

**ADVANCED BIOENERGY, LLC
CHARTER OF THE GOVERNANCE/NOMINATING COMMITTEE
OF THE BOARD OF DIRECTORS**

Purpose

The Governance/Nominating Committee (the “Committee”) of the Board of Directors (the “Board”) of Advanced BioEnergy, LLC (the “Company”) has been formed (i) to approve the nomination of individuals to serve as directors of the Company and recommend to the Board individuals to serve as members of the Board committees, (ii) to advise the Board regarding Board composition, procedures and committees, (iii) to advise the Board regarding corporate governance guidelines and corporate governance matters applicable to the Company, and (iv) to oversee the evaluation of the Board.

Composition

The Committee will consist of five members of the Board of Directors, or such other number as may be set by resolution by the Board from time to time. The members of the Committee will be appointed by and serve at the discretion of the Board. Vacancies occurring on the Committee will be filled by the Board. Unless the Chairperson of the Committee is elected by the full Board, the Committee’s members will elect a Chairperson.

Meetings and Minutes

The Committee will hold meetings as its members deem necessary or appropriate. Minutes of each meeting will be prepared and distributed to each member of the Board and the Secretary of the Company. The Chair of the Committee will report to the Board from time to time, or whenever so requested by the Board.

Responsibilities

The Committee is charged with the following duties and responsibilities:

1. Evaluation and Approval of Nominees. The Committee will evaluate the suitability of potential director nominees, and approve all director nominees for appointment by the Board, according to criteria for selecting new directors, including the possession of knowledge, experience, skills, expertise, diversity and independence so as to enhance the Board’s ability to manage and direct the affairs and business of the Company, including, when applicable, to enhance the ability of committees of the Board to fulfill their duties and to satisfy any independence requirements imposed by law, regulation or Nasdaq listing standards, and any other criteria as determined by the Committee. The Committee will also evaluate and approve nominees recommended by the Company's members, if the Committee determines that a member is eligible to make the nomination under the procedures, if any, set forth in the Company’s Operating Agreement.
2. Director Orientation and Education. The Committee will establish the process of, and oversee, the training and orientation of new directors. The Committee will also implement and oversee ongoing director education as appropriate.

3. Review of Existing Board Composition. The Committee will periodically review the size and composition of the Board as a whole and recommend, if necessary, measures to be taken so that the Board reflects the appropriate balance of knowledge, experience, skills, expertise, diversity and independence required for the Board as a whole.

4. Review of Board Committees Composition and Function. The Committee will periodically review the size, composition, and functions of each committee of the Board, including the identification of individuals qualified to serve as members of a committee, and make recommendations to the Board for any changes, including changes in membership, or the creation or elimination of committees.

5. Special Committees. The Committee may recommend that the Board establish special committees as may be desirable or necessary from time to time in order to address ethical, legal or other matters that may arise.

6. Governance Guidelines and Matters. The Committee will develop and periodically review any corporate governance guidelines adopted by the Board to ensure that they are appropriate for the Company and comply with the requirements imposed by law, or regulation, and recommend any desirable changes to the Board. The Committee will also consider any other corporate governance issues that arise from time to time, and develop appropriate recommendations for the Board.

7. Periodic Evaluation of the Committee. The Committee will review, discuss and assess periodically its own performance under this Charter. In addition, the Committee will evaluate whether this Charter appropriately addresses the matters that are or should be within its scope. The Committee will deliver to the Board the results of its evaluation, including any recommended amendments to this Charter.

8. CEO Succession Planning. The Committee is responsible for implementing and reviewing periodically a CEO succession plan.

Outside Advisers

The Committee may retain, at the Company's expense, independent counsel or other advisers as it deems necessary to carry out its responsibilities.

As approved the Board of Directors on January 18, 2013.