

## AUDIT COMMITTEE CHARTER

---

The Audit Committee of the Board of Directors of GreenHaven Commodity Services LLC shall consist of a minimum of three directors as determined by the Board of Directors. Members of the Committee shall meet the independence requirements of the New York Stock Exchange and shall also satisfy the Securities and Exchange Commission's independence requirement for members of the audit committee. All members shall have sufficient financial experience and ability to enable them to execute their responsibilities and at least one member shall be a financial expert.

The purpose of the Committee shall be to assist the Board in its oversight responsibilities for GreenHaven Commodity Services LLC, GreenHaven Continuous Commodity Index Fund, and GreenHaven Continuous Commodity Index Master Fund (herein collectively referred to as the "Company"), with respect to: the integrity of the Company's financial statements; the Company's compliance with legal and regulatory requirements; and the independence, qualifications and performance of the Company's independent auditor.

In furtherance of this purpose, the Committee shall have the following authority and responsibilities as they relate to the Company:

1. To meet to review and discuss with management and the independent auditor the annual audited financial statements and quarterly financial statements, and any other matters required to be reviewed under applicable legal or regulatory requirements.
2. To discuss with management the Company's risk assessment and risk management policies, including risks related to the financial statements and financial reporting processes and relationships with third party service providers, as well as key credit risks, liquidity risks, market risks and compliance, and the policies and procedures for monitoring and mitigating those risks.
3. To review and discuss with management the Company's system of internal controls regarding finance and accounting as well as the policies and procedures for monitoring and mitigating risks relating to that system
4. To oversee the Company's financial reporting activities and accounting standards and principles, significant changes in such standards or principles or in their application and the key accounting decisions impacting the Company's financial statements, including alternatives and appropriateness of decisions made.
5. To discuss with management and the independent auditor, as appropriate, prior to their release to the public, financial information provided to the public, analysts, rating agencies, or any governmental or regulatory body.
6. To appoint the independent auditor to examine the accounts, controls and financial statements. The Committee shall have the sole authority to select, evaluate, compensate and oversee the work of any registered public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company, including resolution of any disagreement between the independent auditor and management regarding financial reporting. The independent auditor shall report directly to the Committee and the Committee shall have sole authority to approve all engagement fees and terms. The Committee, or a member of the Committee, must pre-approve all permitted non-audit services provided to the Company by the Company's independent auditor.
7. To discuss with management and the independent auditor any audit problems or difficulties and management's response, and any material written communications between the independent auditor and management.
8. To review and discuss at least annually a formal written report or reports from the independent auditor detailing: the auditing firm's internal quality-control procedures and any material issues raised by those procedures, by peer reviews of the firm, or by any governmental or other inquiry or investigation relating to any audit conducted by the firm; an assessment of the auditing firm's independence; internal control matters identified during the audit; other matters required by professional standards to be communicated by the independent auditor regarding the audit. Also, in order to assess auditor independence, the Committee will review at least annually all relationships between the independent auditor and the Company.
9. To review and investigate any matters relating to management integrity, including conflicts of interest and

compliance with the Company's code of ethics, and any legal matters that could have a significant impact on the financial statements. In connection with these reviews, the Committee will meet, as deemed appropriate, with the Company's counsel, and Company officers and employees.

10. To establish and monitor procedures for the receipt, retention and treatment of complaints regarding accounting, internal controls, auditing matters and for the receipt of confidential, anonymous submission by employees of concerns regarding questionable accounting and auditing matters.
11. To review and approve any transaction between the Company and a related person, which is required to be disclosed under the rules of the Securities and Exchange Commission. A transaction between the Company and a related person is any transaction, which is required to be disclosed pursuant to Item 404 of Regulation S-K.

The Committee shall meet separately with management and the independent auditor at least quarterly.

In its sole discretion, the Committee shall have the authority to retain independent counsel, experts or other advisors, as it deems necessary and shall have the sole authority to approve related fees and retention terms.

The Committee shall report its actions and any recommendations to the Board after each Committee meeting and shall conduct and present to the Board an annual performance evaluation of the Committee. The Committee shall review at least annually the adequacy of this charter and recommend any proposed changes to the Board for approval.