LLC (0195), Aventine Renewable Energy, Inc. (8352), Aventine Renewable Energy – Aurora West, LLC (9285), Aventine Renewable Energy – Mt Vernon, LLC (8144), Aventine Power, LLC (9343), and Nebraska Energy, L.L.C. (1872). The corporate headquarters address for all of the Debtors is 120 North Parkway Drive, Pekin, Illinois 61554.

**EXHIBIT 1**

**Stipulation**

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

In re:

AVENTINE RENEWABLE ENERGY  
HOLDINGS, INC., a Delaware Corporation, *et al.*,  
  
Debtors.<sup>1</sup>

Chapter 11

Case No. 09-11214 (KG)

(Jointly Administered)

Docket Ref. No. 15, 65, 141

**STIPULATION BY AND AMONG THE DEBTORS, THE COMMITTEE, THE  
PREPETITION AGENT AND THE DIP AGENT REGARDING THE PAYMENT  
OF CERTAIN FEES AND EXPENSES INCURRED BY PREPETITION AGENT**

WHEREAS, on April 7, 2009, the above captioned debtors and debtors in possession (collectively, the “**Debtors**”) each filed voluntary petitions for chapter 11 relief;

WHEREAS, on the Petition Date, the Debtors filed their motion requesting, *inter alia*, (i) authorization to enter into the DIP Facility<sup>2</sup> and borrow the DIP Loans thereunder, (ii) authorization to use the Cash Collateral of the Prepetition Lenders and the DIP Lenders, and (iii) to grant adequate protection to the Prepetition Lenders [Docket No. 15] (the “**DIP Motion**”);

WHEREAS, on May 6, 2009, the Court entered an order approving the DIP Motion on a final basis [Docket No. 141] (the “**Final DIP Order**”);

WHEREAS, pursuant to Paragraph 10(e) of the Final DIP Order, the Debtors agreed to pay, and were authorized and directed to pay, as adequate protection payments, the reasonable post-petition fees and expenses of the Prepetition Agent’s primary and local counsel

---

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: Aventine Renewable Energy Holdings, Inc. (9368), Aventine Renewable Energy, LLC (0195), Aventine Renewable Energy, Inc. (8352), Aventine Renewable Energy – Aurora West, LLC (9285), Aventine Renewable Energy – Mt Vernon, LLC (8144), Aventine Power, LLC (9343), and Nebraska Energy, L.L.C. (1872). The corporate headquarters address for all of the Debtors is 120 North Parkway Drive, Pekin, Illinois 61554.

<sup>2</sup> Capitalized terms used, but not defined herein, shall have the meanings ascribed to them in the Final DIP Order (as defined herein)

and one financial advisor, to the extent such fees and expenses are otherwise payable under the Prepetition Loan Documents;

WHEREAS, the Prepetition Agent has requested that the Debtors also agree to pay, and the Debtors, the Committee and the DIP Agent have consented to, the Debtors' (i) current payment of one invoice, dated September 28, 2009, of the Prepetition Agent in the amount of \$16,157.57 (the "Invoice") incurred in connection with a field exam and site review conducted by the Prepetition Agent after the Petition Date and (ii) subject to the invoice and objection procedures set forth in Paragraph 10(e) of the Final DIP Order, future payment of the reasonable fees and expenses of or incurred by the Prepetition Agent in connection with any future field exam and site reviews conducted by the Prepetition Agent to the extent such fees and expenses are otherwise payable under the Prepetition Loan Documents.

NOW THEREFORE, it is STIPULATED and AGREED that:

1. Notwithstanding anything to the contrary set forth in the Final DIP Order, the Debtors are hereby authorized to pay to the Prepetition Agent the Invoice in the amount of \$16,157.57.
2. Notwithstanding anything to the contrary set forth in the Final DIP Order, the Debtors are hereby authorized to pay, subject to the invoice and objection procedures set forth in Paragraph 10(e) of the Final DIP Order, the reasonable fees and expenses of or incurred by the Prepetition Agent in connection with any future field exam and site reviews conducted by the Prepetition Agent to the extent such fees and expenses are otherwise payable under the Prepetition Loan Documents.
3. The Final DIP Order is modified solely for the purpose of authorizing the Debtors to make the payments to the Prepetition Agent pursuant to paragraphs 1 and 2 above.

Except as expressly set forth in paragraphs 1 and 2 above, the Final DIP Order shall remain in full force and effect.

4. This Court shall retain jurisdiction over all matter pertaining to the implementation, interpretation, and enforcement of the terms of this Stipulation.



AGREED and CONSENTED to:

By:

James L. Patton, Jr. (No. 2202)  
Joel A. Waite (No. 2925)  
YOUNG CONAWAY  
STARGATT & TAYLOR, LLP  
The Brandywine Building  
1000 West Street, 17th Floor  
Wilmington, Delaware 19801  
Tel. (302) 571-6600  
Fax (302) 571-1253

*Counsel to the Debtors*

Dated: February \_\_, 2010

By:

Bonnie Glantz Fatell (No. 3809)  
BLANK ROME LLP  
1201 Market Street  
Wilmington, Delaware 19801  
Tel. (302) 425-6400  
Fax (302) 425-6464

-and-

Michael S. Stamer  
Shaya Rochester  
AKIN GUMP STRAUSS  
HAUER & FELD LLP  
One Bryant Park  
New York, New York 10036  
Tel. (212) 872-10000  
Fax (212) 872-1002

*Counsel to The DIP Agent*

Dated: February \_\_, 2010

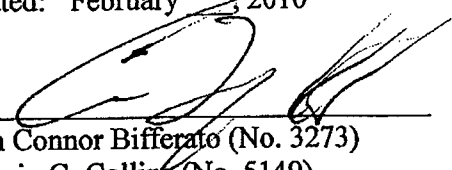
By:

Scott D. Cousins (No. 3079)  
Donald J. Detweiler (No. 3087)  
GREENBERG TRAURIG, LLP  
The Nemours Building  
1007 North Orange Street, Suite 1200  
Wilmington, Delaware 19801  
Tel. (302) 661-7000  
Fax (302) 661-7360

*Counsel to the Official Committee of  
Unsecured Creditors*

Dated: February \_\_, 2010

By:

  
Ian Connor Bifferato (No. 3273)  
Kevin G. Collins (No. 5149)  
BIFFERATO LLC  
800 King Street  
Wilmington, Delaware 19801  
Tel. (302) 225-7600  
Fax (302) 254-5383

-and-

William L. Wallander  
Clayton T. Hufft  
VINSON & ELKINS L.L.P.  
3700 Trammel Crow Center  
2001 Ross Avenue, Suite 3700  
Dallas, Texas 75201  
Tel. (214) 220-7700  
Fax (214) 999-7905

*Counsel to the Prepetition Agent*

Dated: February \_\_, 2010