

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

In re:

**AVENTINE RENEWABLE ENERGY
HOLDINGS, INC.,** a Delaware Corporation, *et al.*,
Debtors.¹

Chapter 11

Case No. 09-11214 (KG)

(Jointly Administered)

Objection Deadline: May 18, 2010 at 4:00 p.m.
Hearing Date: July 15, 2010 at 10:00 a.m.

**FINAL APPLICATION OF
DAVIS POLK & WARDWELL LLP AS SPECIAL COUNSEL FOR THE
DEBTORS AND DEBTORS-IN-POSSESSION FOR ALLOWANCE
OF COMPENSATION AND REIMBURSEMENT OF EXPENSES INCURRED
FOR THE FINAL PERIOD APRIL 7, 2009 THROUGH MARCH 15, 2010**

| | |
|---|-----------------------------------|
| Name of Applicant: | Davis Polk & Wardwell LLP |
| Authorized to Provide Professional Services to: | Debtors and Debtors-in-Possession |
| Date of Retention: | Effective as of April 7, 2009 |
| Period for which interim compensation and reimbursement is sought: | N/A |
| Amount of Interim Compensation sought as actual, reasonable and necessary: | N/A |
| Amount of Interim Expense Reimbursement sought as actual, reasonable and necessary: | N/A |
| Amount of Final Compensation sought as actual, reasonable and necessary: | \$145,235.75 |
| Amount of Final Expense Reimbursement sought as actual, reasonable and necessary: | \$2,144.44 |

This is an: ___ interim X final application

¹ 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.

Prior applications:

| Date Filed / Docket No. | Period Covered | Requested | | Approved | |
|------------------------------------|-----------------------|------------------|---------------------|------------------|---------------------|
| | | Fees (\$) | Expenses(\$) | Fees (\$) | Expenses(\$) |
| 264 | 04/08/09 – 05/31/09 | 88,103.75 | 1,820.07 | 88,103.75 | 1,820.07 |
| 349 | 06/01/09 – 06/30/09 | 48,706.50 | 203.45 | 48,706.50 | 203.45 |
| 534 | 07/01/09 – 09/30/09 | 8,425.50 | 120.92 | 8,425.50 | 120.92 |
| Totals | | 145,235.75 | 2,144.44 | 145,235.75 | 2,144.44 |

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

In re:

**AVENTINE RENEWABLE ENERGY
HOLDINGS, INC.,** a Delaware Corporation, *et al.*,

Debtors.

Chapter 11

Case No. 09-11214 (KG)

(Jointly Administered)

Objection Deadline: May 18, 2010 at 4:00 p.m.

Hearing Date: July 15, 2010 at 10:00 a.m.

**FINAL APPLICATION OF
DAVIS POLK & WARDWELL LLP AS SPECIAL COUNSEL FOR THE
DEBTORS AND DEBTORS-IN-POSSESSION FOR ALLOWANCE
OF COMPENSATION AND REIMBURSEMENT OF EXPENSES INCURRED
FOR THE FINAL PERIOD APRIL 7, 2009 THROUGH MARCH 15, 2010**

Pursuant to 11 U.S.C. §§ 330 and 331 and Rule 2016 of the Federal Rules of Bankruptcy Procedure, the law firm of Davis Polk & Wardwell LLP (hereinafter “DPW”) hereby moves this Court for reasonable compensation for professional legal services rendered as counsel to Aventine Renewable Energy Holdings, Inc., *et al.*, the debtors and debtors-in-possession in the above-captioned case (the “**Debtors**”), in the amount of \$145,235.75 together with reimbursement for actual and necessary expenses incurred in the amount of \$2,144.44 for the final period April 7, 2009 through March 15, 2010 (the “**Final Fee Period**”). In support of its Application, DPW respectfully represents as follows:

1. This court authorized Debtors to employ DPW as the Debtors’ special financing, corporate and tax counsel, nunc pro tunc to April 7, 2009 (the “Petition Date”), by its Order entered May 4, 2009 [Docket No.131]. The Order authorized DPW to be compensated on an hourly basis and to be reimbursed for actual and necessary out-of-pocket expenses.

2. All services for which compensation is requested by DPW were performed for or on behalf of the Debtors.

COMPENSATION PREVIOUSLY PAID

3. DPW represented the Debtors in preparing for the filing of these chapter 11 cases and in other matters and was paid pre-petition for those services.

REQUEST FOR FINAL APPROVAL

4. By this Application, DPW seeks final approval of all fees and expenses incurred from in this case from April 7, 2009 through March 15, 2010.

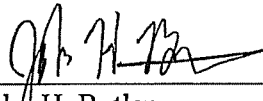
5. Young Conaway Stargatt & Taylor, LLP has previously filed the (i) First Interim Quarterly Fee Requests of Debtors' Professionals for the period April 7, 2009 through June 30, 2009 [D.I. 387] (the "First Quarterly Application"); (ii) Second Interim Quarterly Fee Requests of Debtors' Professionals for the Period July 1, 2009 through September 30, 2009 [D.I. 553] (the "Second Quarterly Application"); and (iii) Third Interim Quarterly Fee Requests for Debtors' Professionals for the Period October 1, 2009 through December 31, 2009 [D.I. 765] (the "**Third Quarterly Application**"). Through the First Quarterly Application, Second Quarterly Application and Third Quarterly Application DPW obtained interim approval of fees in the aggregate amount of \$145,235.75 and expenses in the aggregate amount of \$2,144.44.

6. By this application, DPW is requesting final approval of its fees and expenses allowed by the First, Second and Third Quarterly Applications in the amounts previously approved. Accordingly, DPW is seeking final approval of fees in the amount of \$145,235.75 and expenses in the amount of 2,144.44.

WHEREFORE, DPW requests that allowance be made to it in the sum of \$145,235.75 as compensation for necessary professional services rendered to the Debtors for the Final Fee Period, and the sum of \$2,144.44 for reimbursement of actual necessary costs and expenses incurred for the Final Fee Period, and further requests such other and further relief as this Court may deem just and proper.

Dated: New York, New York
April 27, 2010

DAVIS POLK & WARDWELL LLP



John H. Butler
DAVIS POLK & WARDWELL LLP
450 Lexington Avenue
New York, New York 10017
Telephone: (212) 450-4000
Facsimile: (212) 450-3800 (Attn: John H. Butler)

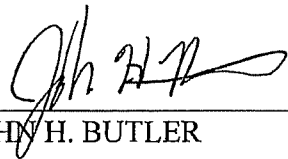
Special Counsel for Debtors and Debtors-in-Possession

VERIFICATION

STATE OF NEW YORK)
)
NEW YORK COUNTY) SS:


John H. Butler, Esquire, after being duly sworn according to law, deposes and says:

1. I am a Partner in the applicant firm, Davis Polk & Wardwell LLP, and have been admitted to the bar of the Supreme Court of the State of New York since 1995.
2. I have personally performed some of the legal services rendered by Davis Polk & Wardwell LLP, as special counsel to the Debtors, and am familiar with all other work performed on behalf of the lawyers and paraprofessionals in the firm.
3. The facts set forth in the foregoing Application are true and correct to the best of my knowledge, information and belief.



JOHN H. BUTLER

SWORN TO AND SUBSCRIBED before me this 27th day of April, 2010.



Notary Public
My Commission Expires: 1/25/14

GLORIA BRUZZESE
NOTARY PUBLIC, State of New York
No. 01BR4917918
Qualified in Westchester County
Certificate Filed in New York County
Commission Expires Jan. 25, 2014

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

In re:

**AVENTINE RENEWABLE ENERGY
HOLDINGS, INC.,** a Delaware Corporation, *et al.*,
Debtors.¹

Chapter 11

Case No. 09-11214 (KG)

(Jointly Administered)

Objection Deadline: May 18, 2010 at 4:00 p.m.

Hearing Date: July 15, 2010 at 10:00 a.m.

NOTICE OF APPLICATION

TO: The Debtors, the United States Trustee, Counsel for the Official Committee of Unsecured Creditors and, Counsel for the Administrative Agent, Counsel for the DIP Agent

The **Twelfth and Final Application of Davis Polk & Wardwell LLP (“DPW”) as Special Counsel for the Debtors and Debtors-in-Possession for Allowance of Compensation and Reimbursement of Expenses Incurred for the Final Period April 7, 2009 through March 15, 2010 (the “Final Application”)** has been filed with the Bankruptcy Court. The Application seeks allowance of final fees in the amount of \$145,235.75 and final expenses in the amount of \$2,144.44.

Objections to the Application, if any, are required to be filed on or before **May 18, 2010 at 4:00 p.m. (ET)** (the **“Objection Deadline”**) with the Clerk of the United States Bankruptcy Court for the District of Delaware, 3rd Floor, 824 Market Street, Wilmington, Delaware 19801.

At the same time, you must also serve a copy of the response so as to be received by the following on or before the Objection Deadline: (i) Davis Polk & Wardwell LLP, 450 Lexington Avenue, New York, NY 10017 (Attn: John H. Butler, Esq.) (ii) the Debtors, c/o Aventine Renewable Energy Holdings, Inc., 120 North Parkway Drive, P.O. Box 1800, Pekin, IL 61555 – 1800 (Attn: Chris Nichols); (iii) counsel to the Debtors, Young Conaway Stargatt & Taylor, LLP, The Brandywine Building, 17th Floor, 1000 West Street, P.O. Box 391, Wilmington, DE 19899 (Attn: Matthew B. Lunn, Esq.); (iv) counsel to the Official Committee of Unsecured Creditors, Greenberg Traurig, LLP, The Nemours Building, 1007 North Orange Street, Wilmington, DE 19801 (Attn: Donald J. Detweiler, Esq.); (v) counsel to the administrative agent for the Debtors’ prepetition secured lenders, Vinson & Elkins L.L.P., Trammell Crow Center, 2001 Ross Avenue, Suite 3700, Dallas, TX 75201 (Attn: William Wallander); (vi) counsel to the administrative agent to the Debtors’ postpetition secured lenders, Akin Gump Strauss Hauer & Feld LLP, One Bryant Park, New York, NY 10036 (Attn: Michael

¹ 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.

S. Stamer and Shaya Rochester); and (vii) the Office of the United States Trustee, 844 King Street, Suite 2313, Wilmington, DE 19801 (Attn: Mark Kenney, Esq.).

PLEASE TAKE FURTHER NOTICE that a hearing to consider approval of the Application will be held on July 15, 2010 at 10:00 a.m. before the United States Bankruptcy Court for the District of Delaware, 824 Market Street, Wilmington, Delaware 19801.

Dated: April 28, 2010
Wilmington, Delaware

YOUNG, CONAWAY, STARGATT & TAYLOR

/s/ Ryan M. Bartley
Joel A. Waite (No. 2025)
Matthew B. Lunn (No. 4119)
Ryan M. Bartley (No. 4985)
Young, Conaway, Stargatt & Taylor
The Brandywine Bldg.
1000 West Street, 17th Floor
P.O. Box 391
Wilmington, DE 19899-0391

Counsel for Debtors and Debtors in Possession