

PLAN OF LIQUIDATION AND DISSOLUTION

This Plan of Liquidation and Dissolution (this “Plan of Liquidation”), made and entered into as of August 15, 2019, is intended to accomplish the complete liquidation and dissolution of Advanced BioEnergy, LLC, a Delaware limited liability company (the “Company”).

1. Approval and Adoption of Plan of Liquidation. The Company’s Board of Directors have, subject to approval by the affirmative vote of two-thirds of the Members, adopted this Plan of Liquidation authorizing the liquidation, dissolution and winding up of the Company.

2. Plan of Distribution. Once this Plan of Liquidation is effective, the steps set forth below will be completed at such times as the Board of Directors, in its absolute discretion, deems necessary or appropriate:

a. The Company will cease any and all business activities except to the extent necessary to preserve the value of its assets, wind up its business and distribute its assets to the Advanced BioEnergy Liquidating Trust (the “Trust”) in accordance with this Plan and the Liquidating Trust Agreement.

b. The Company will enter into the Trust Agreement and all documents contemplated thereby, including, without limitation, the Assignment, Bill of Sale and Assumption Agreement.

c. The Company will distribute all remaining assets and liabilities of the Company to the Trust in accordance with the Trust Agreement.

3. Cancellation of Units. The distributions to the Trust pursuant to Section 2 hereof will be in complete cancellation of all of the outstanding units of the Company owned by the Members.

4. Distributions. The Board will determine the amount and timing of any initial distribution of cash to Members prior to transfer of assets to the Trust.

5. Indemnification. The Company will continue to indemnify its officers, directors, and employees in accordance with its Certificate of Formation, Operating Agreement, and any contractual arrangements, and any existing directors’ and officers’ liability insurance policy, for acts and omissions in connection with the implementation of this Plan of Liquidation and the winding up of the affairs of the Company.

6. Filing of Tax Returns. The Trustees (as defined in the Trust Agreement) are authorized and directed to execute and file all tax returns and such additional forms and reports with the Internal Revenue Service as may be necessary or appropriate in connection with this Plan of Liquidation and the carrying out thereof.

7. Authorization. The adoption of this Plan of Liquidation by the Board of Directors and the Members will constitute full and complete authority for the Board of Directors and the proper officers of the Company, without further action, to do and perform any and all acts and to make, execute and deliver any and all agreements, conveyances, assignments, transfers, certificates and other documents of any kind and character which such officers deem necessary or appropriate to accomplish the purpose of this Plan of Liquidation.