

Advanced BioEnergy, LLC
Compensation Committee Charter
Approved September 5, 2006

Purpose

The Compensation Committee is appointed by the Board of Directors to discharge the Board's responsibilities relating to compensation of the Company's executives.

Committee Membership

The Committee shall be comprised of two or more directors as determined by the Board, each of whom shall be independent nonexecutive directors, free from any relationship that would interfere with the exercise of his or her independent judgment in the performance of his or her duties under this Charter. The Committee shall have the authority to delegate any of its responsibilities to subcommittees as the Committee may deem appropriate.

Meetings

The Committee shall meet as often as its members deem necessary to perform its responsibilities.

Committee Authority and Responsibilities

The Committee will have the authority, to the extent it deems necessary or appropriate, to retain a compensation consultant to assist in the evaluation of Chief Executive Officer (CEO) and senior executive compensation. The Committee shall have sole authority to retain and terminate any such consulting firm, including sole authority to approve the firm's fees and other retention terms. The Committee shall also have authority, to the extent it deems necessary or appropriate, to retain other advisors. The Company will provide for appropriate funding, as determined by the Committee, for payment of compensation to any consulting firm or other advisors employed by the Committee.

The Committee will make regular reports to the Board and will propose any necessary action to the Board. The Committee will review and reassess the adequacy of this charter annually and recommend any proposed changes to the Board for approval.

The Committee, to the extent it deems necessary or appropriate, will:

- Approve and make recommendations to the Board with respect to the compensation of the CEO, which includes reviewing and approving the Company's goals and objectives relevant to CEO compensation, evaluate the CEO's performance in light of those goals and objectives, and determine and approve the CEO's compensation level based on this evaluation.
- Approve and make recommendations to the Board, with respect to non-CEO executive officer compensation, including incentive-compensation plans. The CEO may be present at the meeting for deliberations on non-CEO executive officer compensation, but he or she may not vote.
- Approve and make recommendations to the Board with respect to equity-based plans and awards.
- Perform such other functions as the Board shall determine.