Zoetis Inc.
Form 4
February 16, 2017

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB Number:	3235-0287
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(Print or Type Responses)

1. Name and Address of Reporting Person *
STEERE WILLIAM C JR

(Last) (First) (Middle)

C/O ZOETIS INC., 10 SYLVAN WAY

(Street)

PARSIPPANY, NJ 07054

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
Zoetis Inc. [ZTS]

3. Date of Earliest Transaction (Month/Day/Year)
02/14/2017

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director _____ 10% Owner
_____ Officer (give title below) _____ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(*e.g.*, puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Pr Deriv Secu

(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)		Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)						(Instr
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Unit (1)	(2)	02/14/2017		A		3,635		(3)	(4)	Common Stock	3,635	$ 5

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STEERE WILLIAM C JR C/O ZOETIS INC. 10 SYLVAN WAY PARSIPPANY, NJ 07054	X			

Signatures

/s/ Katherine H. Walden, as Attorney-in-Fact	02/16/2017
**Signature of Reporting Person	Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Represents restricted stock units granted pursuant to the Zoetis Inc. 2013 Equity and Incentive Plan, and dividend equivalent units automatically issued thereon (collectively, "RSUs"). Restricted stock units vest and are settled in shares of Zoetis common stock on the third anniversary of the date of grant, subject to the reporting person's continued service through such vesting date and subject to earlier vesting and settlement upon certain specific events. Dividend equivalent units vest and are settled in shares of Zoetis common stock on the third anniversary of the date of grant of the underlying restricted stock units, subject to the reporting person's continued service through such vesting date and subject to earlier vesting and settlement upon certain specific events.

(2) Each restricted stock unit represents a contingent right to receive one share of Zoetis Inc. common stock.

(3) Each RSU will vest and be settled in shares of Zoetis Inc. common stock on the third anniversary of the date of grant, subject to the reporting person's continued service through such vesting date and subject to earlier vesting and settlement upon certain specific events.

(4) Not applicable.

(5) The RSUs vest as follows: 3,745.3906 RSUs will vest on February 27, 2018; 4,096.2053 RSUs will vest on February 19, 2019; and 3,635 RSUs will vest on February 14, 2020.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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For the Three Months Ended,

	February 29, 2008	**February 28, 2007**
Tax expense (benefit) federal statutory rate of 34%	$ 4,080	$ 439
State tax expense (benefit), net of federal tax effect	805	68
Valuation adjustment	(2,825)	-
Other	7	8
Income tax provision (benefit)		

$

2,067

$

515

Deferred tax assets and liabilities are summarized as follows (in thousands):

	February 29, 2008	November 30, 2007
Deferred tax assets:		
Current:		
Inventory valuation	$ 109	$ 88
Other	14	-
Total current deferred tax assets	123	88
Non-current:		
Net operating loss carryforwards	-	4,116
Equity for services	1,655	1,324
Tax credits	475	117
Other	-	30
Total non-current deferred tax assets	2,130	5,587
Total deferred tax assets	2,253	5,675
Less: valuation allowance	-	(2,825)
Net deferred tax assets	2,253	2,850
Deferred tax liabilities:		
Current:		
Unrealized gain on derivative financial instruments	231	187
Non-current:		
Fixed assets	3,321	2,663
Other	17	-
Total non-current deferred tax liabilities	3,338	2,663
Net deferred tax liabilities	3,569	2,850

Deferred income taxes	$	1,316	$	-

During fiscal 2007, we had established a valuation allowance for deferred tax assets and liabilities as full realization of future income tax benefits was uncertain at that time. However, due to the significant amount of book income generated in the first quarter of fiscal 2008, we now believe it is more likely than not that the future benefit of these assets will be realized. This resulted in a benefit to earnings in the current period of $2.8 million. In assessing the realizability of deferred tax assets, management considers whether it is more likely than not that some or all of the deferred tax assets will not be realized. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income during the periods in which those temporary differences become deductible. Management considers the scheduled reversal of deferred tax liabilities, projected future taxable income, and tax planning strategies in making this assessment.

11. COMMITMENTS AND CONTINGENCIES

Superior Plant Construction

We entered into a design-build agreement, which was subsequently amended, with Agra Industries, Inc. (Agra) under which Agra would provide all work and services in connection with the engineering, design, procurement, construction startup, performance tests, training for the operation and maintenance of the Superior plant; and provide all materials, equipment, tools and labor necessary to complete the Superior plant. As amended, Agra is to be paid $81.4 million, subject to future adjustments, for services performed. We are required to make payments to Agra based upon semi-monthly progress billings. We paid $64.2 million since work began on the contract. As of February 29, 2008, we owed Agra $1.0 million for construction completed to-date, excluding retainage accruals of $5.5 million. As amended, the Agra contract included an early completion bonus if substantial completion (as defined in the agreement) occurs in advance of January 19, 2008, provided that the facility meets 100% of the performance guarantees within ninety days following the actual date of substantial completion. This substantial completion date was not achieved.

We have entered into agreements with various other contractors related to construction at the Superior site. The contracts, as amended, total approximately $10.3 million. As of February 29, 2008 we paid $9.5 million on these contracts and owed no amounts to the contractors for construction completed to-date, including retainages.

Sales and Marketing

We have entered into exclusive agreements with Renewable Products Marketing Group, LLC for the sale of all ethanol produced at both the Shenandoah and Superior plants. The agreements are for one year, commencing on the first day ethanol is shipped from the respective plants. After the one-year commitment, if the agreements are not renewed, certain rail car leases entered into by RPMG will be assigned to us. We would be required to assume the rail car lease related to the Shenandoah plant of approximately $100,000 per month for the remainder of an original seven-year lease term. We would be required to assume the rail car lease related to the Superior plant of approximately $105,000 per month for the remainder of an original ten-year lease term.

We have entered into exclusive agreements with CHS Inc. for the sale of wet, modified wet and dried distillers grains produced at both the Shenandoah and Superior plants. These agreements are for six months for the Shenandoah plant and two years at the Superior plant, commencing on the first day of production at each of the plants.

In March 2007, we executed a lease contract for 100 rail cars for a ten-year period for $68,700 per month for the Shenandoah facility. CHS Inc. uses these rail cars to ship the dried distillers grains their customers. We may negotiate a similar lease agreement for rail cars for the Superior plant at some time in the future.

Commodities - Corn

As of February 29, 2008, we had contracted for future corn deliveries of approximately 15.9 million bushels valued at approximately $65.0 million.

Operating Leases

The Company currently leases or is committed to paying operating leases extending to 2017. For accounting purposes, rent expense is based on a straight-line amortization of the total payments required over the lease term. The Company incurred lease expenses of approximately $240,000 and $18,000 during the first three months of fiscal 2008 and 2007, respectively. Aggregate minimum lease payments under these agreements in future fiscal years are as follows (in thousands):

Fiscal Year Ending November 30,	**Amount**
2008	$ 708
2009	917
2010	880
2011	880
2012	880
Thereafter	4,002
Total	$ 8,267

12. SUBSEQUENT EVENTS

Great Lakes Cooperative

In August 2007, we entered into an agreement and plan of merger with Great Lakes Cooperative (GLC). GLC is a full-service cooperative with $145.9 million in fiscal 2007 revenues that specializes in grain, agronomy, feed and petroleum products in northwestern Iowa and southwestern Minnesota. GLC has grain storage capacity of approximately 14.7 million bushels, much of which will be used to support our Superior ethanol plant operations. The goal of incorporating GLC into our ethanol operations is to increase efficiencies and reduce commodity price and supply risks. The merger transaction, which was approved by GLC voting members in February 2008, closed on April 3, 2008. Pursuant to the merger agreement, all outstanding GLC common and preferred stock was exchanged for an aggregate of 550,352 shares of our common stock and approximately $12.5 million in cash.

Upon closing the merger with GLC, we created a wholly-owned subsidiary, Green Plains Grain Company LLC (GPGC), to assume GLC s assets and liabilities, with the exception of certain investments in regional cooperatives that were excluded from the merger. To facilitate the merger and finance working capital requirements, the Company and

GPGC have executed loan agreements with a group of lenders worth approximately $56.8 million. Further details related to this financing have been filed in a current report on Form 8-K.

GPRE Shenandoah LLC

On March 31, 2008, we entered into an Asset Transfer Agreement, transferring all assets associated with the Shenandoah ethanol plant, including real estate, equipment, inventories and accounts receivable, to a wholly-owned subsidiary, GPRE Shenandoah LLC. Pursuant to the Asset Transfer Agreement, GPRE Shenandoah LLC also assumed all liabilities related to the plant and its operations. On March 31, 2008, GPRE Shenandoah LLC executed a Master Loan Agreement and corresponding security agreements (individually and collectively, the 2008 Shenandoah Loan Agreement) with Farm Credit Services of America, FLCA (FCSA). GPRE Shenandoah LLC assumed the Master Loan Agreement, originally dated January 30, 2006, as subsequently supplemented and amended (individually and collectively, the 2006 Shenandoah Loan Agreement), between the Company and FCSA. All terms of the 2006 Shenandoah Loan Agreement remain in effect except as specifically modified by the 2008 Shenandoah Loan Agreement, including as follows:

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The Company s assets served as security under the 2006 Shenandoah Loan Agreement. As modified in 2008 Shenandoah Loan Agreement, GPRE Shenandoah LLC s assets are substituted as security.

As a condition of the 2008 Shenandoah Loan Agreement, on March 31, 2008, we repaid $2.0 million in satisfaction of the free cash flow repayment requirement for fiscal 2008.

13. RELATED PARTY TRANSACTIONS

We entered into various fixed-priced corn purchase contracts with GLC subsequent to the execution of the original merger agreement in August 2007. As of April 3, 2008 (the date the merger transaction closed), we had contracted and paid GLC for 5.1 million bushels at a total cost of $18.3 million, and have contracted to purchase an additional 8.9 million bushels of corn from GLC through February 2009 at a total cost of $42.3 million.

On April 3, 2008, GPGC executed two separate equipment financing agreements with AXIS Capital Inc. totaling $1.75 million (individually and collectively, the AXIS Equipment Financing Agreements). These AXIS Equipment Financing Agreements provide financing for designated vehicles, implements and machinery acquired as a result of the GLC merger. The President and Chief Executive Officer of AXIS Capital Inc., Gordon F. Glade, is a member of our Board of Directors.

In February 2008, we entered into fixed-price ethanol sales agreements with Center Oil Company. The agreements were executed to lock-in prices for 3.4 million gallons of our expected ethanol production from May 2008 to December 2008. The President and Chief Executive Officer of Center Oil Company is Gary R. Parker, a member of our Board of Directors.

Item 2. Management s Discussion and Analysis of Financial Condition and Results of Operations

General

References to we, us, our or the Company in this report refer to Green Plains Renewable Energy, Inc., an Io corporation, and its subsidiaries. The following discussion and analysis provides information which management believes is relevant to an assessment and understanding of our consolidated financial condition and results of operations. This discussion should be read in conjunction with the financial statements and accompanying notes included herewith, and our annual report filed on Form 10-K for the fiscal year ended November 30, 2007, including the consolidated financial statements and accompanying notes, and the risk factors, contained therein.

Forward-Looking Statements

This report contains forward-looking statements based on current expectations that involve a number of risks and uncertainties. Forward-looking statements generally do not relate strictly to historical or current facts, but rather to plans and objectives for future operations based upon management s reasonable estimates of future results or trends, and include words such as anticipates, believes, continue, estimates, expects, intends, plans, predicts, will, and words and phrases of similar impact, and include, but are not limited to, statements regarding future operating or financial performance, business strategy, business environment, key trends, and benefits of actual or planned acquisitions. In addition, any statements that refer to expectations, projections or other characterizations of future events or circumstances, including any underlying assumptions, are forward-looking statements. The forward-looking statements are made pursuant to safe harbor provisions of the Private Securities Litigation Reform Act of 1995. Although we believe that our expectations regarding future events are based on reasonable assumptions, any or all forward-looking statements in this report may turn out to be incorrect. They may be based on inaccurate assumptions or may not account for known or unknown risks and uncertainties. Consequently, no forward-looking statement is guaranteed, and actual future results may vary materially from the results expressed or implied in our forward-looking statements. The cautionary statements in this report expressly qualify all of our forward-looking statements. In addition, the Company is not obligated, and does not intend, to update any of its forward-looking statements at any time unless an update is required by applicable securities laws. Factors that could cause actual results to differ from those expressed or implied in the forward-looking statements include, but are not limited to, those discussed in Part II, Item 1A Risk Factors of this report and in Part I, Item 1A Risk Factors of our annual report on Form 10-K for the fiscal year ended November 30, 2007.

Overview

We were formed to construct and operate dry mill, fuel grade ethanol plants. To add shareholder value, we are seeking to expand our business operations beyond ethanol production only to integrate strategic agribusiness and ethanol production services. Our goal is become a vertically-integrated, low-cost producer of ethanol.

Ethanol is a renewable, environmentally clean fuel source that is produced at numerous facilities in the U.S., mostly in the Midwest. In the U.S., ethanol is produced primarily from corn and then blended with unleaded gasoline in varying percentages. The ethanol industry in the U.S. has grown significantly over the last few years as its use reduces harmful auto emissions, enhances octane ratings of the gasoline with which it is blended, offers consumers a cost-effective choice at the pump, and decreases the amount of crude oil the U.S. needs to import from foreign sources. Ethanol is most commonly retailed as E10, the 10 percent blend of ethanol for use in all American automobiles. Increasingly, ethanol is also available as E85, a higher percentage ethanol blend for use in flexible fuel vehicles.

To execute our business plan, we have raised approximately $95.0 million in equity capital since our formation in 2004. In addition, we entered into loan arrangements whereby participating lenders agreed to lend us up to $97.0 million for construction costs and working capital to build and operate two ethanol production facilities. Construction of our first ethanol plant, located in Shenandoah, Iowa, began in April 2006, and operations commenced at the plant in August 2007. Construction began in August 2006 on a second plant, similar to the Shenandoah facility, located in Superior, Iowa, which is currently expected to be completed later this spring. We may decide to expand production at our Shenandoah and/or Superior plants as these plants have been designed for ease of future expansion, build at other sites or acquire other companies involved in ethanol production.

Our operations are highly dependent on commodity prices, especially prices for corn, ethanol, distillers grains and natural gas. As a result of price volatility for these commodities, our operating results may fluctuate substantially. The price and availability of corn are subject to significant fluctuations depending upon a number of factors that affect commodity prices in general, including crop conditions, weather, governmental programs and foreign purchases. We may experience increasing costs for corn and natural gas and decreasing prices for ethanol and distillers grains which could significantly impact our operating results. Because the market price of ethanol is not directly related to corn prices, ethanol producers are generally not able to compensate for increases in the cost of corn feedstock through adjustments in prices charged for ethanol. Based on recent forward prices of corn and ethanol, it is possible that in the future we may be operating our plants at low to negative operating margins. Increases in corn prices or decreases in ethanol prices may result in it being unprofitable to operate our plants.

The price and availability of corn are subject to significant fluctuations depending upon a number of factors that affect commodity prices in general, including crop conditions, weather, governmental programs and foreign purchases. During the past five years, the average price of corn for the upcoming, or near, month on the Chicago Board of Trade (CBOT) has been approximately $2.76 per bushel. In the areas surrounding our Shenandoah and Superior plants, the average has been slightly less due to the transportation cost differential, or basis, to the delivery points designated by the CBOT contract.

The price of corn has been increasing dramatically since the end of fiscal 2007. The average CBOT near-month corn price during fiscal 2007 was $3.68 per bushel. Since the end of fiscal 2007, the CBOT near-month corn price has risen to nearly $6.00 per bushel. We believe the increase is primarily due to the expansion of the ethanol industry and the resulting increased demand for corn. Higher corn prices will negatively affect our costs of production. However, we also believe that higher corn prices may, depending on the prices of alternative crops, encourage farmers to plant more acres of corn in the coming years and possibly divert land in the Conservation Reserve Program to corn production. We believe an increase in land devoted to corn production could reduce the price of corn to some extent in the future. However, forecasted acres devoted to corn production in the U.S. in 2008 currently are predicted to be 8% lower than in 2007 because of recent high prices of alternative crops.

Historically, ethanol prices have tended to track the wholesale price of gasoline. Ethanol prices can vary from state to state at any given time. For the past two years, the average U.S. ethanol price, based on the Opis Spot Ethanol Assessment, was $2.27 per gallon. For the same time period, the average U.S. gasoline price, based on New York Mercantile Exchange (NYMEX) reformulated blendstock for oxygen blending (RBOB) contracts, was $2.04 per gallon. During the first quarter of fiscal 2008, the average U.S. ethanol price was $2.22 per gallon. For the same time period, U.S. gasoline prices have averaged $2.37 per gallon. During the first quarter of fiscal 2008, ethanol prices have averaged $0.15 per gallon below gasoline prices. We believe this is due to constraints in the infrastructure surrounding blending and distribution that has resulted from significant increases in ethanol supply in recent years. We also believe additional ethanol supply expected to come on-line in the near future will further reduce wholesale ethanol prices compared to gasoline.

We believe the market for ethanol will continue to expand due to new federal mandates for its increased usage and the desire to reduce imports of foreign crude oil. However, we expect the rate of expansion to slow significantly because of the amount of ethanol production added during the past 2 years or to be added by plants currently under construction. This additional supply, coupled with significantly higher corn costs and relatively low ethanol prices, has resulted in reduced availability of capital for ethanol plant construction or expansion.

Companies involved in the production of ethanol are merging to increase efficiency and capture economies of scale. We have adopted a vertical-integration strategy and business model. In recent years, many ethanol companies have focused primarily on ethanol refining and production. The overall ethanol value chain, however, consists of multiple steps involving agribusinesses, such as grain elevators, agronomy services, distributors of distillers grains, and downstream operations such as ethanol marketers and fuel blenders. By simultaneously engaging in multiple steps in the ethanol value chain, we believe we can increase efficiency and better manage commodity price and supply risk. Vertical integration has often been an effective strategy for reducing risk and increasing profits in other commodity-driven businesses. The September 2007 acquisition of Essex Elevator, Inc. and the April 2008 merger of Great Lakes Cooperative into our operations are significant steps toward vertical integration. We believe these additions complement our Shenandoah and Superior ethanol production operations. Also, these additions may allow us to realize economies of scale and benefit from diversification.

Shenandoah Plant

Our Shenandoah plant is a name-plate 50 million gallon per year (mmgy) facility. Name-plate means the plant is designed to produce at least the stated quantity of ethanol per year under normal operating conditions. At name-plate capacity, a 50 mmgy plant is expected to, on an annual basis, consume approximately 18 million bushels of corn and produce approximately 50 million gallons of fuel-grade, undenatured ethanol, and approximately 160,000 tons of by-product known as distillers grains.

Operations commenced at the Shenandoah plant in August 2007. Nearly all of the employees needed to operate the plant began working for us by June 2007. Plant employees completed several weeks of safety and plant operational training prior to commencement of operations at the Shenandoah plant. The training activities included experience at a fully operational ethanol plant under the direction of ICM, Inc. s (ICM) training staff. ICM and Fagen, Inc. (Fagen) assisted us during initial plant operation to ensure that our employees are properly trained to safely and efficiently operate the Shenandoah plant. In September 2007, the Shenandoah plant completed the performance test of the Fagen contract by completing seven days of continuous operation at or exceeding certain identified performance criteria, including production at name-plate capacity levels. Total cost of constructing the Shenandoah plant, including costs of land and improvements and excluding amounts for working capital, approximated $76.8 million.

Superior Plant

Our Superior plant also is a name-plate 50 mmgy facility. It is expected to be completed and operational later this spring. In the first quarter of fiscal 2008, we hired most of the employees needed to manage and operate the Superior plant, which is expected to be approximately 35-40 people. We are currently training staff that will be involved in the direct operation of the plant.

The following table describes our projected cost of the Superior facility. However, the actual cost is subject to various contingencies, such as contractor change orders and the cost of debt financing. Therefore, the following figures are intended to be estimates only and the actual cost of the facilities may vary significantly from the descriptions given below depending on these contingencies:

Estimated cost of facilities:		
Plant construction	$	81,361,000
Site costs		4,720,000
Railroad costs		6,342,000

Fire protection / water supply costs		3,517,000
Rolling stock costs		350,000
Capitalized interest		1,200,000
Total	$	97,490,000

Amounts in the above table are only estimates. In addition, we estimate that pre-production period and working capital costs may approximate up to an additional $10 million. Actual expenditures could be higher or lower due to a variety of factors, including those described in Item 1A Risk Factors of our annual report on Form 10-K for the fiscal year ended November 30, 2007. We believe we have sufficient funds available to complete the construction and commence operation of the Superior plant. Costs incurred to-date at February 29, 2008 for the Superior ethanol facilities totaled approximately $87,449,000. Based on an estimated total facilities cost of $97,490,000, amounts available under the Superior loan agreement, which approximated $20,341,000 as of February 29, 2008, along with cash on hand, if necessary, are expected to be sufficient to fund the remaining $10,041,000 of costs expected to complete the project plus pre-production period and working capital costs estimated at up to $10 million.

We believe that all material construction and operating permits related to the Superior plant have been received as of April 8, 2008.

Marketing Agreements

We sell all of our ethanol and the majority of our distillers grains to third-party brokers, who are our customers for purposes of revenue recognition, pursuant to contracts with these brokers. Renewable Products Marketing Group, LLC, (RPMG) purchases all of the ethanol produced at our plants. We market some distillers grains locally. However, the majority of the distillers grains produced at our plants is sold to CHS Inc., a Minnesota cooperative corporation. Our third-party brokers are responsible for all sales, marketing and shipping of the products we sell to them.

Merger and Acquisition Activities

In September 2007, we purchased Essex Elevator, Inc. for $0.3 million in cash and the assumption of approximately $1.2 million in liabilities. The elevator is located approximately five miles to the northeast of the Shenandoah plant on the same rail line we use to transport products from our plant. We believe that owning additional grain storage located near the Shenandoah plant allows us greater flexibility in the procurement of corn and expands our corn purchasing opportunities, which should reduce our commodity price and supply risks.

In August 2007, we entered into an Agreement and Plan of Merger with Great Lakes Cooperative (GLC). GLC is a full-service cooperative with approximately $146 million in fiscal 2007 revenues that specializes in grain, agronomy, feed and petroleum products in northwestern Iowa and southwestern Minnesota. GLC has locations in Everly, Greenville, Gruver, Langdon, Milford, Spencer and Superior, Iowa. The GLC merger accommodates our vertical-integration strategy. GLC has grain storage capacity of approximately 14.7 million bushels, much of which will be used to support our Superior ethanol plant operations. We believe that incorporating GLC into our ethanol operations increases efficiencies and reduces commodity price and supply risks. Under the plan of merger, all outstanding GLC common and preferred stock was exchanged for an aggregate of 550,352 shares of our common stock and approximately $12.5 million in cash. The merger transaction, which was approved by GLC voting members in February 2008, closed in early April 2008.

We are also exploring other possible opportunities, including opportunities of mergers and acquisitions involving other ethanol producers and developers, other renewable fuels related technologies, and grain and fuel logistics facilities. We believe that our vertical-integration model offers strategic advantages over participants operating in only one facet of the industry, such as production, and we continue to seek opportunities to incorporate ethanol value chain firms into our operations. Given the current trend toward consolidation in the industry, we believe that we can become a consolidator of ethanol value chain assets.

Critical Accounting Policies and Estimates

This disclosure is based upon our consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States. The preparation of these financial statements requires that the Company make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosure of contingent assets and liabilities. We base our estimates on historical experience and other assumptions that we believe are proper and reasonable under the circumstances. We continually evaluate the appropriateness of estimates and assumptions used in the preparation of our consolidated financial statements. Actual results could differ materially from those estimates. The following key accounting policies are impacted significantly by judgments, assumptions and estimates used in the preparation of the consolidated financial statements.

Revenue Recognition

We recognize revenue when all of the following criteria are satisfied: persuasive evidence of an arrangement exists; risk of loss and title transfer to the customer; the price is fixed and determinable; and collectability is reasonably assured.

We sell all of our ethanol and the majority of our distillers grains to third-party brokers, who are our customers for purposes of revenue recognition, pursuant to contracts with these brokers. These third-party brokers are responsible for subsequent sales, marketing, and shipping of the ethanol and distillers grains. A small amount of distillers grains is also sold to local farmers. Accordingly, once the ethanol or distillers grains are loaded into trucks or rail cars and bills of lading are generated, the criteria for revenue recognition are considered to be satisfied and sales are recorded.

Grain sales are recorded after the commodity has been delivered to its destination and final weights, grades and settlement prices have been agreed upon with the customer. Revenues from grain storage are recognized as services are rendered.

Property and Equipment

Property and equipment are stated at cost less accumulated depreciation. Depreciation on our ethanol production facilities, grain storage facilities, railroad track, computer equipment and software, office furniture and equipment, vehicles, and other fixed assets has been provided on the straight-line method over the estimated useful lives of the assets, which currently range from 3-40 years.

Land and permanent land improvements are capitalized at cost. Non-permanent land improvements, construction in progress, and interest incurred during construction are capitalized and depreciated upon the commencement of operations of the property. The determination for permanent land improvements and non-permanent land improvements is based upon a review of the work performed and if the preparation activities would be destroyed by putting the property to a different use, the costs are not considered inextricably associated with the land and are depreciable. This determination will have an impact on future results because permanent land improvements are not depreciated whereas non-permanent improvements will be depreciated.

We periodically evaluate whether events and circumstances have occurred that may warrant revision of the estimated useful life of fixed assets or whether the remaining balance of fixed assets should be evaluated for possible impairment. We use an estimate of the related undiscounted cash flows over the remaining life of the fixed assets in measuring their recoverability.

Impairment of long-lived assets

Our long-lived assets consist of property and equipment, recoverable rail line costs and acquired intangible assets. We review long-lived assets for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Recoverability of assets to be held and used is measured by comparison of the carrying amount of an asset to estimated undiscounted future cash flows expected to be generated by the asset. If the carrying amount of an asset exceeds its estimated future cash flows, an impairment charge is recognized in the amount by which the carrying amount of the asset exceeds the fair value of the asset. Significant management judgment is required in determining the fair value of our long-lived assets to measure impairment, including projections of future cash flows.

Share-based compensation

We account for share-based compensation transactions using a fair-value-based method, which requires us to record noncash compensation costs related to payment for employee services by an equity award, such as stock options, in our consolidated financial statements over the requisite service period. Our outstanding stock options are subject only to time-based vesting provisions and include exercise prices that are equal to the fair market value of our common stock at the time of grant. The fair value of each option grant is estimated on the date of grant using the Black-Scholes option-pricing model using assumptions pertaining to expected life, interest rate, volatility and dividend yield. Expected volatilities are based on historical volatility of our common stock. The expected life of options granted represents an estimate of the period of time that options are expected to be outstanding, which is shorter than the term of the option. In addition, we are required to calculate estimated forfeiture rates on an ongoing basis that impact the amount of share-based compensation costs we record. If the estimates we use to calculate the fair value for employee stock options differ from actual results, or actual forfeitures differ from estimated forfeitures, we may be required to record gains or losses that could be material.

Derivative financial instruments

We follow Statement of Financial Accounting Standard (SFAS) No. 133, *Accounting for Derivative Instruments and Hedging Activities* in accounting for our risk management activities. Under SFAS No. 133 derivatives such as exchange-traded futures contracts are recognized on the balance sheet at fair value. Until operations commenced, all realized and unrealized gains and losses on derivative financial instruments were recorded in the statement of operations in other income. Upon the commencement of operations, all realized gains and losses on derivative financial instruments are considered a component of cost of goods sold. Unrealized gains and losses on derivative financial instruments found to be highly effective hedges for underlying commodity purchases and sales may be designated as cash flow hedges and recorded in other comprehensive income, net of tax. For ineffective hedges, unrealized gains and losses will be considered a component of cost of goods sold. Gains and losses on derivatives not recorded in other comprehensive income may have a material impact on operating results due to market volatility.

Accounting for Income Taxes

Income taxes are accounted for under the asset and liability method in accordance with SFAS No. 109, Accounting for Income Taxes. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amount of existing assets and liabilities and their respective tax basis and operating loss and tax credit carry-forwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in years in which those temporary differences are expected to be recovered or settled. The effect of a change in tax rates on deferred tax assets and liabilities is recognized in operations in the period that includes the enactment date. A valuation allowance is recorded if it is more likely than not that some portion or all of the deferred tax assets will not be realized. The realization of deferred tax assets is dependent upon the generation of future taxable income during the periods in which temporary differences become deductible. Management considers the scheduled reversal of deferred tax liabilities, projected future taxable income, and tax planning strategies in making this assessment. Management s evaluation of the realizability of deferred tax assets must consider positive and negative evidence, and the weight given to the potential effects of such positive and negative evidence is based on the extent to which it can be objectively verified.

Off-Balance Sheet Arrangements

We do not have any off-balance sheet arrangements that have or are reasonably likely to have a current or future material effect on our consolidated financial condition, results of operations or liquidity.

Recent Accounting Pronouncements

In March 2008, the Financial Accounting Standards Board issued SFAS No. 161, Disclosures about Derivative Instruments and Hedging Activities. The new standard is intended to improve financial reporting about derivative instruments and hedging activities by requiring enhanced disclosures to enable investors to better understand their effects on an entity s financial position, financial performance, and cash flows. SFAS No. 161 achieves these improvements by requiring disclosure of the fair values of derivative instruments and their gains and losses in a tabular format. It also provides more information about an entity s liquidity by requiring disclosure of derivative features that are credit risk related. Finally, it requires cross-referencing within footnotes to enable financial statement users to locate important information about derivative instruments. SFAS No. 161 is effective for financial statements issued for fiscal years and interim periods beginning after November 15, 2008, with early application encouraged. We are currently evaluating the impact that this statement will have on our consolidated financial statements.

Results of Operations

Total revenues during the three months ended February 29, 2008 were $37.8 million. We had no revenues from operations during the comparable period of fiscal 2007. We sold 13.8 million gallons of ethanol during the first three months of fiscal 2008 at an average net price of $2.02. In addition, during this period we recognized $5.3 million from sales of distillers grains and $4.5 million in revenues from grain merchandising and storage.

Cost of goods sold during the first three months of fiscal 2008 was $22.1 million, resulting in a $15.7 million gross profit. Cost of goods sold includes costs for direct labor, direct materials, certain plant overhead costs and net gains or losses on derivative financial instruments. Direct labor includes all compensation and related benefits of non-management personnel involved in the operation of our ethanol plants. Grain purchasing and receiving costs, other than labor costs for grain buyers and scale operators, are also included in cost of goods sold. Direct materials consist of the costs of corn feedstock, denaturant, and process chemicals. Corn feedstock costs include realized and unrealized gains and losses on related derivative financial instruments, inbound freight charges, inspection costs and internal transfer costs. Plant overhead costs primarily consist of plant utilities, sales commissions and outbound freight charges. Our average net corn cost was $2.49 per bushel, which reflects realized and unrealized gains on derivative contracts of $1.13 and $0.35 per bushel, respectively. Excluding gains on derivative contracts, our average cost of corn during the first quarter of fiscal 2007 was $3.97 per bushel.

Our gross margins may not be comparable to those of other ethanol production entities since some entities directly incur costs of distribution as part of their cost of goods sold while we sell our products at a price that is net of distribution costs and report net revenues received from our customers (third-party brokers).

Operating expenses were $2.9 million and $0.9 million during the first three months of fiscal 2008 and 2007, respectively. Our operating expenses are primarily general and administrative expenses for employee salaries, incentives and benefits; stock-based compensation expenses; office expenses; depreciation and amortization costs; board fees; and professional fees for accounting, legal, consulting, and investor relations activities. The increase in operating expenses was largely due to increased employee salaries, incentives and benefits resulting from hiring of employees during fiscal 2007 that are operating the Shenandoah plant, along with hiring and training of personnel during the first quarter of fiscal 2008 to operate the Superior plant, which is expected to be operational later this spring. In addition, because our ethanol plant in Shenandoah is now operating, depreciation and amortization costs increased by $0.9 million during the first three months of fiscal 2008 as compared to the same period of fiscal 2007.

Interest income, primarily on the funds raised in our various common stock offerings, was $0.1 million and $0.5 million during the first three months of fiscal 2008 and 2007, respectively. Our initial public offering was completed in November 2005 and our second public offering was completed in July 2006. Interest income has declined as we have used the proceeds from our equity offerings as part of the funding necessary to construct our ethanol plants

Interest expense, net of amounts capitalized, was $0.9 million during the first three months of fiscal 2008, with no net interest expense incurred during the same period of fiscal 2007. Because of the availability of funds raised in our various commons stock offerings, we did not need to borrow funds for construction of our ethanol plants or to fund working capital until the second quarter of fiscal 2007.

Net gains on derivative financial instruments for corn were $7.2 million and net losses on derivative financial instruments for soybeans were $0.5 million during the first quarter of fiscal 2008 as compared to net gains on derivative financial instruments for corn of $1.7 million during the same period of fiscal 2007. We began utilizing derivative financial instruments to manage price risks for soybeans following our acquisition of Essex Elevator. In September 2007, we began reflecting gains and losses on derivatives associated with our operations in cost of goods sold. We utilize derivatives, such as futures and options, to manage price risks for corn expected to be consumed in operations at both the Shenandoah and Superior plants. We have also contracted for fixed-price, future physical delivery of corn with various parties. The recent dramatic rise in the price of corn has resulted in the profits on the derivatives. We intend to continue, and may expand, the use of various derivatives and forward contracts to manage price and supply risks for corn inputs at our plants.

Our ethanol marketer has forward sold quantities of ethanol expected to be produced at our plants during the next 12 months. We continually negotiate purchases of natural gas, denaturant, enzymes, and other needed chemicals to operate the plants, and anticipate that we will have sufficient quantities of these materials in place or under contract to meet the operational requirements at each of our plants.

Liquidity and Capital Resources

On February 29, 2008, we had $12.1 million in cash and equivalents and $24.6 million available under committed loan agreements (subject to satisfaction of specified lending conditions). We anticipate utilizing substantially all of these funds for completion of the construction of our Superior plant and associated working capital requirements, as well as the GLC merger. We believe that we have secured sufficient funding to complete construction of and begin operations at our second ethanol plant. The GLC merger and the related working capital that may be associated with acquiring and storing significant quantities of corn required additional debt financing of approximately $56.8 million, including an operating line of credit. Additional debt financing may involve significant restrictive covenants and costs. In the future, we may decide to improve or preserve our liquidity through the issuance of common stock in exchange for materials and services. We may also sell additional equity or borrow additional amounts to expand the Shenandoah and/or Superior plants; build additional or acquire existing ethanol plants; and/or build additional or acquire existing corn storage facilities. We can provide no assurance that we will be able to secure the funding necessary for these additional projects at reasonable terms, if at all.

Our business is highly impacted by commodity prices, including prices for corn, ethanol and natural gas. Based on recent forward prices of corn and ethanol, it is possible that in the future we may be operating our plants at low to negative operating margins. If current price levels are sustained, we believe we will have sufficient working capital over the near-term. However, increases in corn or natural gas prices, or decreases in ethanol prices, may result in unprofitable operations at our plants. A sustained period of unprofitable operations may strain our liquidity and make it difficult to maintain compliance with our financing arrangements. While we may seek additional sources of working capital in response, we can provide no assurance that we will be able to secure this funding, if necessary.

As of February 29, 2008, Superior Ethanol s working capital was less than the balance required by the Superior Loan Agreement of $4.5 million. As a result of an additional investment by the Company in March 2008 in this wholly-owned subsidiary, the lenders provided a waiver of our required compliance with the working capital covenant as of that date.

Contractual Obligations

Our contractual obligations as of February 29, 2008 were as follows (in thousands):

	Payments Due by Period	
Contractual Obligations	**1-3 years**	**3-5 years**

	Total	Less than 1 year			More than 5 years
Long-term debt obligations (1)	$ 77,793	$ 9,086	$ 20,951	$ 20,879	$ 26,877
Interest and fees on debt obligations (2)	22,601	4,970	7,927	5,232	4,472
Operating lease obligations (3)	8,267	945	1,780	1,760	3,782
Purchase obligations (4)	95,700	84,728	2,872	2,592	5,508
Totals	$ 204,361	$ 99,729	$ 33,530	$ 30,463	$ 40,639

(1) Includes current maturities of long-term debt, and excludes $100,000 from the Iowa Department of Economic Development that is expected to be recognized as a non-refundable grant.

(2) Interest amounts were calculated over the terms of the loans using current interest rates, assuming scheduled principle and interest amounts are paid pursuant to the debt agreements. Includes administrative and/or commitment fees on debt obligations in addition to estimated interest payment amounts.

(3) Operating lease costs are for rail cars and office space.

(4) Includes construction agreements and purchase orders with Agra Industries and various other contractors for construction of the Superior plant. Also includes estimated minimum contractual obligations for RPMG and forward corn purchase contracts.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

We are subject to market risks concerning our long-term debt, future prices of corn, natural gas, ethanol and distillers grains. We are exposed to the impact of market fluctuations associated with interest rates and commodity prices as discussed below. From time to time, we may purchase corn futures and options to hedge a portion of the corn we anticipate we will need. In addition, we have contracted for future physical delivery of corn. At this time, we do not expect to have exposure to foreign currency risk as we expect to conduct all of our business in U.S. dollars.

Interest Rate Risk

We are exposed to market risk from changes in interest rates. Exposure to interest rate risk results primarily from holding term and revolving loans that bear variable interest rates. Specifically we have $77.9 million outstanding in long-term debt as of February 29, 2008, nearly all of which is variable-rate in nature. The specifics of each note are discussed in greater detail in Management s Discussion and Analysis of Financial Condition and Results of Operations - Liquidity and Capital Resources.

Commodity Price Risk

We produce ethanol and distillers grains from corn and our business is sensitive to changes in the prices of each of these commodities. The price of corn is subject to fluctuations due to unpredictable factors such as weather; corn planted and harvested acreage; changes in national and global supply and demand; and government programs and policies. We use natural gas in the ethanol production process and, as a result, our business is also sensitive to changes in the price of natural gas. The price of natural gas is influenced by such weather factors as extreme heat or cold in the summer and winter, or other natural events like hurricanes in the spring, summer and fall. Other natural gas price factors include North American exploration and production, and the amount of natural gas in underground storage during both the injection and withdrawal seasons. Ethanol prices are sensitive to world crude-oil supply and demand; crude-oil refining capacity and utilization; government regulation; and consumer demand for alternative fuels. Distillers grains prices are sensitive to various demand factors such as numbers of livestock on feed, prices for feed alternatives, and supply factors, primarily production by ethanol plants and other sources.

We attempt to reduce the market risk associated with fluctuations in the price of corn and natural gas by employing a variety of risk management and hedging strategies. Strategies include the use of derivative financial instruments such as futures and options executed on the CBOT and/or the NYMEX, as well as the daily management of our physical corn and natural gas procurement relative to plant requirements for each commodity. The management of our physical corn procurement may incorporate the use of forward fixed-price contracts and basis contracts. Additionally, some of our corn market risk has been mitigated by the ownership of additional storage facilities resulting from the Essex Elevator and GLC acquisitions.

A sensitivity analysis has been prepared to estimate our exposure to ethanol, corn, distillers grains and natural gas price risk. Market risk related to these factors is estimated as the potential change in pre-tax income resulting from hypothetical 10% adverse changes in prices of our expected corn and natural gas requirements, and ethanol and distillers grains output for a one-year period. This analysis excludes the impact of risk management activities that result from our use of fixed-price purchase and sale contracts and derivatives. The results of this analysis as of February 29, 2008, which may differ from actual results, are as follows (in thousands):

Commodity	Estimated Total Volume for the Next 12 Months	Unit of Measure		Approximate Adverse Change to Income
Ethanol	98,945	Gallons	$	22,488
Corn	35,337	Bushels	$	19,054
Distillers grains	314	Tons *	$	4,820
Natural Gas	3,364	MMBTU	$	3,416

* Distillers grains quantities are stated on an equivalent dried-ton basis.

At February 29, 2008, approximately 61% of our estimated corn usage for the next 12 months was subject to fixed-price contracts. This included fixed-price future-delivery contracts for approximately 16.1 million bushels. As a result of these positions, the effect of a 10% adverse move in the price of corn shown above would be reduced by approximately $11,659,000.

At February 29, 2008, approximately 8% of our forecasted ethanol production during the next 12 months has been sold under fixed-price contracts. As a result of these positions, the effect of a 10% adverse move in the price of ethanol shown above would be reduced by approximately $1,846,000.

At February 29, 2008, approximately 13% of our forecasted distillers grain production for the next 12 months was subject to fixed-price contracts. This included fixed-price future-delivery contracts for approximately 42,191 tons. As a result of these positions, the effect of a 10% adverse move in the price of distillers grains shown above would be reduced by approximately $648,000.

At February 29, 2008, approximately 1% of our forecasted natural gas requirements for the next 12 months have been purchased under fixed-price contracts. As a result of these positions, the effect of a 10% adverse move in the price of natural gas shown above would be reduced by approximately $20,000.

Item 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

The Company maintains disclosure controls and procedures that are designed to ensure that information required to be disclosed in the reports that we file or submit under the Securities Exchange Act of 1934 (the Exchange Act) is recorded, processed, summarized and reported within the time periods specified in Securities and Exchange Commission (SEC) rules and forms, and that such information is accumulated and communicated to the Company s management, including its Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required financial disclosure.

As of the end of the period covered by this report, the Company s management carried out an evaluation, under the supervision of and with the participation of the Chief Executive Officer and the Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rules 13a-15 and 15d-15 under the Exchange Act). Based upon that evaluation, the Company s Chief Executive Officer and the Chief

Financial Officer have concluded that our disclosure controls and procedures were effective, as of the end of the period covered by this report, to provide reasonable assurance that information required to be disclosed by the Company in reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported, completely and accurately, within the time periods specified in SEC rules and forms.

Changes in Internal Control Over Financial Reporting

During the first quarter of fiscal 2008, management took corrective action surrounding enforcement of procedures related to month-end cutoffs of revenues for both its ethanol and distillers grains, which was identified as a material weakness as of November 30, 2007. Although additional substantive review of revenues recognized during the first quarter of fiscal 2008 was performed, management has not tested the Company s controls over revenue recognition cutoffs during fiscal 2008 and accordingly has not determined that the material weakness has been fully remediated. Management will be closely monitoring revenue recognition procedures throughout fiscal 2008. There were no other changes in our internal control over financial reporting that occurred during the period covered by this quarterly report that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II OTHER INFORMATION

Item 1. Legal Proceedings

None.

Item 1A. Risk Factors

Our investors should consider the risks set forth in Part I, Item 1A, Risk Factors of our Annual Report on Form 10-K for the year ended November 30, 2007 that could affect us and our business. Although we have attempted to discuss key factors, our investors need to be aware that other risks may prove to be important in the future. New risks may emerge at any time and we cannot predict such risks or estimate the extent to which they may affect our financial performance. Investors should carefully consider the discussion of risks and the other information included or incorporated by reference in this Quarterly Report on Form 10-Q, including Forward-Looking Information, which is included in Part I, Item 2, Management s Discussion and Analysis of Financial Condition and Results of Operations.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

None.

Item 3. Defaults Upon Senior Securities

None.

Item 4. Submission of Matters to a Vote of Security Holders

None.

Item 5. Other Information

None.

Item 6. Exhibits

EXHIBIT INDEX

Exhibit No.	Description
2.1	Agreement and Plan of Merger (Incorporated by reference to Exhibit 99.1 of the Company s Current Report on Form 8-K, dated August 15, 2007)
2.2	Addendum to Agreement and Plan of Merger dated November 8, 2007 (Incorporated by reference to Appendix B to the Company s Registration Statement on Form S-4 filed on December 5, 2007)
2.3	Addendum #2 to Agreement and Plan of Merger dated December 26, 2007 (Incorporated by reference to Appendix C to the Company s Amendment No. 1 to Registration Statement on Form S-4 filed on December 27, 2007)
3(i).1	Amended and Restated Articles of Incorporation of the Company (Incorporated by reference to Exhibit 3(i).1 of the Company s Registration Statement on Form S-1 filed December 16, 2004, File No. 333-121321)
3(ii).1	Bylaws of the Company (Incorporated by reference to Exhibit 3(ii).1 of the Company s Registration Statement on Form S-1 filed December 16, 2004, File No. 333-121321)
4.1	Form of Common Stock Purchase Warrants (Incorporated by reference to Exhibit 4.1 of the Company s Current Report on Form 8-K/A dated July 7, 2006)
10.1	Letter Agreement by and between the Company and U.S. Energy, Inc., dated October 5, 2004 (Incorporated by reference to Exhibit 10.5 of the Company s Registration Statement on Form S-1 filed December 16, 2004, File No. 333-121321)

Exhibit No.	Description
10.2	Letter of Intent between the Company and the City of Shenandoah, dated December 16, 2004 (Incorporated by reference to Exhibit 10.7 of the Company s Registration Statement on Form S-1/A filed February 4, 2005, File No. 333-121321)
10.3	Master Loan Agreement, dated January 30, 2006, between the Company and Farm Credit Services of America, FLCA (Incorporated by reference to Exhibit 10.1 of the Company s Current Report on Form 8-K, dated February 6, 2006)
10.4	Amendment to the Master Loan Agreement, dated May 31, 2007, between the Company and Farm Credit Services of America, FLCA (Incorporated by reference to Exhibit 10.1 of the Company s Current Report on Form 8-K, dated June 13, 2007)
10.5	Amendment to the Master Loan Agreement, dated October 31, 2007, between the Company and Farm Credit Services of America, FLCA (Incorporated by reference to Exhibit 10.1 of the Company s Current Report on Form 8-K, dated November 16, 2007)
10.6	Statused Revolving Credit Supplement, dated October 31, 2007, between the Company and Farm Credit Services of America, FLCA (Incorporated by reference to Exhibit 10.2 of the Company s Current Report on Form 8-K, dated November 16, 2007)
10.7	Construction and Term Loan Supplement, dated January 30, 2006, between the Company and Farm Credit Services of America, FLCA (Incorporated by reference to Exhibit 10.2 of the Company s Current Report on Form 8-K, dated February 6, 2006)
10.8	Amendment to the Construction and Term Loan Supplement dated May 31, 2007, between the Company and Farm Credit Services of America, FLCA (Incorporated by reference to Exhibit 10.3 of the Company s Current Report on Form 8-K, dated June 13, 2007)
10.9	Construction and Revolving Term Loan Supplement, dated January 30, 2006, between the Company and Farm Credit Services of America, FLCA (Incorporated by reference to Exhibit 10.3 of the Company s Current Report on Form 8-K, dated February 6, 2006)
10.10	Amendment to the Construction and Revolving Term Loan Supplement dated May 31, 2007, between the Company and Farm Credit Services of America, FLCA (Incorporated by reference to Exhibit 10.4 of the Company s Current Report on Form 8-K, dated June 13, 2007)
10.11	Security Agreement, dated January 30, 2006, between the Company and Farm Credit Services of America, FLCA (Incorporated by reference to Exhibit 10.4 of the Company s Current Report on Form 8-K, dated February 6, 2006)
10.12	Administrative Agency Agreement, dated January 30, 2006, between the Company, Farm Credit Services of America, FLCA and CoBank, ACB (Incorporated by reference to Exhibit 10.5 of the Company s Current Report on Form 8-K, dated February 6, 2006)
10.13	Real Estate Mortgage and Financing Statement, dated January 30, 2006, between the Company and Farm Credit Services of America, FLCA (Incorporated by reference to Exhibit 10.14 of the Company s Annual Report on Form 10-K, dated November 30, 2005)
10.14	Lump Sum Design Build Agreement, dated January 13, 2006, between the Company and Fagen, Inc. (Incorporated by reference to Exhibit 10.15 of the Company s Annual Report on Form 10-K/A, filed June 9, 2006) portions of this Agreement have been omitted pursuant to a request

for confidential treatment

10.15	Allowance Contract, between the Company and BNSF Railway Company, dated January 26, 2006 (Incorporated by reference to Exhibit 10.14 of the Company s Annual Report on Form 10-K, dated November 30, 2005)
10.16	Design Build Agreement, dated August 1, 2006, between the Company and Agra Industries, Inc. (Incorporated by reference to Exhibit 10.12 of the Company s Quarterly Report on Form 10-Q, dated August 31, 2006)
10.17	Master Loan Agreement, dated March 15, 2007, between Superior Ethanol, L.L.C. and Farm Credit Services of America, FLCA (Incorporated by reference to Exhibit 10.1 of the Company s Current Report on Form 8-K, dated March 20, 2006)
10.18	Amendment to the Master Loan Agreement dated February 1, 2008, between Superior Ethanol, L.L.C. and Farm Credit Services of America, FLCA (Incorporated by reference to Exhibit 10.1 of the Company s Current Report on Form 8-K, dated March 3, 2008)

Exhibit No.	Description
10.19	Construction and Term Loan Supplement, dated March 15, 2007, between Superior Ethanol, L.L.C. and Farm Credit Services of America, FLCA (Incorporated by reference to Exhibit 10.2 of the Company s Current Report on Form 8-K, dated March 20, 2006)
10.20	Amendment to the Construction and Term Loan Supplement, dated February 1, 2008, between Superior Ethanol, L.L.C. and Farm Credit Services of America, FLCA (Incorporated by reference to Exhibit 10.2 of the Company s Current Report on Form 8-K, dated March 3, 2008)
10.21	Construction and Revolving Term Loan Supplement, dated March 15, 2007, between Superior Ethanol, L.L.C. and Farm Credit Services of America, FLCA (Incorporated by reference to Exhibit 10.3 of the Company s Current Report on Form 8-K, dated March 20, 2006)
10.22	Amendment to the Construction and Revolving Term Loan Supplement, dated February 1, 2008, between Superior Ethanol, L.L.C. and Farm Credit Services of America, FLCA (Incorporated by reference to Exhibit 10.3 of the Company s Current Report on Form 8-K, dated March 3, 2008)
10.23	Administrative Agency Agreement, dated March 15, 2007, between Superior Ethanol, L.L.C. and Farm Credit Services of America, FLCA (Incorporated by reference to Exhibit 10.4 of the Company s Current Report on Form 8-K, dated March 20, 2006)
10.24	Security Agreement and Real Estate Mortgage, dated March 15, 2007, between Superior Ethanol, L.L.C. and Farm Credit Services of America, FLCA (Incorporated by reference to Exhibit 10.5 of the Company s Current Report on Form 8-K, dated March 20, 2006)
10.25	Amendment No. 1 to the AIA Document A141-2004 Standard Form of Agreement Between Superior Ethanol, L.L.C. and Agra Industries, LLC, dated March 19, 2007, (Incorporated by reference to Exhibit 10.6 of the Company s Current Report on Form 8-K, dated March 20, 2006)
10.26	Employment Agreement dated June 8, 2007, between the Company and Jerry L. Peters (Incorporated by reference to Exhibit 10.24 of the Company s Quarterly Report on Form 10-Q, dated May 31, 2007).
10.27	2007 Equity Incentive Plan (Incorporated by reference to Appendix A of the Company s Definitive Proxy Statement filed March 27, 2007)
31.1	Certification of Chief Executive Officer pursuant to S.E.C. Rule 13a-14, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2	Certification of Chief Financial Officer pursuant to S.E.C. Rule 13a-14, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1	Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
32.2	Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

GREEN PLAINS RENEWABLE ENERGY, INC.

(Registrant)

Date: April 9, 2008

By: *_/s/ Wayne B. Hoovestol_*

Wayne B. Hoovestol
Chief Executive Officer

(Principal Executive Officer)

Date: April 9, 2008

By: *_/s/ Jerry L. Peters_*

Jerry L. Peters
Chief Financial Officer

(Principal Financial Officer)