

BIOFUEL ENERGY CORP.

Board of Directors' Corporate Governance Guidelines

The following guidelines have been approved by the Board of Directors (the "Board"). The guidelines, along with the Amended and Restated Certificate of Incorporation, the Amended and Restated Bylaws (the "Bylaws") and the charters of any Board committees then in place, form the framework for governance of BioFuel Energy Corp. (the "Company").

Role of the Board

The business and affairs of the Company are managed under the direction of the Board. The Board has vested responsibility for the day to day management of the Company in its Chairman, its Chief Executive Officer and other its officers. The Board oversees senior management, provides the Chairman and the Chief Executive Officer with guidance in developing corporate strategy and policies, reviews and approves major corporate decisions and assists the Company in setting and achieving its objectives. The Board should review the Company's goals and specific business plan, approve a budget, authorize capital expenditures and help develop key performance measures. It should monitor the performance of the Company and its officers as well as the integrity of the Company's public disclosures, including its financial statements, its financial and operational controls and compliance with legal and regulatory requirements. Through its Committees, the Board exercises ultimate control over the Company's outside auditors, the compensation of the Directors and officers, the nomination of candidates for Board membership and the governance of the Company.

Composition

The Board shall be comprised of individuals who meet the highest possible personal and professional standards. Directors should have broad experience in management, policy-making and/or finance, when possible in the ethanol industry or other fields relevant to the Company's business. They should be committed to enhancing shareholder value and should be able to dedicate sufficient time to carry out their duties effectively. To assure their ability to focus on issues involved in overseeing the Company, their service on the boards of other companies should be limited to a reasonable number, as may be determined from time to time in the Board's judgment, and in no event to exceed five (5) additional boards of public corporations.

The number of Directors shall be determined from time to time by the Board. Board size will be assessed at least annually by the Board's Nominating and Corporate Governance Committee and changes, if any, will be recommended to the Board. If a Director resigns or becomes unable to continue to serve for any reason, the Board may reduce the number of Directors or appoint a replacement.

Upon its formation, the Nominating and Corporate Governance Committee will review the Board's effectiveness and composition no less than annually, specifically seeking to ensure that individual Directors continue to provide the required expertise. While all Directors will be asked to help identify candidates for the Board, the Nominating and Corporate Governance Committee will be specifically responsible for screening and recommending candidates to the Board. The Nominating and Corporate Governance Committee will consider any reasonable recommendation offered by a stockholder of the Company who contacts a member of senior management, the Board or the Nominating and Corporate Governance Committee if such recommendation specifies a candidate's name, contact information and summarizes his or her background, qualifications and willingness to serve and otherwise complies with the nomination procedures set forth in the Company's Bylaws.

Membership Criteria

Subject to a phase-in period permitted under Nasdaq rules, "independent directors," as defined by the Nasdaq Global Market, shall constitute a majority of the Board. Independent directors should be free from any material relationship with the Company other than as a director.

Election of Directors

Directors will be elected annually by the shareholders at the Annual Meeting from a slate of nominees recommended by the Board in the Proxy Statement. Between Annual Meetings, the Board may appoint Directors to fill any vacancies, including vacancies created by the addition of new seats on the Board, which Directors will serve until the next Annual Meeting. Directors are expected to acquire and hold stock in the Company within a reasonable period of time after election to the Board. The amount of such purchases and holdings should be meaningful to individual Directors in light of their financial circumstances.

Term of Office

Directors will serve for a one-year term or until their successors are elected or for a shorter period ending at the next Annual Meeting. The renomination of a Director is dependent on an assessment of his or her qualifications, as well as the suitability review to be conducted by the Nominating and Corporate Governance Committee.

Committees

The Board currently has one committee, the Audit Committee. Following the time that the Board is comprised of at least 3 independent directors, the Board will establish a Nominating and Corporate Governance Committee and a Compensation Committee. The Board has the authority to establish additional committees as it deems necessary. Subject to the phase-in period permitted under Nasdaq rules, Board committees will be comprised solely of independent, non-employee Directors. Audit Committee members may not directly or indirectly receive any compensation from the

Corporation other than in their capacity as Directors and should not otherwise be affiliates of the Company.

Committee Membership

The Nominating and Corporate Governance Committee will be responsible, after consultation with the Chairman of the Board, for recommending committee assignments and committee Chairs. The Board will make committee appointments no less than annually after reviewing these recommendations.

Compensation

Non-employee Directors should receive compensation that is competitive and that is linked to the Company's results and shareholder returns. When possible, Directors' compensation should consist of a combination of cash and equity components and be designed to increase Directors' ownership of Company stock. Directors are encouraged to accumulate meaningful ownership of Company stock. Employee Directors will not be paid any additional compensation for serving on the Board. The Compensation Committee will annually review and recommend changes in Directors' compensation to ensure it remains competitive and appropriate.

Contact with Management

Directors are encouraged to speak directly to officers or, if appropriate, other employees regarding any questions or concerns they may have. However, formal written communications between Directors and employees should be copied to the Chairman of the Board and the Chief Executive Officer.

From time-to-time, officers and managers who can provide insight into items being discussed or which are of particular interest will be asked by the Chairman of the Board to be present at a Board meeting. In addition, managers with significant future potential may be brought to Board meetings to expose them to the Directors. Any Director may at any time ask the Chairman of the Board to arrange to have one or more officers or other employees meet with the Board or one of its Committees. Such requests will be honored to the extent practical.

Interactions with the Press or Investors

As management has been designated by the Board to speak publicly for the Company, Directors should refrain from commenting on the Company or its business except in very general terms. Inquiries from investors or the press should be referred to the Chairman of the Board or the Chief Executive Officer unless the Board specifically agrees otherwise.

Contact with Independent Auditors and Counsel

Directors have unlimited access to the Company's independent auditors and legal counsel.

Access to Independent Advisors

The Board or any of its Committees may, at any time, retain outside financial, legal or other advisors it believes necessary and appropriate to meet its responsibilities.

Self-Evaluation

The Board will evaluate itself no less than annually. Evaluation criteria will be established by the Nominating and Corporate Governance Committee which will lead the process, assess the results and make recommendations, as needed, to the Board to improve its performance.

Chief Executive Performance and Succession Planning

Once a year, in connection with the review and approval of the budget, the Board, with input from the Chairman and the Chief Executive Officer, will establish performance criteria (short- and long-term goals) to be considered in connection with the Chief Executive's annual performance evaluation and that of other officers. Following the end of fiscal year, the Chief Executive will present to the Board or furnish it a written report evaluating his/her own performance and that of the other officers. Thereafter, the Board will meet in executive session to review the Company's, the Chief Executive's and the officers' performance. The results of the review and evaluation shall be communicated to the Chief Executive by the Chair of the Compensation Committee.

The Board is responsible for Chief Executive Officer and other senior management succession planning in the ordinary course and may delegate to the Nominating and Corporate Governance Committee the authority to assist it in identifying potential candidates for such succession when appropriate.

Meetings

There will be at least four regularly scheduled meetings of the Board each year. One of these meetings will be devoted in substantial part to budgeting and long-term strategic planning. In addition, special meetings may be called by the Chairman of the Board or upon the written request of a majority of the Directors. Directors are expected to attend all regularly scheduled meetings in person, absent unanticipated and compelling circumstances. Materials for all Board and Committee meetings should be sent at least three days prior to the meeting, and, in any event, sufficiently in advance of the meeting to ensure adequate review prior to the meeting.

Agenda

The Chairman of the Board, in consultation with the Chief Executive, the other officers and other Directors, will complete an agenda in advance for each meeting to include issues as they arise or to delete those no longer relevant or material. Any Director may suggest items for inclusion on a specific agenda and may bring up items in the meetings not specified on the agenda.

Organization of Meetings

The Chairman of the Board will generally recommend to the Board the timing and length of Board meetings. However, adjournment will be determined by majority vote. In addition to the four regularly scheduled meetings, additional Board meetings may be called, upon proper notice, to address special topics or unanimous written consents may be circulated.

Meetings of the Non-Employee and Independent Directors

The non-employee Directors and independent Directors will meet in executive session, without management present, at each of the regularly scheduled meetings of the Board, and at such other times as may be determined by a majority of the independent Directors. In addition, at least once a year, only independent, non-employee Directors shall meet in executive session. A “lead director,” elected from time to time from among the non-employee Directors, will serve as the presiding Director for all such meetings of the non-employee or independent Directors and at all meetings at which the Chairman of the Board is not present. If the “lead director” is not present at any such meeting, the other independent Directors will select a presiding Director for that meeting.

Director Orientation and Continuing Education

New Directors will be provided with appropriate orientation to familiarize them with the Company and its operations. Directors will receive appropriate information to assist them in the performance of their duties as directors and committee members, as applicable, including, at a minimum, what is necessary to comply with Nasdaq Global Market listing standards and regulatory requirements now in place and adopted in the future. In addition, the Company supports and encourages its Board members to attend continuing education events for directors on public companies.

Code of Business Conduct and Ethics

The Board expects all Directors and officers to display the highest standards of ethics. The Board also expects Directors to adhere to the Company’s Code of Business Conduct and Ethics.