



SIGNED this 27 day of April, 2009.

Dale D. Somers
UNITED STATES BANKRUPTCY JUDGE

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF KANSAS**

In re:)	In Proceedings Under Chapter 11
)	
GATEWAY ETHANOL, L.L.C.)	Case No. 08-22579-DLS
)	
Debtor.)	

ORDER APPROVING JOINT STIPULATION TO AMEND STIPULATED ORDER TO AMEND STIPULATED FINAL ORDER AUTHORIZING DEBTOR (A) TO OBTAIN SECURED POSTPETITION FINANCING PURSUANT TO 11 U.S.C. §§ 105, 361, 362, AND 364(c) AND (d); AND (B) TO GRANT SECURITY INTERESTS, SUPERPRIORITY CLAIMS AND ADEQUATE PROTECTION

This matter having come before the Court upon the Joint Stipulation to Amend Stipulated Order to Amend Final Order Authorizing Debtor (A) to Obtain Secured Postpetition Financing Pursuant to 11 U.S.C. §§ 105, 361, 362, and 364(c) and (d); and (B) to Grant Security Interests, Superpriority Claims and Adequate Protection (the “Joint Stipulation”) by and between Gateway Ethanol, L.L.C. (“Debtor”) and Dougherty Funding LLC (“Dougherty”), the Court having considered the Joint Stipulation, due and proper notice having been given, good cause appearing therefore, and the Court being duly advised in the premises;

HEREBY ORDERED, DETERMINED AND DECREED that:

A. The Joint Stipulation is hereby approved, the Stipulated Order to Amend Stipulated Final Order Authorizing Debtor (A) to Obtain Secured Postpetition Financing Pursuant to 11 U.S.C. §§ 105, 361, 362, and 364(c) and (d); and (B) to Grant Security Interests, Superpriority Claims and Adequate Protection (as previously amended, “Final DIP Order”) is hereby amended as provided in this Order, and the parties are authorized to act in accordance with the Final DIP Order as amended by this Order.

B. Except as specifically provided herein, the terms of the Final DIP Order remain in full force and effect.

C. Paragraph C of the Final DIP Order is hereby amended to delete the amount “\$5,931,611.32” appearing therein and replacing it with the amount “\$6,881,995.23”.

D. Paragraph F(13) of the Final DIP Order is hereby deleted in its entirety and is hereby replaced by the following:

“(13) If the Asset Sale acceptable to the Prepetition Senior Lender, the Prepetition TIF Lender and the DIP Lender has not closed by June 30, 2009.”

E. Paragraph F(15) of the Final DIP Order is hereby deleted in its entirety and is hereby replaced by the following:

“(15) June 30, 2009.”

F. The definition of the term Availability in Section 1.1 of the Postpetition Loan Agreement is hereby deleted in its entirety and is replaced by the following:

“Availability” shall mean, at any date for any Advance, an amount equal to the difference of (i) \$6,881,995.23; minus (ii) the aggregate amount of all Advances previously made by Lender to Debtor reduced by \$559,166.18 (tax refund).”

G. The “Approved Budget” attached as Exhibit A to the Final DIP Order is hereby replaced by the budget attached hereto as Exhibit A which shall constitute the “Approved Budget” under the Final DIP Order.

H. The term “Postpetition Loan Documents” in the Final DIP Order is amended to include the Second Amended Postpetition Note, the Second Postpetition Mortgage Amendment, and each other agreement, instrument and document evidencing and/or securing the amendments to the Postpetition Financing pursuant to this Stipulation.

I. The term “Postpetition Indebtedness” in the Final DIP Order is amended to include indebtedness and obligations incurred pursuant to this Order and the Postpetition Loan Documents (as amended) which may now or from time to time hereafter be owing by the Debtor to the DIP Lender (including principal, accrued and unpaid interest, and fees, costs and expenses, including without limitation attorneys’ fees and expenses), including but not limited to the increased Maximum Principal Amount of \$6,881,995.23.

J. Debtor is expressly authorized and empowered to (1) amend the Postpetition Financing and perform its amended obligations strictly pursuant to the provisions of this Order; and (2) enter into such other amendments, agreements, instruments and documents as may be necessary or required to evidence and/or secure the

amended obligations to the DIP Lender to consummate the terms and provisions of the Joint Stipulation and this Order and to evidence the perfection of the liens and security interests given to the DIP Lender as the DIP Lender may so require including, without limitation, the Second Amended Postpetition Note and the Second Postpetition Mortgage Amendment.

K. Approval of the Approved Budget is without prejudice to Dougherty's right to timely object to any and all professional fees of the Debtor in compliance with Standing Order No. 2 Establishing Procedures for Interim Compensation and Establishing Fee and Expense Guidelines and/or upon Debtor's filing of a final fee application with the bankruptcy court notwithstanding that such fees may be within the amount set forth on the budget.

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ORDER SUBMITTED BY:

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Attorneys for Dougherty Funding LLC

**Gateway Investors
Extended DIP Budget
April through June, 2009**

Expenses	Paid to Date <u>Actuals</u>	Approved Budget Thru <u>March 31, 2009</u>	<u>April</u>	Projected for <u>May</u>	<u>June</u>	DIP Budget Thru 6/30/09 <u>Totals</u>
Employee Payroll						
Payroll	\$190,191.91	\$191,632.84	\$23,000.00	\$24,000.00	\$24,000.00	\$262,632.84
Payroll Taxes	\$17,423.58	\$17,666.00	\$2,000.00	\$2,000.00	\$2,000.00	\$23,666.00
Contract Labor	\$0.00	\$5,400.00	\$700.00	\$700.00	\$700.00	\$7,500.00
Employee Benefits						
Coventry Health Care	\$32,073.92	\$34,200.00	\$2,500.00	\$4,500.00	\$4,500.00	\$45,700.00
Delta Dental	\$3,070.43	\$3,219.00	\$550.00	\$550.00	\$550.00	\$4,869.00
Assurant	\$180.46	\$260.00	\$80.00	\$80.00	\$80.00	\$500.00
Vision Care	\$781.67	\$761.00	\$80.00	\$80.00	\$80.00	\$1,001.00
Health Savings Account	\$104.25	\$110.00	\$110.00	\$110.00	\$110.00	\$440.00
Employee Reimbursements						
Cell Phone	\$347.47	\$370.00	\$70.00	\$70.00	\$70.00	\$580.00
Mileage, Motel, etc.	\$7,481.45	\$7,445.00	\$350.00	\$350.00	\$350.00	\$8,495.00
Physical Plant						
Utilities	\$86,239.63	\$88,504.00	\$12,000.00	\$12,000.00	\$12,000.00	\$124,504.00
Substation	\$44,400.00	\$44,400.00	\$7,400.00	\$7,400.00	\$7,400.00	\$66,600.00
City of Pratt	\$86,952.49	\$87,069.00	\$16,500.00	\$14,500.00	\$14,500.00	\$132,569.00
Propane	\$3,985.63	\$4,786.00	\$0.00	\$0.00	\$0.00	\$4,786.00
SC Telcom	\$10,604.06	\$10,715.00	\$1,750.00	\$1,750.00	\$1,750.00	\$15,965.00
Nisley	\$315.00	\$325.00	\$60.00	\$60.00	\$60.00	\$505.00
Mowing	\$0.00	\$0.00	\$400.00	\$250.00	\$250.00	\$900.00
Chemical for weed control	\$0.00	\$0.00	\$200.00	\$0.00	\$200.00	\$400.00
Building Lease	\$26,000.00	\$26,000.00	\$0.00	\$0.00	\$0.00	\$26,000.00
Real Estate Taxes	\$2,777,474.40	\$2,777,474.40	\$0.00	\$0.00	\$0.00	\$2,777,474.40
Property Insurance	\$223,494.00	\$223,494.00	\$0.00	\$0.00	\$0.00	\$223,494.00
Legal & Consulting Fees						
Lenders Counsel						
Faybyanski Law Firm	\$384,024.14	\$842,599.00	\$600,000.00			\$1,442,599.00
Oppenheimer Law Firm	\$21,090.97	\$180,000.00	\$75,000.00			\$255,000.00
Debtors Legal Fees	\$347,394.08	\$349,135.00	\$57,531.24	\$25,000.00	\$25,000.00	\$456,666.24
William Blair and Ordinary Course Professionals	\$649,368.32	\$642,262.00	\$7,106.32	\$0.00	\$0.00	\$649,368.32
US Trustee Fee	\$0.00	\$0.00	\$4,875.00		\$6,500.00	\$11,375.00
Tax Preparation Fee	\$0.00	\$0.00	\$18,000.00			\$18,000.00
Capital Interest Payments						
Capital Interest Payments	\$84,806.52	\$62,079.00	\$52,727.52	\$30,500.00	\$31,000.00	\$176,306.52
Loan Origination Fees	\$104,856.00	\$104,856.00	\$32,783.91			\$137,639.91
Miscellaneous	\$450.32	\$1,000.00	\$1,000.00	\$1,000.00	\$1,000.00	\$4,000.00
Office Supplies	\$1,456.19	\$1,559.00	\$300.00	\$300.00	\$300.00	\$2,459.00
Totals	\$5,104,566.89	\$5,707,321.24	\$917,073.99	\$125,200.00	\$132,400.00	\$6,881,995.23
Prior Approved Budget Total Through March 31, 2009		<u>\$5,707,321.24</u>				
Budget Extended through June 30, 2009						<u>\$6,881,995.23</u>