

Appendix A Independence Standard

“Independent director” means a person other than a compensated executive officer or employee of the company or any other individual having a relationship which, in the opinion of the issuer’s board of directors, would interfere with the exercise of independent judgment in carrying out the responsibilities of a director. The following persons shall not be considered independent:

- A a director who is, or at any time during the past three years was, employed by the company or by any parent or subsidiary of the company and compensated for such service;
- B a director who accepted or who has a Family Member who accepted any compensation from the company in excess of \$60,000 during any period of twelve consecutive months within the three years preceding the determination of independence, other than the following:
 - i. purchases of grain and sales of distillers grains by the company from or to a director if such purchase or sale is at the posted price or the price generally offered by the company to non-director grain producers and cattle feeders;
 - ii. compensation for board or board committee service;
 - iii. compensation paid to a Family Member who is an employee (other than an executive officer) of the company ; or
 - iv. benefits under a tax-qualified retirement plan, or non-discretionary compensation.
- C a director who is a Family Member of an individual who is, or at any time during the past three years was, employed by the company as an executive officer;
- D a director who is, or has a Family Member who is, a partner in, or a controlling shareholder or an executive officer of, any organization to which the company made, or from which the company received, payments for property or services in the current or any of the past three fiscal years that exceed 5% of the recipient’s consolidated gross revenues for that year, or \$200,000, whichever is more, other than the following:
 - i. purchases of grain and sales of distillers grains by the company from or to a director if such purchase or sale is at the posted price or the price generally offered by the company to non-director grain producers and cattle feeders;
 - ii. payments arising solely from investments in the company’s securities; or
 - iii. payments under non-discretionary charitable contribution matching programs.
- E a director of the issuer who is, or has a Family Member who is, employed as an executive officer of another entity where at any time during the past three years any of the executive officers of the issuer serve on the compensation committee of such other entity; or
- F a director who is, or has a Family Member who is, a current partner of the company’s outside auditor, or was a partner or employee of the company’s outside auditor who worked on the company’s audit at any time during any of the past three years.

As adopted by the
Board of Directors of NEDAK Ethanol, LLC
on April 30, 2010