

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 NYSE ARCA 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 "Fund"), with respect to: the integrity of the Fund's financial statements; the Fund's compliance with legal and regulatory requirements; and the independence, qualifications and performance of the Fund's independent auditor.

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

1. To meet to review and discuss with management and the independent auditor the annual audited financial statements and quarterly financial statements.
2. To review the integrity of the financial reporting process, both internal and external.
3. To review the system of internal controls regarding finance and accounting.
4. To discuss with management and the independent auditor financial information provided to the public, analysts, rating agencies, or any governmental or regulatory body.
5. 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 Fund, 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, including fees and terms.
6. 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.
7. To review and discuss at least annually a formal written report or reports from the independent auditor detailing: all relationships between the auditing firm and the Fund in order to assess auditor independence; internal control matters identified during the audit; other matters required by professional standards to be communicated by the independent auditor regarding the audit.
8. To review the quality and appropriateness of financial reporting and accounting standards or principles, significant changes in such standards or principles or in their application and the key accounting decisions and significant judgments affecting the financial statements, including alternatives and appropriateness of decisions made.
9. To review and investigate any matters relating to management integrity, including conflicts of interest and compliance with the Fund'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 Fund's counsel, and Fund 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 Fund and a related person, which is required to be disclosed under the rules of the Securities and Exchange Commission. A transaction between the Fund and a related person is any transaction which is required to be disclosed pursuant to Item 404 of Regulation S-K.

12. To prepare an annual audit committee report.

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.