

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

January 20, 2017

Date of Report (Date of Earliest Event Reported)

Dakota Plains Holdings, Inc.

(Exact Name of Registrant as Specified in its Charter)

Nevada

(State of Incorporation)

001-36493

(Commission File Number)

20-2543857

(I.R.S. Employer Identification No.)

294 Grove Lane East

Wayzata, Minnesota

(Address of Principal Executive Offices)

55391

(Zip Code)

(952) 473-9950

(Registrant's Telephone Number, Including Area Code)

(Former Name or Former Address, if Changed Since Last Report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
-

Item 8.01 Other Events.

Modified SEC Reporting

As previously disclosed, on December 20, 2016, Dakota Plains Holdings, Inc. (the “Company”) and its wholly-owned subsidiaries, Dakota Plains Transloading, LLC, Dakota Plains Sand, LLC, Dakota Plains Marketing, LLC, DPTS Marketing LLC, DPTS Sand, LLC and Dakota Petroleum Transport Solutions, LLC (together with the Company, the “Debtors”), filed a voluntary petition for reorganization under Chapter 11 of the United States Bankruptcy Code (the “Chapter 11 Case”) in the United States Bankruptcy Court for the District of Minnesota (the “Court”). During the pendency of the bankruptcy proceedings, the Company has adopted a modified reporting program with respect to its reporting obligations under federal securities laws. In lieu of filing annual reports on Form 10-K and quarterly reports on Form 10-Q, each month the Company will file with the Securities and Exchange Commission (the “SEC”) a current report on Form 8-K that will have attached to it the monthly financial reports required by the Court. Accordingly, the Company will not file an annual report on Form 10-K for the year ended December 31, 2016. The company will continue to file current reports on Form 8-K as required by federal securities laws.

Monthly Operating Reports

On January 20, 2017, the Debtors filed their unaudited monthly operating reports for the reporting period of December 20, 2016 through December 31, 2016 (the “Monthly Reports”) with the Court. Copies of the Monthly Reports are attached hereto as Exhibit 99.1 and incorporated herein by reference.

The Company cautions readers not to place undue reliance upon the information contained in the Monthly Reports. Information in the Monthly Reports reflects only information related to the Debtors. The Monthly Reports contain financial statements and other financial information that has not been audited or reviewed by independent accounts and may be subject to further review and potential adjustment. The Monthly Reports are in a format prescribed by applicable bankruptcy laws, were prepared solely for the purpose of complying with the monthly reporting requirements in the Debtor’s bankruptcy proceeding and contain information that is less comprehensive than, and for periods that are shorter or different from, those required in periodic reports filed with the SEC under the Securities Exchange Act of 1934, as amended (the “Exchange Act”). The information set forth in the Monthly Reports should not be viewed as representative of the Company’s expected operating results for future periods.

Cautionary Note

The Company cautions its security holders that trading in the Company’s securities during the pendency of the Chapter 11 Case will be highly speculative and will pose additional, substantial risks in addition to the various risks that the Company has previously disclosed in its press releases, registration statements filed under the Securities Act of 1933, as amended, and periodic reports and schedules filed under the Exchange Act. Trading prices for the Company’s securities may not bear any substantive relationship to any recovery that the Company’s security holders may obtain in the Chapter 11 Case. In that context, the Company cannot provide any assurance in respect of the scope or amount, nature, or timing of any recovery for any such holders. Accordingly, we urge extreme caution with respect to existing and future investments in our securities.

A plan of reorganization, sale of assets or liquidation may result in the holders of the Company’s securities receiving little or no distribution in respect of their interests and cancellation of their existing securities. If certain requirements of the Bankruptcy Code are met, a Chapter 11 plan of reorganization could be confirmed notwithstanding its rejection by our security holders and notwithstanding the fact that such security holders do not receive or retain any property on account of their security interests under such plan.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

<u>Exhibit No.</u>	<u>Description of Exhibits</u>
99.1	Monthly Operating Reports for the reporting period December 20, 2016 through December 31, 2016.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this Current Report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: January 25, 2017

DAKOTA PLAINS HOLDINGS, INC.

/s/ Marty Beskow

Marty Beskow
Chief Financial Officer

EXHIBIT INDEX

Exhibit No.	Description	Manner of Filing
99.1	Monthly Operating Reports for the reporting period December 20, 2016 through December 31, 2016.	Furnished Electronically

DEBTOR: Dakota Plains Holdings, Inc.

MONTHLY OPERATING REPORT CHAPTER 11

CASE NUMBER: 16-43711

Form 2-A COVER SHEET

For Period Ending 12/31/16

Accounting Method: [X] Accrual Basis [] Cash Basis

THIS REPORT IS DUE 21 DAYS AFTER THE END OF THE MONTH

Mark One Box for Each Required Document:

Debtor must attach each of the following reports/documents unless the U. S. Trustee has waived the requirement in writing. Submit the original Monthly Operating Report bearing an original signature, to the U. S. Trustee. A copy of the Report must be filed with the Clerk of Court. 11 U.S.C. § 704(8)

Table with 3 columns: Report/Document Attached, Previously Waived, and REQUIRED REPORTS/DOCUMENTS. Lists 8 items with checkboxes for attachment and waiver.

I declare under penalty of perjury that the following Monthly Operating Report, and any attachments thereto are true, accurate and correct to the best of my knowledge and belief.

Executed on: 1/20/17 Print Name: Martin J Beskow

Handwritten signature of Martin J Beskow

Signature:

Title: Chief Financial Officer

Form 2-B

CASH RECEIPTS AND DISBURSEMENTS STATEMENT

For Period: 12/20/16 to 12/31/16

CASH FLOW SUMMARY

	Current Month	Accumulated
1. Beginning Cash Balance	\$ <u>378,979</u> (1)	\$ <u>378,979</u> (1)
2. Cash Receipts		
Operations	0	0
Sale of Assets	0	0
DIP Financing / Advances	0	0
Other	0	0
Total Cash Receipts	\$ <u>0</u>	\$ <u>0</u>
3. Cash Disbursements		
Operations	12,847	12,847
DIP Financing Payments	0	0
Professional Fees / U.S. Trustee Fees	0	0
Account Funding Transfers	92,078	92,078
Other	0	0
Total Cash Disbursements	\$ <u>104,925</u>	\$ <u>104,925</u>
4. Net Cash Flow (Total Cash Receipts less Total Cash Disbursements)	<u>(104,925)</u>	<u>(104,925)</u>
5 Ending Cash Balance (to Form 2-C)	\$ <u><u>274,054</u></u> (2)	\$ <u><u>274,054</u></u> (2)

CASH BALANCE SUMMARY

	Financial Institution	Book Balance
Petty Cash	N/A	\$ 0
DIP Operating Account	N/A	0
DIP State Tax Account	N/A	0
DIP Payroll Account	N/A	0
Other Operating Account	Bank of America - Operating #8118	259,147
Other Operating Account	Bank of America - Disbursement - ZBA #6449	0
Other Operating Account	Wells Fargo - Operating #5118	14,907
Other Interest-bearing Account	N/A	0
TOTAL (must agree with Ending Cash Balance above)		\$ <u><u>274,054</u></u> (2)

(1) Accumulated beginning cash balance is the cash available at the commencement of the case.

Current month beginning cash balance should equal the previous month's ending balance.

(2) All cash balances should be the same.

DEBTOR: Dakota Plains Holdings, Inc.

CASE NO:

16-43711

Form 2-B

CASH RECEIPTS AND DISBURSEMENTS STATEMENT

For Period: 12/20/16 to 12/31/16

CASH RECEIPTS DETAIL

Accounts: #8118, #6449, #5118

(attach additional sheets as necessary)

Date	Payer	Description	Amount
12/31/16	None		\$ 0
		Total Operations Cash Receipts	\$ 0
12/31/16	None		\$ 0
		Total Sale of Assets	\$ 0
12/31/16	None		\$ 0
		Total DIP Financing / Advances	\$ 0
12/31/16	None		\$ 0
		Total Other Receipts	\$ 0
		Total Cash Receipts	\$ <u>0</u> (1)

(1) Total for all accounts should agree with total cash receipts listed on Form 2-B, page 1

DEBTOR: Dakota Plains Holdings, Inc.

CASE NO: 16-43711

Form 2-B

CASH RECEIPTS AND DISBURSEMENTS STATEMENT

For Period: 12/20/16 to 12/31/16

CASH DISBURSEMENTS DETAIL
(attach additional sheets as necessary)

Accounts: #8118, #6449, #5118

Date	Check No.	Payee	Description (Purpose)	Amount
12/23/16	ACH	Mediacom	Internet/Media	\$ 815
12/23/16	ACH	ND Child Support Services	Child Support/Payroll	485
12/28/16	ACH	Bank of America	Bank Fees	139
12/30/16	ACH	Intuit Payroll	Payroll	11,408
		Total Operations Cash Disbursements		\$ 12,847
12/31/16		None		\$ 0
		Total DIP Financing Payments		\$ 0
12/31/16		None		\$ 0
		Total Professional Fees / U.S. Trustee Fees		\$ 0
Various	Transfer	Bank of America	Account Funding Transfer to #8071	92,078
		Total Account Funding Transfers		\$ 92,078
12/31/16		None		0
		Total Other Cash Disbursements		\$ 0
		Total Cash Disbursements		\$ 104,925 (1)

(1) Total for all accounts should agree with total cash disbursements listed on Form 2-B, page 1

Page 3 of 3

DEBTOR: Dakota Plains Holdings, Inc.

CASE NO: 16-43711

Form 2-C
COMPARATIVE BALANCE SHEET
For Period Ended: 12/31/16

	Current Month	Petition Date (1)
ASSETS		
Current Assets:		
Cash (from Form 2-B, line 5)	\$ 274,054	\$ 378,979
Accounts Receivable (from Form 2-E)	9,648	9,648
Receivable from Officers, Employees, Affiliates	0	0
Inventory	0	0
Other Current Assets :(List)	<u>Prepaid Insurance</u> <u>Prepaid Expense</u>	460,426 198,361
	459,126	460,426
	158,484	198,361
Total Current Assets	<u>\$ 901,312</u>	<u>\$ 1,047,414</u>
Fixed Assets:		
Land	\$ 521,415	\$ 521,415
Building	377,089	377,089
Equipment, Furniture and Fixtures	58,949	58,949
Total Fixed Assets	<u>957,453</u>	<u>957,453</u>
Less: Accumulated Depreciation	(193,742)	(193,742)
Net Fixed Assets	<u>\$ 763,711</u>	<u>\$ 763,711</u>
Other Assets (List):		
	<u>Finance Costs, Net</u>	1,367,768
	<u>Deposits</u>	12,500
	1,367,768	1,367,768
	12,500	12,500
TOTAL ASSETS	<u>\$ 3,045,291</u>	<u>\$ 3,191,393</u>
LIABILITIES		
Post-petition Accounts Payable (from Form 2-E)	\$ 5,216	\$ 0
Post-petition Accrued Professional Fees (from Form 2-E)	0	0
Post-petition Taxes Payable (from Form 2-E)	8,981	0
Post-petition Notes Payable	0	0
Other Post-petition Payable(List):	<u>0</u>	<u>0</u>
	<u>0</u>	<u>0</u>
Total Post Petition Liabilities	<u>\$ 14,197</u>	<u>\$ 0</u>
Pre Petition Liabilities:		
Secured Debt - SunTrust	63,193,377	63,193,377
Priority Debt	0	0
Secured Debt - Petroleum Transport Solutions LLC	11,627,608	11,627,608
Unsecured Debt	565,575	565,328
Total Pre Petition Liabilities	<u>\$ 75,386,560</u>	<u>\$ 75,386,313</u>
TOTAL LIABILITIES	<u>\$ 75,400,757</u>	<u>\$ 75,386,313</u>
OWNERS' EQUITY		
Owner's/Stockholder's Equity	\$ 54,892	\$ 54,892
Retained Earnings - Prepetition	(72,359,812)	(72,249,812)
Retained Earnings - Post-petition	(50,546)	0

TOTAL OWNERS' EQUITY \$ (72,355,466) \$ (72,194,920)

TOTAL LIABILITIES AND OWNERS' EQUITY \$ 3,045,291 \$ 3,191,393

(1) Petition date values are taken from the Debtor's balance sheet as of the petition date or are the values listed on the Debtor's schedules. Page 1 of 1

Form 2-D
PROFIT AND LOSS STATEMENT

For Period: 12/20/16 to 12/31/16

	Current Month	Accumulated Total (1)
Gross Operating Revenue	\$ 0	\$ 0
Less: Discounts, Returns and Allowances	(0)	(0)
Net Operating Revenue	<u>\$ 0</u>	<u>\$ 0</u>
Cost of Goods Sold	<u>0</u>	<u>0</u>
Gross Profit	<u>\$ 0</u>	<u>\$ 0</u>
Operating Expenses		
Officer Compensation	\$ 18,511	\$ 18,511
Selling, General and Administrative	27,418	27,418
Rents and Leases	4,617	4,617
Depreciation, Depletion and Amortization	0	0
Other (list): _____	0	0
_____	<u>0</u>	<u>0</u>
Total Operating Expenses	<u>\$ 50,546</u>	<u>\$ 50,546</u>
Operating Income (Loss)	<u>\$ (50,546)</u>	<u>\$ (50,546)</u>
Non-Operating Income and Expenses		
Other Non-Operating Expenses	\$ 0	\$ 0
Gains (Losses) on Sale of Assets	0	0
Interest Income	0	0
Interest Expense	0	0
Other Non-Operating Income	<u>0</u>	<u>0</u>
Net Non-Operating Income or (Expenses)	<u>\$ 0</u>	<u>\$ 0</u>
Reorganization Expenses		
Legal and Professional Fees	\$ 0	\$ 0
Other Reorganization Expense	<u>0</u>	<u>0</u>
Total Reorganization Expenses	<u>\$ 0</u>	<u>\$ 0</u>
Net Income (Loss) Before Income Taxes	<u>\$ (50,546)</u>	<u>\$ (50,546)</u>
Federal and State Income Tax Expense (Benefit)	<u>0</u>	<u>0</u>
NET INCOME (LOSS)	<u>\$ (50,546)</u>	<u>\$ (50,546)</u>

(1) Accumulated Totals include all revenue and expenses since the petition date.

Form 2-E
SUPPORTING SCHEDULES
For Period: 12/20/16 to 12/31/16

POST PETITION TAXES PAYABLE SCHEDULE

	<u>Beginning Balance (1)</u>	<u>Amount Accrued</u>	<u>Amount Paid</u>	<u>Date Paid</u>	<u>Check Number</u>	<u>Ending Balance</u>
Income Tax Withheld:						
Federal	\$ 0	\$ 3,373	\$ 0			\$ 3,373
State	0	4,980	0			4,980
FICA Tax Withheld	0	0	0			0
Employer's FICA Tax	0	0	0			0
Unemployment Tax						
Federal	0	84	0			84
State	0	544	0			544
Sales, Use & Excise Taxes	0	0	0			0
Property Taxes	0	0	0			0
Accrued Income Tax:						
Federal	0	0	0			0
State	0	0	0			0
Other: _____	0	0	0			0
TOTALS	\$ 0	\$ 8,981	\$ 0			\$ 8,981

(1) For first report, Beginning Balance will be \$0; thereafter, Beginning Balance will be Ending Balance from prior report.

INSURANCE SCHEDULE

	<u>Carrier</u>	<u>Amount of Coverage</u>	<u>Expiration Date</u>	<u>Premium Paid Through</u>
Workers' Compensation	Various	\$ 12,500,000	3/23/17	1/31/17
General Liability	Various	\$ 50,000,000	7/30/17	1/31/17
Property (Fire, Theft)	Various	\$ 46,413,035	12/10/17	1/31/17
Vehicle	Security National	\$ 1,000,000	12/10/17	1/31/17
Pollution	Berkley-Nautilus	\$ 10,000,000	5/11/17	1/31/17
D&O	Various	\$ 20,000,000	9/19/19	9/19/19

DEBTOR: Dakota Plains Holdings, Inc.

CASE NO: 16-43711

Form 2-E
SUPPORTING SCHEDULES

For Period: 12/20/16 to 12/31/16

ACCOUNTS RECEIVABLE AND POST PETITION PAYABLE AGING

<u>Due</u>	<u>Accounts Receivable</u>	<u>Post Petition Accounts Payable</u>
Under 30 days	\$ 0	\$ 5,216
30 to 60 days	0	0
61 to 90 days	0	0
91 to 120 days	0	0
Over 120 days	0	0
Total Post Petition	0	
Pre Petition Amounts	9,648	
Total Accounts Receivable	\$ 9,648	
Less: Bad Debt Reserve	0	
Net Accounts Receivable (to Form 2-C)	\$ 9,648	
	Total Post Petition Accounts Payable	\$ 5,216

* Attach a detail listing of accounts receivable and post-petition accounts payable

SCHEDULE OF PAYMENTS TO ATTORNEYS AND OTHER PROFESSIONALS

	<u>Month-end Retainer Balance</u>	<u>Current Month's Accrual</u>	<u>Paid in Current Month</u>	<u>Date of Court Approval</u>	<u>Month-end Balance Due *</u>
Debtor's Counsel	\$ 112,928	\$ 0	\$ 0		\$ 0
Senior Secured Lender Counsel	0	0	0		0
Counsel for Unsecured Creditors' Committee	0	0	0		0
Trustee's Counsel	0	0	0		0
Accountant	0	0	0		0
Other:	0	0	0		0
Total	\$ 112,928	\$ 0	\$ 0		\$ 0

*Balance due to include fees and expenses incurred but not yet paid.

SCHEDULE OF PAYMENTS AND TRANSFERS TO PRINCIPALS/EXECUTIVES**

<u>Payee Name</u>	<u>Position</u>	<u>Nature of Payment</u>	<u>Amount</u>
_____	_____	_____	\$ _____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

**List payments and transfers of any kind and in any form made to or for the benefit of any proprietor, owner, partner, shareholder, officer or director.

DAKP AP Aging (Post-Petition)

Vendor	Under 30 Days	30 to 60 Days	61 to 90 Days	91 to 120 Days	Over 120 Days	Total
AIS	1,093.91					1,093.91
Corporation Services Company	427.20					427.20
Health Partners	1,945.62					1,945.62
Interwest Transfer Co., Inc.	325.00					325.00
Northwestern Mutual	1,423.99					1,423.99
Total	5,215.72	0.00	0.00	0.00	0.00	5,215.72

DEBTOR:

Dakota Plains Holdings, Inc.

CASE NO:

16-43711

Form 2-F
QUARTERLY FEE SUMMARY *

For the Month Ended: 12/31/16

<u>Month</u>	<u>Year</u>	<u>Cash Disbursements **</u>	<u>Quarterly Fee Due</u>	<u>Check No.</u>	<u>Date Paid</u>
January	2016	\$ 0			
February	2016	0			
March	2016	0			
TOTAL 1st Quarter		\$ <u>0</u>	\$ _____	_____	_____
April	2016	\$ 0			
May	2016	0			
June	2016	0			
TOTAL 2nd Quarter		\$ <u>0</u>	\$ _____	_____	_____
July	2016	\$ 0			
August	2016	0			
September	2016	0			
TOTAL 3rd Quarter		\$ <u>0</u>	\$ _____	_____	_____
October	2016	\$ 0			
November	2016	0			
December	2016	12,847 (1)			
TOTAL 4th Quarter		\$ <u>12,847</u>	\$ 325	1758	1/20/17

(1) Excludes "Account Funding Transfers" from line 3, Form 2-B since these are included in Disbursements of subsidiary.

FEE SCHEDULE

<u>Quarterly Disbursements</u>	<u>Fee</u>	<u>Quarterly Disbursements</u>	<u>Fee</u>
\$0 to \$14,999	\$325	\$1,000,000 to \$1,999,999	\$6,500
\$15,000 to \$74,999	\$650	\$2,000,000 to \$2,999,999	\$9,750
\$75,000 to \$149,999	\$975	\$3,000,000 to \$4,999,999	\$10,400
\$150,000 to \$224,999	\$1,625	\$5,000,000 to \$14,999,999	\$13,000
\$225,000 to \$299,999	\$1,950	\$15,000,000 to \$29,999,999	\$20,000
\$300,000 to \$999,999	\$4,875	\$30,000,000 or more	\$30,000

* This summary is to reflect the current calendar year's information cumulative to the end of the reporting period

** Should agree with line 3, Form 2-B. Disbursements are net of transfers to other debtor in possession bank accounts

Failure to pay the quarterly fee is cause for conversion or dismissal of the chapter 11 case. [11 U.S.C. Sec. 1112(b)(10)]

DEBTOR: Dakota Plains Holdings, Inc.

CASE NO: 16-43711

**Form 2-G
NARRATIVE**

For Period Ending

12/31/16

Please provide a brief description of any significant business and legal actions taken by the debtor, its creditors, or the court during the reporting period, any unusual or non-recurring accounting transactions that are reported in the financial statements, and any significant changes in the financial condition of the debtor which have occurred subsequent to the report date.

There are no significant business or legal actions taken by the debtor, its creditors, or the court during the reporting period. There are no unusual or non-recurring accounting transactions that are reported in the financial statements. There are no significant changes in the financial condition of the debtor which have occurred subsequent to the report date.

DEBTOR: Dakota Petroleum Transport Solutions, LLC

CASE NUMBER: 16-43718

MONTHLY OPERATING REPORT CHAPTER 11

Form 2-A COVER SHEET

For Period Ending 12/31/16

Accounting Method: [X] Accrual Basis [] Cash Basis

THIS REPORT IS DUE 21 DAYS AFTER THE END OF THE MONTH

Mark One Box for Each

Required Document:

Debtor must attach each of the following reports/documents unless the U. S. Trustee has waived the requirement in writing. Submit the original Monthly Operating Report bearing an original signature, to the U. S. Trustee. A copy of the Report must be filed with the Clerk of Court. 11 U.S.C. § 704(8)

Table with 3 columns: Report/Document Attached, Previously Waived, and REQUIRED REPORTS/DOCUMENTS. Lists 8 required documents with checkboxes for attachment and waiver.

I declare under penalty of perjury that the following Monthly Operating Report, and any attachments thereto are true, accurate and correct to the best of my knowledge and belief.

Executed on: 1/20/17

Print Name: Martin J Beskow

Handwritten signature of Martin J Beskow

Signature:

Title: Chief Financial Officer

DEBTOR: Dakota Petroleum Transport Solutions, LLC

CASE NO:

16-43718

Form 2-B
CASH RECEIPTS AND DISBURSEMENTS STATEMENT
For Period: 12/20/16 to 12/31/16

CASH FLOW SUMMARY

	<u>Current Month</u>	<u>Accumulated</u>
1. Beginning Cash Balance	\$ <u>0(1)</u>	\$ <u>0(1)</u>
2. Cash Receipts		
Operations	0	0
Sale of Assets	0	0
DIP Financing / Advances	0	0
Account Funding Transfers	92,078	92,078
Other	0	0
Total Cash Receipts	\$ <u>92,078</u>	\$ <u>92,078</u>
3. Cash Disbursements		
Operations	92,078	92,078
DIP Financing Payments	0	0
Professional Fees / U.S. Trustee Fees	0	0
Other	0	0
Total Cash Disbursements	\$ <u>92,078</u>	\$ <u>92,078</u>
4. Net Cash Flow (Total Cash Receipts less Total Cash Disbursements)	<u>0</u>	<u>0</u>
5 Ending Cash Balance (to Form 2-C)	\$ <u>0(2)</u>	\$ <u>0(2)</u>

CASH BALANCE SUMMARY

	<u>Financial Institution</u>	<u>Book Balance</u>
Petty Cash	N/A	\$ 0
DIP Operating Account	N/A	0
DIP State Tax Account	N/A	0
DIP Payroll Account	N/A	0
	Bank of America - Disbursement - ZBA	
Other Operating Account	#8071	0
Other Interest-bearing Account	N/A	0
TOTAL (must agree with Ending Cash Balance above)		\$ <u>0(2)</u>

(1) Accumulated beginning cash balance is the cash available at the commencement of the case.

Current month beginning cash balance should equal the previous month's ending balance.

(2) All cash balances should be the same.

DEBTOR: Dakota Petroleum Transport Solutions, LLC

CASE NO:

16-43718

Form 2-B
CASH RECEIPTS AND DISBURSEMENTS STATEMENT
For Period: 12/20/16 to 12/31/16

CASH RECEIPTS DETAIL

Account: #8071

(attach additional sheets as necessary)

Date	Payer	Description	Amount
12/31/16	None		\$ 0
		Total Operations Cash Receipts	\$ 0
12/31/16	None		\$ 0
		Total Sale of Assets	\$ 0
12/31/16	None		\$ 0
		Total DIP Financing / Advances	\$ 0
Various	Bank of America	Account Funding Transfer from #8118	\$ 92,078
		Total Account Funding Receipts	\$ 92,078
12/31/16	None		\$ 0
		Total Other Receipts	\$ 0
		Total Cash Receipts	\$ 92,078 (1)

(1) Total for all accounts should agree with total cash receipts listed on Form 2-B, page 1

DEBTOR: Dakota Petroleum Transport Solutions, LLC

CASE NO: 16-43718

Form 2-B
CASH RECEIPTS AND DISBURSEMENTS STATEMENT
For Period: 12/20/16 to 12/31/16

CASH DISBURSEMENTS DETAIL
(attach additional sheets as necessary)

Account: #8071

Date	Check No.	Payee	Description (Purpose)	Amount
12/27/16	ACH	Wells Fargo Dealer Services	Auto Loan	1,368
12/27/16	ACH	Ally	Auto Loan	918
12/27/16	ACH	Ally	Auto Loan	900
12/28/16	ACH	Bank of America	Bank Fees	139
12/30/16	Wire	First Insurance Funding	Insurance	88,753
		Total Operations Cash Disbursements		\$ 92,078
12/31/16		None		\$ 0
		Total DIP Financing Payments		\$ 0
12/31/16		None		\$ 0
		Total Professional Fees / U.S. Trustee Fees		\$ 0
12/31/16		None		0
		Total Other Cash Disbursements		\$ 0
		Total Cash Disbursements		\$ 92,078 (1)

(1) Total for all accounts should agree with total cash disbursements listed on Form 2-B, page 1

DEBTOR: Dakota Petroleum Transport Solutions, LLC

CASE NO:

16-43718

Form 2-C
COMPARATIVE BALANCE SHEET
For Period Ended: 12/31/16

	Current Month	Petition Date (1)
ASSETS		
Current Assets:		
Cash (from Form 2-B, line 5)	\$ 0	\$ 0
Accounts Receivable (from Form 2-E)	5,776,806	5,395,679
Receivable from Officers, Employees, Affiliates	0	0
Inventory	0	0
Other Current Assets :(List)	<u>Prepaid Insurance</u>	<u>174,811</u>
	221,282	174,811
	<u>Prepaid Expense</u>	<u>10,491</u>
	8,506	10,491
 Total Current Assets	 <u>\$ 6,006,594</u>	 <u>\$ 5,580,981</u>
Fixed Assets:		
Land	\$ 0	\$ 0
Building	4,077,616	4,077,616
Equipment, Furniture and Fixtures	6,030,858	6,030,858
 Total Fixed Assets	 <u>10,108,474</u>	 <u>10,108,474</u>
Less: Accumulated Depreciation	(2,322,185)	(2,322,185)
 Net Fixed Assets	 <u>\$ 7,786,289</u>	 <u>\$ 7,786,289</u>
Other Assets (List):		
	<u>Other Long-Term Assets</u>	<u>729,623</u>
	729,623	729,623
	<u>0</u>	<u>0</u>
	0	0
 TOTAL ASSETS	 <u>\$ 14,522,506</u>	 <u>\$ 14,096,893</u>
LIABILITIES		
Post-petition Accounts Payable (from Form 2-E)	\$ 13,789	\$ 0
Post-petition Accrued Professional Fees (from Form 2-E)	0	0
Post-petition Taxes Payable (from Form 2-E)	0	0
Post-petition Notes Payable	0	0
Other Post-petition Payable(List):	<u>Accrued Salaries</u>	<u>25,117</u>
	25,117	0
	<u>Accrued Expenses</u>	<u>19,116</u>
	19,116	0
 Total Post Petition Liabilities	 <u>\$ 58,022</u>	 <u>\$ 0</u>
Pre Petition Liabilities:		
Secured Debt	0	0
Priority Debt - Property Tax	579,476	437,754
Secured Debt - Notes Payable Vehicles	168,269	173,174
Unsecured Debt	60,833	32,802
 Total Pre Petition Liabilities	 <u>\$ 808,578</u>	 <u>\$ 643,730</u>
 TOTAL LIABILITIES	 <u>\$ 866,600</u>	 <u>\$ 643,730</u>
OWNERS' EQUITY		
Owner's/Stockholder's Equity	\$ 0	\$ 0
Retained Earnings - Prepetition	13,453,163	13,453,163
Retained Earnings - Post-petition	202,743	0
 TOTAL OWNERS' EQUITY	 <u>\$ 13,655,906</u>	 <u>\$ 13,453,163</u>
 TOTAL LIABILITIES AND OWNERS' EQUITY	 <u>\$ 14,522,506</u>	 <u>\$ 14,096,893</u>

(1) Petition date values are taken from the Debtor's balance sheet as of the petition date or are the values listed on the Debtor's schedules.

DEBTOR: Dakota Petroleum Transport Solutions, LLC

CASE NO: 16-43718

Form 2-D
PROFIT AND LOSS STATEMENT

For Period: 12/20/16 to 12/31/16

	Current Month	Accumulated Total (1)
Gross Operating Revenue	\$ 372,614	\$ 372,614
Less: Discounts, Returns and Allowances	(0)	(0)
Net Operating Revenue	\$ 372,614	\$ 372,614
Cost of Goods Sold	88,587	88,587
Gross Profit	\$ 284,026	\$ 284,026
Operating Expenses		
Officer Compensation	\$ 0	\$ 0
Selling, General and Administrative	80,984	80,984
Rents and Leases	0	0
Depreciation, Depletion and Amortization	0	0
Other (list): _____	0	0
	_____	_____
Total Operating Expenses	\$ 80,984	\$ 80,984
Operating Income (Loss)	\$ 203,042	\$ 203,042
Non-Operating Income and Expenses		
Other Non-Operating Expenses	\$ 0	\$ 0
Gains (Losses) on Sale of Assets	0	0
Interest Income	0	0
Interest Expense	(299)	(299)
Other Non-Operating Income	0	0
	_____	_____
Net Non-Operating Income or (Expenses)	\$ (299)	\$ (299)
Reorganization Expenses		
Legal and Professional Fees	\$ 0	\$ 0
Other Reorganization Expense	0	0
	_____	_____
Total Reorganization Expenses	\$ 0	\$ 0
Net Income (Loss) Before Income Taxes	\$ 202,743	\$ 202,743
Federal and State Income Tax Expense (Benefit)	0	0
	_____	_____
NET INCOME (LOSS)	\$ 202,743	\$ 202,743

(1) Accumulated Totals include all revenue and expenses since the petition date.

DEBTOR: Dakota Petroleum Transport Solutions, LLC

CASE NO: 16-43718

Form 2-E
SUPPORTING SCHEDULES
For Period: 12/20/16 to 12/31/16

POST PETITION TAXES PAYABLE SCHEDULE

	Beginning Balance (1)	Amount Accrued	Amount Paid	Date Paid	Check Number	Ending Balance
Income Tax Withheld:						
Federal	\$ 0	\$ 0	0			0
State	0	0	0			0
FICA Tax Withheld	0	0	0			0
Employer's FICA Tax	0	0	0			0
Unemployment Tax						
Federal	0	0	0			0
State	0	0	0			0
Sales, Use & Excise Taxes	0	0	0			0
Property Taxes	0	0	0			0
Accrued Income Tax:						
Federal	0	0	0			0
State	0	0	0			0
Other:	0	0	0			0
TOTALS	\$ 0	\$ 0	0			0

(1) For first report, Beginning Balance will be \$0; thereafter, Beginning Balance will be Ending Balance from prior report.

INSURANCE SCHEDULE

	Carrier	Amount of Coverage	Expiration Date	Premium Paid Through
Workers' Compensation	Various	\$ 12,500,000	3/23/17	1/31/17
General Liability	Various	\$ 50,000,000	7/30/17	1/31/17
Property (Fire, Theft)	Various	\$ 46,413,035	12/10/17	1/31/17
Vehicle	Security National	\$ 1,000,000	12/10/17	1/31/17
Pollution	Berkley-Nautilus	\$ 10,000,000	5/11/17	1/31/17
D&O	Various	\$ 20,000,000	9/19/19	9/19/19

DEBTOR: Dakota Petroleum Transport Solutions, LLC

CASE NO:

16-43718

Form 2-E
SUPPORTING SCHEDULES
For Period: 12/20/16 to 12/31/16

ACCOUNTS RECEIVABLE AND POST PETITION PAYABLE AGING

<u>Due</u>	<u>Accounts Receivable</u>	<u>Post Petition Accounts Payable</u>
Under 30 days	\$ 381,127	\$ 13,789
30 to 60 days	0	0
61 to 90 days	0	0
91 to 120 days	0	0
Over 120 days	0	0
Total Post Petition	381,127	
Pre Petition Amounts	5,482,232	
Total Accounts Receivable	\$ 5,863,359	
Less: Bad Debt Reserve	(86,553)	
Net Accounts Receivable (to Form 2-C)	\$ 5,776,806	
	Total Post Petition	
	Accounts Payable	\$ 13,789

* Attach a detail listing of accounts receivable and post-petition accounts payable

SCHEDULE OF PAYMENTS TO ATTORNEYS AND OTHER PROFESSIONALS

	<u>Month-end Retainer Balance</u>	<u>Current Month's Accrual</u>	<u>Paid in Current Month</u>	<u>Date of Court Approval</u>	<u>Month-end Balance Due *</u>
Debtor's Counsel	\$ 0\$	0\$	0		\$ 0
Senior Secured Lender Counsel	0	0	0		0
Counsel for Unsecured Creditors' Committee	0	0	0		0
Trustee's Counsel	0	0	0		0
Accountant	0	0	0		0
Other:	0	0	0		0
Total	\$ 0\$	0\$	0		\$ 0

*Balance due to include fees and expenses incurred but not yet paid.

SCHEDULE OF PAYMENTS AND TRANSFERS TO PRINCIPALS/EXECUTIVES**

<u>Payee Name</u>	<u>Position</u>	<u>Nature of Payment</u>	<u>Amount</u>
_____	_____	_____	\$ _____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

**List payments and transfers of any kind and in any form made to or for the benefit of any proprietor, owner, partner, shareholder, officer or director.

DPTS, LLC AR Aging (Post-Petition)

	Under 30 days	30 to 60 days	61 to 90 days	91 to 120 days	Over 120 days	Total
4 Customers	381,127					381,127
Total	381,127	0	0	0	0	381,127

DPTS, LLC AR Aging (Pre-Petition)

	Under 30 days	30 to 60 days	61 to 90 days	91 to 120 days	Over 120 days	Total
2 Customers					5,482,232	5,482,232
Bad Debt Reserve					(86,553)	(86,553)
Total	0	0	0	0	5,395,679	5,395,679

DPTS AP Aging (Post-Petition)

Vendor	Under 30 Days	30 to 60 Days	61 to 90 Days	91 to 120 Days	Over 120 Days	Total
Border States Electric Supply	1,485					1,485
Butler Machinery Company	381					381
Hughes Network Systems, LLC	115					115
Northern Plains Rail Services	3,550					3,550
Salco Products, Inc.	5,780					5,780
United Quality Cooperative	2,477					2,477
Total	13,789	0	0	0	0	13,789

DEBTOR:

Dakota Petroleum Transport Solutions, LLC

CASE NO:

16-43718

Form 2-F
QUARTERLY FEE SUMMARY *
For the Month Ended: 12/31/16

<u>Month</u>	<u>Year</u>	<u>Cash Disbursements **</u>	<u>Quarterly Fee Due</u>	<u>Check No.</u>	<u>Date Paid</u>
January	2016	\$ 0			
February	2016	0			
March	2016	0			
TOTAL 1st Quarter		<u>\$ 0</u>	\$ _____	_____	_____
April	2016	\$ 0			
May	2016	0			
June	2016	0			
TOTAL 2nd Quarter		<u>\$ 0</u>	\$ _____	_____	_____
July	2016	\$ 0			
August	2016	0			
September	2016	0			
TOTAL 3rd Quarter		<u>\$ 0</u>	\$ _____	_____	_____
October	2016	\$ 0			
November	2016	0			
December	2016	92,078			
TOTAL 4th Quarter		<u>\$ 92,078</u>	\$ 975	1759	1/20/17

FEE SCHEDULE

<u>Quarterly Disbursements</u>	<u>Fee</u>	<u>Quarterly Disbursements</u>	<u>Fee</u>
\$0 to \$14,999	\$325	\$1,000,000 to \$1,999,999	\$6,500
\$15,000 to \$74,999	\$650	\$2,000,000 to \$2,999,999	\$9,750
\$75,000 to \$149,999	\$975	\$3,000,000 to \$4,999,999	\$10,400
\$150,000 to \$224,999	\$1,625	\$5,000,000 to \$14,999,999	\$13,000
\$225,000 to \$299,999	\$1,950	\$15,000,000 to \$29,999,999	\$20,000
\$300,000 to \$999,999	\$4,875	\$30,000,000 or more	\$30,000

* This summary is to reflect the current calendar year's information cumulative to the end of the reporting period

** Should agree with line 3, Form 2-B. Disbursements are net of transfers to other debtor in possession bank accounts

Failure to pay the quarterly fee is cause for conversion or dismissal of the chapter 11 case. [11 U.S.C. Sec. 1112(b)(10)]

DEBTOR: Dakota Petroleum Transport Solutions, LLC

CASE NO: 16-43718

**Form 2-G
NARRATIVE**
For Period Ending 12/31/16

Please provide a brief description of any significant business and legal actions taken by the debtor, its creditors, or the court during the reporting period, any unusual or non-recurring accounting transactions that are reported in the financial statements, and any significant changes in the financial condition of the debtor which have occurred subsequent to the report date.

Dakota Petroleum Transport Solutions, LLC is a wholly-owned, subsidiary of Dakota Plains Holdings, Inc. (the "Parent Company"). The results of operations for periods beginning after the December 20, 2016 petition date are reported on a consolidation basis with those of the Parent Company. There were no significant business or legal actions taken by the debtor, its creditors, or the court during the reporting period. There are no significant changes in the financial condition of the debtor which have occurred subsequent to the report date. There were no unusual or non-recurring accounting transactions that are reported in the financial statements.

DEBTOR: DPTS Sand, LLC

MONTHLY OPERATING REPORT CHAPTER 11

CASE NUMBER: 16-43721

Form 2-A COVER SHEET

For Period Ending 12/31/16

Accounting Method: [X] Accrual Basis [] Cash Basis

THIS REPORT IS DUE 21 DAYS AFTER THE END OF THE MONTH

Mark One Box for Each

Required Document:

Debtor must attach each of the following reports/documents unless the U. S. Trustee has waived the requirement in writing. Submit the original Monthly Operating Report bearing an original signature, to the U. S. Trustee. A copy of the Report must be filed with the Clerk of Court. 11 U.S.C. § 704(8)

Table with 3 columns: Report/Document Attached, Previously Waived, and REQUIRED REPORTS/DOCUMENTS. Lists 8 items with checkboxes for attachment and waiver.

I declare under penalty of perjury that the following Monthly Operating Report, and any attachments thereto are true, accurate and correct to the best of my knowledge and belief.

Executed on: 1/20/17

Print Name: Martin J Beskow

Handwritten signature of Martin J Beskow

Signature:

Title: Chief Financial Officer

**Form 2-B
CASH RECEIPTS AND DISBURSEMENTS STATEMENT**

For Period: 12/20/16 to 12/31/16

CASH FLOW SUMMARY

	<u>Current Month</u>	<u>Accumulated</u>
1. Beginning Cash Balance	\$ <u>1,629</u> (1)	\$ <u>1,629</u> (1)
2. Cash Receipts		
Operations	0	0
Sale of Assets	0	0
DIP Financing / Advances	0	0
Other	0	0
Total Cash Receipts	\$ <u>0</u>	\$ <u>0</u>
3. Cash Disbursements		
Operations	0	0
DIP Financing Payments	0	0
Professional Fees / U.S. Trustee Fees	0	0
Account Funding Transfers	0	0
Other	0	0
Total Cash Disbursements	\$ <u>0</u>	\$ <u>0</u>
4. Net Cash Flow (Total Cash Receipts less Total Cash Disbursements)	<u>0</u>	<u>0</u>
5. Ending Cash Balance (to Form 2-C)	\$ <u>1,629</u> (2)	\$ <u>1,629</u> (2)

CASH BALANCE SUMMARY

	<u>Financial Institution</u>	<u>Book Balance</u>
Petty Cash	N/A	\$ 0
DIP Operating Account	N/A	0
DIP State Tax Account	N/A	0
DIP Payroll Account	N/A	0
Other Operating Account	Bank of America - Operating #8132	1,629
Other Interest-bearing Account	N/A	0
TOTAL (must agree with Ending Cash Balance above)		\$ <u>1,629</u> (2)

**(1) Accumulated beginning cash balance is the cash available at the commencement of the case.
Current month beginning cash balance should equal the previous month's ending balance.**
(2) All cash balances should be the same.

DEBTOR: DPTS Sand, LLC

CASE NO:

16-43721

Form 2-B
CASH RECEIPTS AND DISBURSEMENTS STATEMENT
For Period: 12/20/16 to 12/31/16

CASH RECEIPTS DETAIL

Account: #8132

(attach additional sheets as necessary)

Date	Payer	Description	Amount
12/31/16	None		\$ 0
		Total Operations Cash Receipts	\$ 0
12/31/16	None		\$ 0
		Total Sale of Assets	\$ 0
12/31/16	None		\$ 0
		Total DIP Financing / Advances	\$ 0
12/31/16	None		\$ 0
		Total Other Receipts	\$ 0
		Total Cash Receipts	\$ 0 (1)

(1) Total for all accounts should agree with total cash receipts listed on Form 2-B, page 1

Form 2-B
CASH RECEIPTS AND DISBURSEMENTS STATEMENT
 For Period: 12/20/16 to 12/31/16

CASH DISBURSEMENTS DETAIL
(attach additional sheets as necessary)

Account: #8132

Date	Check No.	Payee	Description (Purpose)	Amount
12/31/16		None		0
		Total Operations Cash Disbursements		\$ 0
12/31/16		None		0
		Total DIP Financing Payments		\$ 0
12/31/16		None		0
		Total Professional Fees / U.S. Trustee Fees		\$ 0
12/31/16		None		0
		Total Account Funding Transfers		\$ 0
12/31/16		None		0
		Total Other Cash Disbursements		\$ 0
Total Cash Disbursements				\$ 0⁽¹⁾

(1) Total for all accounts should agree with total cash disbursements listed on Form 2-B, page 1

DEBTOR: DPTS Sand, LLC

CASE NO:

16-43721

Form 2-C
COMPARATIVE BALANCE SHEET
For Period Ended: 12/31/16

	Current Month	Petition Date (1)
ASSETS		
Current Assets:		
Cash (from Form 2-B, line 5)	\$ 1,629	\$ 1,629
Accounts Receivable (from Form 2-E)	355,858	262,013
Receivable from Officers, Employees, Affiliates	0	0
Inventory	0	0
Other Current Assets :(List)	0	0
	0	0
	0	0
Total Current Assets	\$ <u>357,487</u>	\$ <u>263,642</u>
Fixed Assets:		
Land	\$ 0	\$ 0
Building	0	0
Equipment, Furniture and Fixtures	0	0
	0	0
Total Fixed Assets	<u>0</u>	<u>0</u>
Less: Accumulated Depreciation	(0)	(0)
Net Fixed Assets	\$ <u>0</u>	\$ <u>0</u>
Other Assets (List):		
	0	0
	0	0
	0	0
TOTAL ASSETS	\$ <u>357,487</u>	\$ <u>263,642</u>
LIABILITIES		
Post-petition Accounts Payable (from Form 2-E)	\$ 0	\$ 0
Post-petition Accrued Professional Fees (from Form 2-E)	0	0
Post-petition Taxes Payable (from Form 2-E)	0	0
Post-petition Notes Payable	0	0
Other Post-petition Payable(List):	0	0
Accrued Salaries	0	0
	0	0
Total Post Petition Liabilities	\$ <u>0</u>	\$ <u>0</u>
Pre Petition Liabilities:		
Secured Debt	0	0
Priority Debt - Property Tax	0	0
Secured Debt - Notes Payable Vehicles	0	0
Unsecured Debt	0	0
	0	0
Total Pre Petition Liabilities	\$ <u>0</u>	\$ <u>0</u>
TOTAL LIABILITIES	\$ <u>0</u>	\$ <u>0</u>
OWNERS' EQUITY		
Owner's/Stockholder's Equity	\$ 0	\$ 0
Retained Earnings - Prepetition	263,642	263,642
Retained Earnings - Post-petition	93,845	0
TOTAL OWNERS' EQUITY	\$ <u>357,487</u>	\$ <u>263,642</u>
TOTAL LIABILITIES AND OWNERS' EQUITY	\$ <u>357,487</u>	\$ <u>263,642</u>

(1) Petition date values are taken from the Debtor's balance sheet as of the petition date or are the values listed on the Debtor's schedules.

DEBTOR: DPTS Sand, LLC

CASE NO: 16-43721

Form 2-D
PROFIT AND LOSS STATEMENT
For Period: 12/20/16 to 12/31/16

	Current Month	Accumulated Total (1)
Gross Operating Revenue	\$ 93,845	\$ 93,845
Less: Discounts, Returns and Allowances	(0)	(0)
Net Operating Revenue	\$ 93,845	\$ 93,845
Cost of Goods Sold	0	0
Gross Profit	\$ 93,845	\$ 93,845
Operating Expenses		
Officer Compensation	\$ 0	\$ 0
Selling, General and Administrative	0	0
Rents and Leases	0	0
Depreciation, Depletion and Amortization	0	0
Other (list): _____	0	0
_____	0	0
Total Operating Expenses	\$ 0	\$ 0
Operating Income (Loss)	\$ 93,845	\$ 93,845
Non-Operating Income and Expenses		
Other Non-Operating Expenses	\$ 0	\$ 0
Gains (Losses) on Sale of Assets	0	0
Interest Income	0	0
Interest Expense	0	0
Other Non-Operating Income	0	0
Net Non-Operating Income or (Expenses)	\$ 0	\$ 0
Reorganization Expenses		
Legal and Professional Fees	\$ 0	\$ 0
Other Reorganization Expense	0	0
Total Reorganization Expenses	\$ 0	\$ 0
Net Income (Loss) Before Income Taxes	\$ 93,845	\$ 93,845
Federal and State Income Tax Expense (Benefit)	0	0
NET INCOME (LOSS)	\$ 93,845	\$ 93,845

(1) Accumulated Totals include all revenue and expenses since the petition date.

DEBTOR: DPTS Sand, LLC

CASE NO: 16-43721

Form 2-E
SUPPORTING SCHEDULES
For Period: 12/20/16 to 12/31/16

POST PETITION TAXES PAYABLE SCHEDULE

	Beginning Balance (1)	Amount Accrued	Amount Paid	Date Paid	Check Number	Ending Balance
Income Tax Withheld:						
Federal	\$ 0	\$ 0	\$ 0			\$ 0
State	0	0	0			0
FICA Tax Withheld	0	0	0			0
Employer's FICA Tax	0	0	0			0
Unemployment Tax						
Federal	0	0	0			0
State	0	0	0			0
Sales, Use & Excise Taxes	0	0	0			0
Property Taxes	0	0	0			0
Accrued Income Tax:						
Federal	0	0	0			0
State	0	0	0			0
Other: _____	0	0	0			0
TOTALS	\$ 0	\$ 0	\$ 0			\$ 0

(1) For first report, Beginning Balance will be \$0; thereafter, Beginning Balance will be Ending Balance from prior report.

INSURANCE SCHEDULE

	Carrier	Amount of Coverage	Expiration Date	Premium Paid Through
Workers' Compensation	Various	\$ 12,500,000	3/23/17	1/31/17
General Liability	Various	\$ 50,000,000	7/30/17	1/31/17
Property (Fire, Theft)	Various	\$ 46,413,035	12/10/17	1/31/17
Vehicle	Security National	\$ 1,000,000	12/10/17	1/31/17
Pollution	Berkley-Nautilus	\$ 10,000,000	5/11/17	1/31/17
D&O	Various	\$ 20,000,000	9/19/19	9/19/19

DEBTOR: DPTS Sand, LLC

CASE NO: 16-43721

Form 2-E
SUPPORTING SCHEDULES
For Period: 12/20/16 to 12/31/16

ACCOUNTS RECEIVABLE AND POST PETITION PAYABLE AGING

Table with columns: Due, Accounts Receivable, Post Petition Accounts Payable. Rows include: Under 30 days, 30 to 60 days, 61 to 90 days, 91 to 120 days, Over 120 days, Total Post Petition, Pre Petition Amounts, Total Accounts Receivable, Less: Bad Debt Reserve, Net Accounts Receivable (to Form 2-C), Total Post Petition Accounts Payable.

* Attach a detail listing of accounts receivable and post-petition accounts payable

SCHEDULE OF PAYMENTS TO ATTORNEYS AND OTHER PROFESSIONALS

Table with columns: Month-end Retainer Balance, Current Month's Accrual, Paid in Current Month, Date of Court Approval, Month-end Balance Due *. Rows include: Debtor's Counsel, Senior Secured Lender Counsel, Counsel for Unsecured Creditors' Committee, Trustee's Counsel, Accountant, Other, Total.

*Balance due to include fees and expenses incurred but not yet paid.

SCHEDULE OF PAYMENTS AND TRANSFERS TO PRINCIPALS/EXECUTIVES**

Table with columns: Payee Name, Position, Nature of Payment, Amount. Includes a dollar sign symbol in the Amount column.

**List payments and transfers of any kind and in any form made to or for the benefit of any proprietor, owner, partner, shareholder, officer or director.

DPTS Sand, LLC AR Aging (Post-Petition)

Vendor - UNIMIN Invoice #	Under 30 days	30 to 60 days	61 to 90 days	91 to 120 days	Over 120 days	Total
1134 - Dec	12,107					12,107
1133	43,531					43,531
1132	38,208					38,208
Total	93,845	0	0	0	0	93,845

DPTS Sand, LLC AR Aging (Pre-Petition)

Vendor - UNIMIN Invoice #	Under 30 days	30 to 60 days	61 to 90 days	91 to 120 days	Over 120 days	Total
1131	61,655					61,655
1130	32,493					32,493
1129		73,784				73,784
1128		36,481				36,481
1127		57,599				57,599
Total	94,149	167,864	0	0	0	262,013

DEBTOR: DPTS Sand, LLC

CASE NO: 16-43721

Form 2-F
QUARTERLY FEE SUMMARY *
For the Month Ended: 12/31/16

Month	Year	Cash Disbursements **	Quarterly Fee Due	Check No.	Date Paid
January	2016	\$ 0			
February	2016	0			
March	2016	0			
TOTAL 1st Quarter		\$ 0	\$		
April	2016	\$ 0			
May	2016	0			
June	2016	0			
TOTAL 2nd Quarter		\$ 0	\$		
July	2016	\$ 0			
August	2016	0			
September	2016	0			
TOTAL 3rd Quarter		\$ 0	\$		
October	2016	\$ 0			
November	2016	0			
December	2016	0			
TOTAL 4th Quarter		\$ 0	\$ 325	1760	1/20/17

FEE SCHEDULE

Quarterly Disbursements	Fee	Quarterly Disbursements	Fee
\$0 to \$14,999	\$325	\$1,000,000 to \$1,999,999	\$6,500
\$15,000 to \$74,999	\$650	\$2,000,000 to \$2,999,999	\$9,750
\$75,000 to \$149,999	\$975	\$3,000,000 to \$4,999,999	\$10,400
\$150,000 to \$224,999	\$1,625	\$5,000,000 to \$14,999,999	\$13,000
\$225,000 to \$299,999	\$1,950	\$15,000,000 to \$29,999,999	\$20,000
\$300,000 to \$999,999	\$4,875	\$30,000,000 or more	\$30,000

* This summary is to reflect the current calendar year's information cumulative to the end of the reporting period

** Should agree with line 3, Form 2-B. Disbursements are net of transfers to other debtor in possession bank accounts

Failure to pay the quarterly fee is cause for conversion or dismissal of the chapter 11 case. [11 U.S.C. Sec. 1112(b)(10)]

DEBTOR: DPTS Sand, LLC

CASE NO: 16-43721

**Form 2-G
NARRATIVE**

For Period Ending 12/31/16

Please provide a brief description of any significant business and legal actions taken by the debtor, its creditors, or the court during the reporting period, any unusual or non-recurring accounting transactions that are reported in the financial statements, and any significant changes in the financial condition of the debtor which have occurred subsequent to the report date.

DPTS Sand, LLC is a wholly-owned, subsidiary of Dakota Plains Holdings, Inc. (the "Parent Company"). The results of operations for periods beginning after the December 20, 2016 petition date are reported on a consolidation basis with those of the Parent Company. There were no significant business or legal actions taken by the debtor, its creditors, or the court during the reporting period. There are no significant changes in the financial condition of the debtor which have occurred subsequent to the report date. There were no unusual or non-recurring accounting transactions that are reported in the financial statements.

DEBTOR: DPTS Marketing LLC

CASE NUMBER: 16-43717

MONTHLY OPERATING REPORT CHAPTER 11

Form 2-A COVER SHEET

For Period Ending 12/31/16

Accounting Method: [X] Accrual Basis [] Cash Basis

THIS REPORT IS DUE 21 DAYS AFTER THE END OF THE MONTH

Mark One Box for Each

Required Document:

Debtor must attach each of the following reports/documents unless the U. S. Trustee has waived the requirement in writing. Submit the original Monthly Operating Report bearing an original signature, to the U. S. Trustee. A copy of the Report must be filed with the Clerk of Court. 11 U.S.C. § 704(8)

Table with 3 columns: Report/Document Attached, Previously Waived, and REQUIRED REPORTS/DOCUMENTS. Lists 8 required documents with checkboxes for attachment and waiver.

I declare under penalty of perjury that the following Monthly Operating Report, and any attachments thereto are true, accurate and correct to the best of my knowledge and belief.

Executed on: 1/20/17 Print Name: Martin J Beskow

Handwritten signature of Martin J Beskow

Signature:

Title: Chief Financial Officer

Form 2-B
CASH RECEIPTS AND DISBURSEMENTS STATEMENT
 For Period: 12/20/16 to 12/31/16

CASH FLOW SUMMARY

	<u>Current Month</u>	<u>Accumulated</u>
1. Beginning Cash Balance	\$ <u>0(1)</u>	\$ <u>0(1)</u>
2. Cash Receipts		
Operations	0	0
Sale of Assets	0	0
DIP Financing / Advances	0	0
Other	0	0
Total Cash Receipts	\$ <u>0</u>	\$ <u>0</u>
3. Cash Disbursements		
Operations	0	0
DIP Financing Payments	0	0
Professional Fees / U.S. Trustee Fees	0	0
Other	0	0
Total Cash Disbursements	\$ <u>0</u>	\$ <u>0</u>
4. Net Cash Flow (Total Cash Receipts less Total Cash Disbursements)	<u>0</u>	<u>0</u>
5 Ending Cash Balance (to Form 2-C)	\$ <u>0(2)</u>	\$ <u>0(2)</u>

CASH BALANCE SUMMARY

	<u>Financial Institution</u>	<u>Book Balance</u>
Petty Cash	N/A	\$ 0
DIP Operating Account	N/A	0
DIP State Tax Account	N/A	0
DIP Payroll Account	N/A	0
Other Operating Account	Bank of America - Disbursement - ZBA #8137	0
Other Interest-bearing Account	N/A	0
TOTAL (must agree with Ending Cash Balance above)		\$ <u>0(2)</u>

**(1) Accumulated beginning cash balance is the cash available at the commencement of the case.
 Current month beginning cash balance should equal the previous month's ending balance.**

(2) All cash balances should be the same.

DEBTOR: DPTS Marketing LLC

CASE NO: 16-43717

Form 2-B
CASH RECEIPTS AND DISBURSEMENTS STATEMENT
For Period: 12/20/16 to 12/31/16

CASH RECEIPTS DETAIL

Account: #8137

(attach additional sheets as necessary)

Date	Payer	Description	Amount
12/31/16	None	Total Operations Cash Receipts	\$ <u>0</u> \$ 0
12/31/16	None	Total Sale of Assets	\$ <u>0</u> \$ 0
12/31/16	None	Total DIP Financing / Advances	\$ <u>0</u> \$ 0
12/31/16	None	Total Other Receipts	\$ <u>0</u> \$ 0
Total Cash Receipts			\$ <u>0</u> (1)

(1) Total for all accounts should agree with total cash receipts listed on Form 2-B, page 1

DEBTOR: DPTS Marketing LLC

CASE NO: 16-43717

Form 2-B
CASH RECEIPTS AND DISBURSEMENTS STATEMENT
For Period: 12/20/16 to 12/31/16

CASH DISBURSEMENTS DETAIL
(attach additional sheets as necessary)

Account: #8137

Date	Check No.	Payee	Description (Purpose)	Amount
12/31/16		None		0
			Total Operations Cash Disbursements	\$ 0
12/31/16		None		0
			Total DIP Financing Payments	\$ 0
12/31/16		None		0
			Total Professional Fees / U.S. Trustee Fees	\$ 0
12/31/16		None		0
			Total Other Cash Disbursements	\$ 0
			Total Cash Disbursements	\$ 0(1)

(1) Total for all accounts should agree with total cash disbursements listed on Form 2-B, page 1

DEBTOR: DPTS Marketing LLC

CASE NO: 16-43717

Form 2-C
COMPARATIVE BALANCE SHEET
For Period Ended: 12/31/16

	Current Month	Petition Date (1)
ASSETS		
Current Assets:		
Cash (from Form 2-B, line 5)	\$ 0	\$ 0
Accounts Receivable (from Form 2-E)	63,614	63,614
Receivable from Officers, Employees, Affiliates	0	0
Inventory	0	0
Other Current Assets :(List)	0	0
	<u>0</u>	<u>0</u>
Total Current Assets	\$ <u>63,614</u>	\$ <u>63,614</u>
Fixed Assets:		
Land	\$ 0	\$ 0
Building	0	0
Equipment, Furniture and Fixtures	0	0
	<u>0</u>	<u>0</u>
Total Fixed Assets	<u>0</u>	<u>0</u>
Less: Accumulated Depreciation	(0)	(0)
Net Fixed Assets	\$ <u>0</u>	\$ <u>0</u>
Other Assets (List):	0	0
	<u>0</u>	<u>0</u>
TOTAL ASSETS	\$ <u>63,614</u>	\$ <u>63,614</u>
LIABILITIES		
Post-petition Accounts Payable (from Form 2-E)	\$ 0	\$ 0
Post-petition Accrued Professional Fees (from Form 2-E)	0	0
Post-petition Taxes Payable (from Form 2-E)	0	0
Post-petition Notes Payable	0	0
Other Post-petition Payable(List):	0	0
	<u>0</u>	<u>0</u>
Total Post Petition Liabilities	\$ <u>0</u>	\$ <u>0</u>
Pre Petition Liabilities:		
Secured Debt - Western Petroleum Company	1,827,164	1,827,164
Unsecured Debt	831,211	831,211
	<u>2,658,375</u>	<u>2,658,375</u>
Total Pre Petition Liabilities	\$ <u>2,658,375</u>	\$ <u>2,658,375</u>
TOTAL LIABILITIES	\$ <u>2,658,375</u>	\$ <u>2,658,375</u>
OWNERS' EQUITY		
Owner's/Stockholder's Equity	\$ 0	\$ 0
Retained Earnings - Prepetition	(2,594,761)	(2,594,761)
Retained Earnings - Post-petition	0	0
	<u>(2,594,761)</u>	<u>(2,594,761)</u>
TOTAL OWNERS' EQUITY	\$ <u>(2,594,761)</u>	\$ <u>(2,594,761)</u>
TOTAL LIABILITIES AND OWNERS' EQUITY	\$ <u>63,614</u>	\$ <u>63,614</u>

(1) Petition date values are taken from the Debtor's balance sheet as of the petition date or are the values listed on the Debtor's schedules.

DEBTOR: DPTS Marketing LLC

CASE NO: 16-43717

Form 2-D
PROFIT AND LOSS STATEMENT
For Period: 12/20/16 to 12/31/16

	Current Month	Accumulated Total (1)
Gross Operating Revenue	\$ 0	\$ 0
Less: Discounts, Returns and Allowances	(0)	(0)
Net Operating Revenue	\$ 0	\$ 0
Cost of Goods Sold	0	0
Gross Profit	\$ 0	\$ 0
Operating Expenses		
Officer Compensation	\$ 0	\$ 0
Selling, General and Administrative	0	0
Rents and Leases	0	0
Depreciation, Depletion and Amortization	0	0
Other (list):	0	0
	0	0
Total Operating Expenses	\$ 0	\$ 0
Operating Income (Loss)	\$ 0	\$ 0
Non-Operating Income and Expenses		
Other Non-Operating Expenses	\$ 0	\$ 0
Gains (Losses) on Sale of Assets	0	0
Interest Income	0	0
Interest Expense	0	0
Other Non-Operating Income	0	0
Net Non-Operating Income or (Expenses)	\$ 0	\$ 0
Reorganization Expenses		
Legal and Professional Fees	\$ 0	\$ 0
Other Reorganization Expense	0	0
Total Reorganization Expenses	\$ 0	\$ 0
Net Income (Loss) Before Income Taxes	\$ 0	\$ 0
Federal and State Income Tax Expense (Benefit)	0	0
NET INCOME (LOSS)	\$ 0	\$ 0

(1) Accumulated Totals include all revenue and expenses since the petition date.

**Form 2-E
SUPPORTING SCHEDULES
For Period: 12/20/16 to 12/31/16**

POST PETITION TAXES PAYABLE SCHEDULE

	<u>Beginning Balance (1)</u>	<u>Amount Accrued</u>	<u>Amount Paid</u>	<u>Date Paid</u>	<u>Check Number</u>	<u>Ending Balance</u>
Income Tax Withheld:						
Federal	\$ 0	\$ 0	\$ 0			\$ 0
State	0	0	0			0
FICA Tax Withheld	0	0	0			0
Employer's FICA Tax	0	0	0			0
Unemployment Tax						
Federal	0	0	0			0
State	0	0	0			0
Sales, Use & Excise Taxes	0	0	0			0
Property Taxes	0	0	0			0
Accrued Income Tax:						
Federal	0	0	0			0
State	0	0	0			0
Other:	0	0	0			0
TOTALS	\$ 0	\$ 0	\$ 0			\$ 0

(1) For first report, Beginning Balance will be \$0; thereafter, Beginning Balance will be Ending Balance from prior report.

INSURANCE SCHEDULE

	<u>Carrier</u>	<u>Amount of Coverage</u>	<u>Expiration Date</u>	<u>Premium Paid Through</u>
Workers' Compensation	Various	\$ 12,500,000	3/23/17	1/31/17
General Liability	Various	\$ 50,000,000	7/30/17	1/31/17
Property (Fire, Theft)	Various	\$ 46,413,035	12/10/17	1/31/17
Vehicle	Security National	\$ 1,000,000	12/10/17	1/31/17
Pollution	Berkley-Nautilus	\$ 10,000,000	5/11/17	1/31/17
D&O	Various	\$ 20,000,000	9/19/19	9/19/19

Form 2-E

SUPPORTING SCHEDULES

For Period: 12/20/16 to 12/31/16

ACCOUNTS RECEIVABLE AND POST PETITION PAYABLE AGING

<u>Due</u>	<u>Accounts Receivable</u>	<u>Post Petition Accounts Payable</u>
Under 30 days	\$ 0	\$ 0
30 to 60 days	0	0
61 to 90 days	0	0
91 to 120 days	0	0
Over 120 days	0	0
Total Post Petition	0	
Pre Petition Amounts	63,614	
Total Accounts Receivable	\$ 63,614	
Less: Bad Debt Reserve	0	
Net Accounts Receivable (to Form 2-C)	\$ 63,614	
	Total Post Petition Accounts Payable	\$ 0

* Attach a detail listing of accounts receivable and post-petition accounts payable

SCHEDULE OF PAYMENTS TO ATTORNEYS AND OTHER PROFESSIONALS

	<u>Month-end Retainer Balance</u>	<u>Current Month's Accrual</u>	<u>Paid in Current Month</u>	<u>Date of Court Approval</u>	<u>Month-end Balance Due *</u>
Debtor's Counsel	\$ 0	\$ 0	\$ 0		\$ 0
Senior Secured Lender Counsel	0	0	0		0
Counsel for Unsecured Creditors' Committee	0	0	0		0
Trustee's Counsel	0	0	0		0
Accountant	0	0	0		0
Other:	0	0	0		0
Total	\$ 0	\$ 0	\$ 0		\$ 0

*Balance due to include fees and expenses incurred but not yet paid.

SCHEDULE OF PAYMENTS AND TRANSFERS TO PRINCIPALS/EXECUTIVES**

<u>Payee Name</u>	<u>Position</u>	<u>Nature of Payment</u>	<u>Amount</u>
_____	_____	_____	\$ _____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

**List payments and transfers of any kind and in any form made to or for the benefit of any proprietor, owner, partner, shareholder, officer or director.

DPTS Marketing LLC AR Aging (Pre-Petition)

Customer	Under 30 days	30 to 60 days	61 to 90 days	91 to 120 days	Over 120 days	Total
4 Customers					63,614	63,614
Total	0	0	0	0	63,614	63,614

DEBTOR: DPTS Marketing LLC

CASE NO: 16-43717

Form 2-F
QUARTERLY FEE SUMMARY *
For the Month Ended: 12/31/16

<u>Month</u>	<u>Year</u>	<u>Cash Disbursements **</u>	<u>Quarterly Fee Due</u>	<u>Check No.</u>	<u>Date Paid</u>
January	2016	\$ 0			
February	2016	0			
March	2016	0			
TOTAL 1st Quarter		\$ <u>0</u>	\$ _____	_____	_____
April	2016	\$ 0			
May	2016	0			
June	2016	0			
TOTAL 2nd Quarter		\$ <u>0</u>	\$ _____	_____	_____
July	2016	\$ 0			
August	2016	0			
September	2016	0			
TOTAL 3rd Quarter		\$ <u>0</u>	\$ _____	_____	_____
October	2016	\$ 0			
November	2016	0			
December	2016	0			
TOTAL 4th Quarter		\$ <u>0</u>	\$ <u>325</u>	<u>1761</u>	<u>1/20/17</u>

FEE SCHEDULE

<u>Quarterly Disbursements</u>	<u>Fee</u>	<u>Quarterly Disbursements</u>	<u>Fee</u>
\$0 to \$14,999	\$325	\$1,000,000 to \$1,999,999	\$6,500
\$15,000 to \$74,999	\$650	\$2,000,000 to \$2,999,999	\$9,750
\$75,000 to \$149,999	\$975	\$3,000,000 to \$4,999,999	\$10,400
\$150,000 to \$224,999	\$1,625	\$5,000,000 to \$14,999,999	\$13,000
\$225,000 to \$299,999	\$1,950	\$15,000,000 to \$29,999,999	\$20,000
\$300,000 to \$999,999	\$4,875	\$30,000,000 or more	\$30,000

* This summary is to reflect the current calendar year's information cumulative to the end of the reporting period

** Should agree with line 3, Form 2-B. Disbursements are net of transfers to other debtor in possession bank accounts

Failure to pay the quarterly fee is cause for conversion or dismissal of the chapter 11 case. [11 U.S.C. Sec. 1112(b)(10)]

Form 2-G
NARRATIVE
For Period Ending 12/31/16

Please provide a brief description of any significant business and legal actions taken by the debtor, its creditors, or the court during the reporting period, any unusual or non-recurring accounting transactions that are reported in the financial statements, and any significant changes in the financial condition of the debtor which have occurred subsequent to the report date.

DPTS Marketing LLC is a wholly-owned, subsidiary of Dakota Plains Holdings, Inc. (the "Parent Company"). The results of operations for periods beginning after the December 20, 2016 petition date are reported on a consolidation basis with those of the Parent Company. There were no significant business or legal actions taken by the debtor, its creditors, or the court during the reporting period. There are no significant changes in the financial condition of the debtor which have occurred subsequent to the report date. There were no unusual or non-recurring accounting transactions that are reported in the financial statements.

DEBTOR: Dakota Plains Transloading, LLC

MONTHLY OPERATING REPORT CHAPTER 11

CASE NUMBER: 16-43712

Form 2-A COVER SHEET

For Period Ending 12/31/16

Accounting Method: [X] Accrual Basis [] Cash Basis

THIS REPORT IS DUE 21 DAYS AFTER THE END OF THE MONTH

Mark One Box for Each

Required Document:

Debtor must attach each of the following reports/documents unless the U. S. Trustee has waived the requirement in writing. Submit the original Monthly Operating Report bearing an original signature, to the U. S. Trustee. A copy of the Report must be filed with the Clerk of Court. 11 U.S.C. § 704(8)

Table with 3 columns: Report/Document Attached, Previously Waived, and REQUIRED REPORTS/DOCUMENTS. Rows include Cash Receipts and Disbursements Statement, Balance Sheet, Profit and Loss Statement, Supporting Schedules, Quarterly Fee Summary, Narrative, Bank Statements, and Bank Statement Reconciliations.

I declare under penalty of perjury that the following Monthly Operating Report, and any attachments thereto are true, accurate and correct to the best of my knowledge and belief.

Executed on: 1/20/17 Print Name: Martin J Beskow

Handwritten signature of Martin J Beskow

Signature:

Title: Chief Financial Officer

**Form 2-B
CASH RECEIPTS AND DISBURSEMENTS STATEMENT**

For Period: 12/20/16 to 12/31/16

CASH FLOW SUMMARY

	Current <u>Month</u>	<u>Accumulated</u>
1. Beginning Cash Balance	\$ <u>0</u> (1)	\$ <u>0</u> (1)
2. Cash Receipts		
Operations	0	0
Sale of Assets	0	0
DIP Financing / Advances	0	0
Other	0	0
Total Cash Receipts	\$ <u>0</u>	\$ <u>0</u>
3. Cash Disbursements		
Operations	0	0
DIP Financing Payments	0	0
Professional Fees / U.S. Trustee Fees	0	0
Other	0	0
Total Cash Disbursements	\$ <u>0</u>	\$ <u>0</u>
4. Net Cash Flow (Total Cash Receipts less Total Cash Disbursements)	<u>0</u>	<u>0</u>
5 Ending Cash Balance (to Form 2-C)	\$ <u>0</u> (2)	\$ <u>0</u> (2)

CASH BALANCE SUMMARY

	<u>Financial Institution</u>	<u>Book Balance</u>
Petty Cash	N/A	\$ 0
DIP Operating Account	N/A	0
DIP State Tax Account	N/A	0
DIP Payroll Account	N/A	0
Other Operating Account	N/A	0
Other Interest-bearing Account	N/A	0
TOTAL (must agree with Ending Cash Balance above)		\$ <u>0</u> (2)

(1) Accumulated beginning cash balance is the cash available at the commencement of the case.

Current month beginning cash balance should equal the previous month's ending balance.

(2) All cash balances should be the same.

DEBTOR: Dakota Plains Transloading, LLC

CASE NO: 16-43712

Form 2-B
CASH RECEIPTS AND DISBURSEMENTS STATEMENT

For Period: 12/20/16 to 12/31/16

CASH RECEIPTS DETAIL

Account: N/A

(attach additional sheets as necessary)

Date	Payer	Description	Amount
12/31/16	None		\$ 0
		Total Operations Cash Receipts	\$ 0
12/31/16	None		\$ 0
		Total Sale of Assets	\$ 0
12/31/16	None		\$ 0
		Total DIP Financing / Advances	\$ 0
12/31/16	None		\$ 0
		Total Other Receipts	\$ 0
		Total Cash Receipts	\$ 0 (1)

(1) Total for all accounts should agree with total cash receipts listed on Form 2-B, page 1

Page 2 of 3

DEBTOR: Dakota Plains Transloading, LLC

CASE NO: 16-43712

Form 2-B
CASH RECEIPTS AND DISBURSEMENTS STATEMENT
For Period: 12/20/16 to 12/31/16

CASH DISBURSEMENTS DETAIL
(attach additional sheets as necessary)

Account: N/A

Date	Check No.	Payee	Description (Purpose)	Amount
12/31/16		None		0
			Total Operations Cash Disbursements	\$ 0
12/31/16		None		0
			Total DIP Financing Payments	\$ 0
12/31/16		None		0
			Total Professional Fees / U.S. Trustee Fees	\$ 0
12/31/16		None		0
			Total Other Cash Disbursements	\$ 0
			Total Cash Disbursements	\$ <u>0</u> (1)

(1) Total for all accounts should agree with total cash disbursements listed on Form 2-B, page 1

DEBTOR: Dakota Plains Transloading, LLC

CASE NO: 16-43712

Form 2-C
COMPARATIVE BALANCE SHEET
For Period Ended: 12/31/16

	Current Month	Petition Date (1)
ASSETS		
Current Assets:		
Cash (from Form 2-B, line 5)	\$ 0	\$ 0
Accounts Receivable (from Form 2-E)	0	0
Receivable from Officers, Employees, Affiliates	0	0
Inventory	0	0
Other Current Assets :(List)	0	0
	0	0
Total Current Assets	\$ 0	\$ 0
Fixed Assets:		
Land	\$ 0	\$ 0
Building	0	0
Equipment, Furniture and Fixtures	0	0
	0	0
Total Fixed Assets	0	0
Less: Accumulated Depreciation	(0)	(0)
	0	0
Net Fixed Assets	\$ 0	\$ 0
Other Assets (List):		
	0	0
	0	0
TOTAL ASSETS	\$ 0	\$ 0
LIABILITIES		
Post-petition Accounts Payable (from Form 2-E)	\$ 0	\$ 0
Post-petition Accrued Professional Fees (from Form 2-E)	0	0
Post-petition Taxes Payable (from Form 2-E)	0	0
Post-petition Notes Payable	0	0
Other Post-petition Payable(List):	0	0
	0	0
Total Post Petition Liabilities	\$ 0	\$ 0
Pre Petition Liabilities:		
Secured Debt - Western Petroleum Company	0	0
Unsecured Debt	0	0
Total Pre Petition Liabilities	\$ 0	\$ 0
TOTAL LIABILITIES	\$ 0	\$ 0
OWNERS' EQUITY		
Owner's/Stockholder's Equity	\$ 0	\$ 0
Retained Earnings - Prepetition	0	0
Retained Earnings - Post-petition	0	0
TOTAL OWNERS' EQUITY	\$ 0	\$ 0
TOTAL LIABILITIES AND OWNERS' EQUITY	\$ 0	\$ 0

(1) Petition date values are taken from the Debtor's balance sheet as of the petition date or are the values listed on the Debtor's schedules. Page 1 of 1

DEBTOR: Dakota Plains Transloading, LLC

CASE NO: 16-43712

Form 2-D
PROFIT AND LOSS STATEMENT

For Period: 12/20/16 to 12/31/16

	Current Month	Accumulated Total (1)
Gross Operating Revenue	\$ 0	\$ 0
Less: Discounts, Returns and Allowances	(0)	(0)
Net Operating Revenue	\$ 0	\$ 0
Cost of Goods Sold	0	0
Gross Profit	\$ 0	\$ 0
Operating Expenses		
Officer Compensation	\$ 0	\$ 0
Selling, General and Administrative	0	0
Rents and Leases	0	0
Depreciation, Depletion and Amortization	0	0
Other (list): _____	0	0
_____	0	0
Total Operating Expenses	\$ 0	\$ 0
Operating Income (Loss)	\$ 0	\$ 0
Non-Operating Income and Expenses		
Other Non-Operating Expenses	\$ 0	\$ 0
Gains (Losses) on Sale of Assets	0	0
Interest Income	0	0
Interest Expense	0	0
Other Non-Operating Income	0	0
Net Non-Operating Income or (Expenses)	\$ 0	\$ 0
Reorganization Expenses		
Legal and Professional Fees	\$ 0	\$ 0
Other Reorganization Expense	0	0
Total Reorganization Expenses	\$ 0	\$ 0
Net Income (Loss) Before Income Taxes	\$ 0	\$ 0
Federal and State Income Tax Expense (Benefit)	0	0
NET INCOME (LOSS)	\$ 0	\$ 0

(1) Accumulated Totals include all revenue and expenses since the petition date.

DEBTOR: Dakota Plains Transloading, LLC

CASE NO: 16-43712

Form 2-E
SUPPORTING SCHEDULES

For Period: 12/20/16 to 12/31/16

POST PETITION TAXES PAYABLE SCHEDULE

	<u>Beginning Balance (1)</u>	<u>Amount Accrued</u>	<u>Amount Paid</u>	<u>Date Paid</u>	<u>Check Number</u>	<u>Ending Balance</u>
Income Tax Withheld:						
Federal	\$ 0	\$ 0	0			\$ 0
State	0	0	0			0
FICA Tax Withheld	0	0	0			0
Employer's FICA Tax	0	0	0			0
Unemployment Tax						
Federal	0	0	0			0
State	0	0	0			0
Sales, Use & Excise Taxes	0	0	0			0
Property Taxes	0	0	0			0
Accrued Income Tax:						
Federal	0	0	0			0
State	0	0	0			0
Other: _____	0	0	0			0
TOTALS	<u>\$ 0</u>	<u>\$ 0</u>	<u>0</u>			<u>\$ 0</u>

(1) For first report, Beginning Balance will be \$0; thereafter, Beginning Balance will be Ending Balance from prior report.

INSURANCE SCHEDULE

	<u>Carrier</u>	<u>Amount of Coverage</u>	<u>Expiration Date</u>	<u>Premium Paid Through</u>
Workers' Compensation	Various	\$ 12,500,000	3/23/17	1/31/17
General Liability	Various	\$ 50,000,000	7/30/17	1/31/17
Property (Fire, Theft)	Various	\$ 46,413,035	12/10/17	1/31/17
Vehicle	Security National	\$ 1,000,000	12/10/17	1/31/17
Pollution	Berkley-Nautilus	\$ 10,000,000	5/11/17	1/31/17
D&O	Various	\$ 20,000,000	9/19/19	9/19/19

DEBTOR: Dakota Plains Transloading, LLC

CASE NO:

16-43712

Form 2-E
SUPPORTING SCHEDULES
For Period: 12/20/16 to 12/31/16

ACCOUNTS RECEIVABLE AND POST PETITION PAYABLE AGING

<u>Due</u>	<u>Accounts Receivable</u>	<u>Post Petition Accounts Payable</u>
Under 30 days	\$ 0	\$ 0
30 to 60 days	0	0
61 to 90 days	0	0
91 to 120 days	0	0
Over 120 days	0	0
Total Post Petition	0	
Pre Petition Amounts	0	
Total Accounts Receivable	\$ 0	
Less: Bad Debt Reserve	0	
Net Accounts Receivable (to Form 2-C)	\$ 0	
	Total Post Petition	
	Accounts Payable	\$ 0

* Attach a detail listing of accounts receivable and post-petition accounts payable

SCHEDULE OF PAYMENTS TO ATTORNEYS AND OTHER PROFESSIONALS

	<u>Month-end Retainer Balance</u>	<u>Current Month's Accrual</u>	<u>Paid in Current Month</u>	<u>Date of Court Approval</u>	<u>Month-end Balance Due *</u>
Debtor's Counsel	\$ 0	\$ 0	0		\$ 0
Senior Secured Lender Counsel	0	0	0		0
Counsel for Unsecured Creditors' Committee	0	0	0		0
Trustee's Counsel	0	0	0		0
Accountant	0	0	0		0
Other:	0	0	0		0
Total	\$ 0	\$ 0	0		\$ 0

*Balance due to include fees and expenses incurred but not yet paid.

SCHEDULE OF PAYMENTS AND TRANSFERS TO PRINCIPALS/EXECUTIVES**

<u>Payee Name</u>	<u>Position</u>	<u>Nature of Payment</u>	<u>Amount</u>
_____	_____	_____	\$ _____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

**List payments and transfers of any kind and in any form made to or for the benefit of any proprietor, owner, partner, shareholder, officer or director.

DEBTOR: Dakota Plains Transloading, LLC

CASE NO: 16-43712

Form 2-F
QUARTERLY FEE SUMMARY *
For the Month Ended: 12/31/16

Month	Year	Cash Disbursements **	Quarterly Fee Due	Check No.	Date Paid
January	2016	\$ 0			
February	2016	0			
March	2016	0			
TOTAL 1st Quarter		\$ 0	\$		
April	2016	\$ 0			
May	2016	0			
June	2016	0			
TOTAL 2nd Quarter		\$ 0	\$		
July	2016	\$ 0			
August	2016	0			
September	2016	0			
TOTAL 3rd Quarter		\$ 0	\$		
October	2016	\$ 0			
November	2016	0			
December	2016	0			
TOTAL 4th Quarter		\$ 0	\$ 325	1762	1/20/17

FEE SCHEDULE

Quarterly Disbursements	Fee	Quarterly Disbursements	Fee
\$0 to \$14,999	\$325	\$1,000,000 to \$1,999,999	\$6,500
\$15,000 to \$74,999	\$650	\$2,000,000 to \$2,999,999	\$9,750
\$75,000 to \$149,999	\$975	\$3,000,000 to \$4,999,999	\$10,400
\$150,000 to \$224,999	\$1,625	\$5,000,000 to \$14,999,999	\$13,000
\$225,000 to \$299,999	\$1,950	\$15,000,000 to \$29,999,999	\$20,000
\$300,000 to \$999,999	\$4,875	\$30,000,000 or more	\$30,000

* This summary is to reflect the current calendar year's information cumulative to the end of the reporting period

** Should agree with line 3, Form 2-B. Disbursements are net of transfers to other debtor in possession bank accounts

Failure to pay the quarterly fee is cause for conversion or dismissal of the chapter 11 case. [11 U.S.C. Sec. 1112(b)(10)]

DEBTOR: Dakota Plains Transloading, LLC

CASE NO: 16-43712

**Form 2-G
NARRATIVE**

For Period Ending 12/31/16

Please provide a brief description of any significant business and legal actions taken by the debtor, its creditors, or the court during the reporting period, any unusual or non-recurring accounting transactions that are reported in the financial statements, and any significant changes in the financial condition of the debtor which have occurred subsequent to the report date.

Dakota Plains Transloading, LLC is a wholly-owned, subsidiary of Dakota Plains Holdings, Inc. (the "Parent Company"). The results of operations for periods beginning after the December 20, 2016 petition date are reported on a consolidation basis with those of the Parent Company. There were no significant business or legal actions taken by the debtor, its creditors, or the court during the reporting period. There are no significant changes in the financial condition of the debtor which have occurred subsequent to the report date. There were no unusual or non-recurring accounting transactions that are reported in the financial statements.

DEBTOR: Dakota Plains Sand, LLC

MONTHLY OPERATING REPORT CHAPTER 11

CASE NUMBER: 16-43715

Form 2-A COVER SHEET

For Period Ending 12/31/16

Accounting Method: [X] Accrual Basis [] Cash Basis

THIS REPORT IS DUE 21 DAYS AFTER THE END OF THE MONTH

Mark One Box for Each

Required Document:

Debtor must attach each of the following reports/documents unless the U. S. Trustee has waived the requirement in writing. Submit the original Monthly Operating Report bearing an original signature, to the U. S. Trustee. A copy of the Report must be filed with the Clerk of Court. 11 U.S.C. § 704(8)

Table with 3 columns: Report/Document Attached, Previously Waived, and REQUIRED REPORTS/DOCUMENTS. Rows include Cash Receipts and Disbursements Statement, Balance Sheet, Profit and Loss Statement, Supporting Schedules, Quarterly Fee Summary, Narrative, Bank Statements, and Bank Statement Reconciliations.

I declare under penalty of perjury that the following Monthly Operating Report, and any attachments thereto are true, accurate and correct to the best of my knowledge and belief.

Executed on: 1/20/17 Print Name: Martin J Beskow Signature: [Handwritten Signature] Title: Chief Financial Officer

DEBTOR: Dakota Plains Sand, LLC

CASE NO: 16-43715

Form 2-B
CASH RECEIPTS AND DISBURSEMENTS STATEMENT
For Period: 12/20/16 to 12/31/16

CASH FLOW SUMMARY

	Current Month	Accumulated
1. Beginning Cash Balance	\$ 0(1)	\$ 0(1)
2. Cash Receipts		
Operations	0	0
Sale of Assets	0	0
DIP Financing / Advances	0	0
Other	0	0
Total Cash Receipts	\$ 0	\$ 0
3. Cash Disbursements		
Operations	0	0
DIP Financing Payments	0	0
Professional Fees / U.S. Trustee Fees	0	0
Other	0	0
Total Cash Disbursements	\$ 0	\$ 0
4. Net Cash Flow (Total Cash Receipts less Total Cash Disbursements)	0	0
5 Ending Cash Balance (to Form 2-C)	\$ 0(2)	\$ 0(2)

CASH BALANCE SUMMARY

	Financial Institution	Book Balance
Petty Cash	N/A	\$ 0
DIP Operating Account	N/A	0
DIP State Tax Account	N/A	0
DIP Payroll Account	N/A	0
Other Operating Account	N/A	0
Other Interest-bearing Account	N/A	0
TOTAL (must agree with Ending Cash Balance above)		\$ 0(2)

- (1) Accumulated beginning cash balance is the cash available at the commencement of the case.
Current month beginning cash balance should equal the previous month's ending balance.
(2) All cash balances should be the same.

DEBTOR: Dakota Plains Sand, LLC

CASE NO: 16-43715

Form 2-B
CASH RECEIPTS AND DISBURSEMENTS STATEMENT

For Period: 12/20/16 to 12/31/16

CASH RECEIPTS DETAIL

Account: N/A

(attach additional sheets as necessary)

Date	Payer	Description	Amount
12/31/16	None		\$ 0
		Total Operations Cash Receipts	\$ 0
12/31/16	None		\$ 0
		Total Sale of Assets	\$ 0
12/31/16	None		\$ 0
		Total DIP Financing / Advances	\$ 0
12/31/16	None		\$ 0
		Total Other Receipts	\$ 0
		Total Cash Receipts	\$ 0 (1)

(1) Total for all accounts should agree with total cash receipts listed on Form 2-B, page 1

DEBTOR: Dakota Plains Sand, LLC

CASE NO: 16-43715

Form 2-B
CASH RECEIPTS AND DISBURSEMENTS STATEMENT
For Period: 12/20/16 to 12/31/16

CASH DISBURSEMENTS DETAIL
(attach additional sheets as necessary)

Account: N/A

Date	Check No.	Payee	Description (Purpose)	Amount
12/31/16		None		0
			Total Operations Cash Disbursements	\$ 0
12/31/16		None		0
			Total DIP Financing Payments	\$ 0
12/31/16		None		0
			Total Professional Fees / U.S. Trustee Fees	\$ 0
12/31/16		None		0
			Total Other Cash Disbursements	\$ 0
			Total Cash Disbursements	\$ 0(1)

(1) Total for all accounts should agree with total cash disbursements listed on Form 2-B, page 1

Page 3 of 3

DEBTOR: Dakota Plains Sand, LLC

CASE NO: 16-43715

Form 2-C
COMPARATIVE BALANCE SHEET
For Period Ended: 12/31/16

	Current Month	Petition Date (1)
ASSETS		
Current Assets:		
Cash (from Form 2-B, line 5)	\$ 0	\$ 0
Accounts Receivable (from Form 2-E)	0	0
Receivable from Officers, Employees, Affiliates	0	0
Inventory	0	0
Other Current Assets :(List)	0	0
	0	0
Total Current Assets	\$ 0	\$ 0
Fixed Assets:		
Land	\$ 0	\$ 0
Building	0	0
Equipment, Furniture and Fixtures	0	0
Total Fixed Assets	0	0
Less: Accumulated Depreciation	(0)	(0)
Net Fixed Assets	\$ 0	\$ 0
Other Assets (List):	0	0
	0	0
TOTAL ASSETS	\$ 0	\$ 0
LIABILITIES		
Post-petition Accounts Payable (from Form 2-E)	\$ 0	\$ 0
Post-petition Accrued Professional Fees (from Form 2-E)	0	0
Post-petition Taxes Payable (from Form 2-E)	0	0
Post-petition Notes Payable	0	0
Other Post-petition Payable(List):	0	0
	0	0
Total Post Petition Liabilities	\$ 0	\$ 0
Pre Petition Liabilities:		
Secured Debt - Western Petroleum Company	0	0
Unsecured Debt	0	0
Total Pre Petition Liabilities	\$ 0	\$ 0
TOTAL LIABILITIES	\$ 0	\$ 0
OWNERS' EQUITY		
Owner's/Stockholder's Equity	\$ 0	\$ 0
Retained Earnings - Prepetition	0	0
Retained Earnings - Post-petition	0	0
TOTAL OWNERS' EQUITY	\$ 0	\$ 0
TOTAL LIABILITIES AND OWNERS' EQUITY	\$ 0	\$ 0

(1) Petition date values are taken from the Debtor's balance sheet as of the petition date or are the values listed on the Debtor's schedules. Page 1 of 1

DEBTOR: Dakota Plains Sand, LLC

CASE NO: 16-43715

Form 2-D
PROFIT AND LOSS STATEMENT
For Period: 12/20/16 to 12/31/16

	Current Month	Accumulated Total (1)
Gross Operating Revenue	\$ 0	\$ 0
Less: Discounts, Returns and Allowances	(0)	(0)
Net Operating Revenue	\$ 0	\$ 0
Cost of Goods Sold	0	0
Gross Profit	\$ 0	\$ 0
Operating Expenses		
Officer Compensation	\$ 0	\$ 0
Selling, General and Administrative	0	0
Rents and Leases	0	0
Depreciation, Depletion and Amortization	0	0
Other (list):	0	0
	0	0
Total Operating Expenses	\$ 0	\$ 0
Operating Income (Loss)	\$ 0	\$ 0
Non-Operating Income and Expenses		
Other Non-Operating Expenses	\$ 0	\$ 0
Gains (Losses) on Sale of Assets	0	0
Interest Income	0	0
Interest Expense	0	0
Other Non-Operating Income	0	0
Net Non-Operating Income or (Expenses)	\$ 0	\$ 0
Reorganization Expenses		
Legal and Professional Fees	\$ 0	\$ 0
Other Reorganization Expense	0	0
Total Reorganization Expenses	\$ 0	\$ 0
Net Income (Loss) Before Income Taxes	\$ 0	\$ 0
Federal and State Income Tax Expense (Benefit)	0	0
NET INCOME (LOSS)	\$ 0	\$ 0

(1) Accumulated Totals include all revenue and expenses since the petition date.

**Form 2-E
SUPPORTING SCHEDULES**

For Period: 12/20/16 to 12/31/16

POST PETITION TAXES PAYABLE SCHEDULE

	<u>Beginning Balance (1)</u>	<u>Amount Accrued</u>	<u>Amount Paid</u>	<u>Date Paid</u>	<u>Check Number</u>	<u>Ending Balance</u>
Income Tax Withheld:						
Federal	\$ 0	\$ 0	0			\$ 0
State	0	0	0			0
FICA Tax Withheld	0	0	0			0
Employer's FICA Tax	0	0	0			0
Unemployment Tax						
Federal	0	0	0			0
State	0	0	0			0
Sales, Use & Excise Taxes	0	0	0			0
Property Taxes	0	0	0			0
Accrued Income Tax:						
Federal	0	0	0			0
State	0	0	0			0
Other:	0	0	0			0
TOTALS	\$ 0	\$ 0	\$ 0			\$ 0

(1) For first report, Beginning Balance will be \$0; thereafter, Beginning Balance will be Ending Balance from prior report.

INSURANCE SCHEDULE

	<u>Carrier</u>	<u>Amount of Coverage</u>	<u>Expiration Date</u>	<u>Premium Paid Through</u>
Workers' Compensation	Various	\$ 12,500,000	3/23/17	1/31/17
General Liability	Various	\$ 50,000,000	7/30/17	1/31/17
Property (Fire, Theft)	Various	\$ 46,413,035	12/10/17	1/31/17
Vehicle	Security National	\$ 1,000,000	12/10/17	1/31/17
Pollution	Berkley-Nautilus	\$ 10,000,000	5/11/17	1/31/17
D&O	Various	\$ 20,000,000	9/19/19	9/19/19

DEBTOR:

Dakota Plains Sand, LLC

CASE NO: 16-43715

Form 2-E
SUPPORTING SCHEDULES

For Period: 12/20/16 to 12/31/16

ACCOUNTS RECEIVABLE AND POST PETITION PAYABLE AGING

<u>Due</u>	<u>Accounts Receivable</u>	<u>Post Petition Accounts Payable</u>
Under 30 days	\$ 0	\$ 0
30 to 60 days	0	0
61 to 90 days	0	0
91 to 120 days	0	0
Over 120 days	0	0
Total Post Petition	0	
Pre Petition Amounts	0	
Total Accounts Receivable	\$ 0	
Less: Bad Debt Reserve	0	
Net Accounts Receivable (to Form 2-C)	\$ 0	
	Total Post Petition Accounts Payable	\$ 0

* Attach a detail listing of accounts receivable and post-petition accounts payable

SCHEDULE OF PAYMENTS TO ATTORNEYS AND OTHER PROFESSIONALS

	<u>Month-end Retainer Balance</u>	<u>Current Month's Accrual</u>	<u>Paid in Current Month</u>	<u>Date of Court Approval</u>	<u>Month-end Balance Due *</u>
Debtor's Counsel	\$ 0	\$ 0	0		\$ 0
Senior Secured Lender Counsel	0	0	0		0
Counsel for Unsecured Creditors' Committee	0	0	0		0
Trustee's Counsel	0	0	0		0
Accountant	0	0	0		0
Other:	0	0	0		0
Total	\$ 0	\$ 0	0		\$ 0

*Balance due to include fees and expenses incurred but not yet paid.

SCHEDULE OF PAYMENTS AND TRANSFERS TO PRINCIPALS/EXECUTIVES**

<u>Payee Name</u>	<u>Position</u>	<u>Nature of Payment</u>	<u>Amount</u>
_____	_____	_____	\$ _____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

**List payments and transfers of any kind and in any form made to or for the benefit of any proprietor, owner, partner, shareholder, officer or director.

DEBTOR: Dakota Plains Sand, LLC

CASE NO:

16-43715

Form 2-F
QUARTERLY FEE SUMMARY *
For the Month Ended: 12/31/16

<u>Month</u>	<u>Year</u>	<u>Cash Disbursements **</u>	<u>Quarterly Fee Due</u>	<u>Check No.</u>	<u>Date Paid</u>
January	2016	\$ 0			
February	2016	0			
March	2016	0			
TOTAL 1st Quarter		\$ 0	\$		
April	2016	\$ 0			
May	2016	0			
June	2016	0			
TOTAL 2nd Quarter		\$ 0	\$		
July	2016	\$ 0			
August	2016	0			
September	2016	0			
TOTAL 3rd Quarter		\$ 0	\$		
October	2016	\$ 0			
November	2016	0			
December	2016	0			
TOTAL 4th Quarter		\$ 0	\$ 325	1763	1/20/17

FEE SCHEDULE

<u>Quarterly Disbursements</u>	<u>Fee</u>	<u>Quarterly Disbursements</u>	<u>Fee</u>
\$0 to \$14,999	\$325	\$1,000,000 to \$1,999,999	\$6,500
\$15,000 to \$74,999	\$650	\$2,000,000 to \$2,999,999	\$9,750
\$75,000 to \$149,999	\$975	\$3,000,000 to \$4,999,999	\$10,400
\$150,000 to \$224,999	\$1,625	\$5,000,000 to \$14,999,999	\$13,000
\$225,000 to \$299,999	\$1,950	\$15,000,000 to \$29,999,999	\$20,000
\$300,000 to \$999,999	\$4,875	\$30,000,000 or more	\$30,000

* This summary is to reflect the current calendar year's information cumulative to the end of the reporting period

** Should agree with line 3, Form 2-B. Disbursements are net of transfers to other debtor in possession bank accounts

Failure to pay the quarterly fee is cause for conversion or dismissal of the chapter 11 case. [11 U.S.C. Sec. 1112(b)(10)]

DEBTOR: Dakota Plains Sand, LLC

CASE NO: 16-43715

**Form 2-G
NARRATIVE**
For Period Ending 12/31/16

Please provide a brief description of any significant business and legal actions taken by the debtor, its creditors, or the court during the reporting period, any unusual or non-recurring accounting transactions that are reported in the financial statements, and any significant changes in the financial condition of the debtor which have occurred subsequent to the report date.

Dakota Plains Sand, LLC is a wholly-owned, subsidiary of Dakota Plains Holdings, Inc. (the "Parent Company"). The results of operations for periods beginning after the December 20, 2016 petition date are reported on a consolidation basis with those of the Parent Company. There were no significant business or legal actions taken by the debtor, its creditors, or the court during the reporting period. There are no significant changes in the financial condition of the debtor which have occurred subsequent to the report date. There were no unusual or non-recurring accounting transactions that are reported in the financial statements.

DEBTOR: Dakota Plains Marketing, LLC

MONTHLY OPERATING REPORT CHAPTER 11

CASE NUMBER: 16-43716

Form 2-A COVER SHEET

For Period Ending 12/31/16

Accounting Method: [X] Accrual Basis [] Cash Basis

THIS REPORT IS DUE 21 DAYS AFTER THE END OF THE MONTH

Mark One Box for Each

Required Document:

Debtor must attach each of the following reports/documents unless the U. S. Trustee has waived the requirement in writing. Submit the original Monthly Operating Report bearing an original signature, to the U. S. Trustee. A copy of the Report must be filed with the Clerk of Court. 11 U.S.C. § 704(8)

Table with 3 columns: Report/Document Attached, Previously Waived, and REQUIRED REPORTS/DOCUMENTS. Rows include Cash Receipts and Disbursements Statement, Balance Sheet, Profit and Loss Statement, Supporting Schedules, Quarterly Fee Summary, Narrative, Bank Statements, and Bank Statement Reconciliations.

I declare under penalty of perjury that the following Monthly Operating Report, and any attachments thereto are true, accurate and correct to the best of my knowledge and belief.

Executed on: 1/20/17 Print Name: Martin J Beskow

Signature: [Handwritten Signature]

Title: Chief Financial Officer

DEBTOR: Dakota Plains Marketing, LLC

CASE NO: 16-43716

Form 2-B
CASH RECEIPTS AND DISBURSEMENTS STATEMENT
For Period: 12/20/16 to 12/31/16

CASH FLOW SUMMARY

	Current Month	Accumulated
1. Beginning Cash Balance	\$ <u>0(1)</u>	\$ <u>0(1)</u>
2. Cash Receipts		
Operations	0	0
Sale of Assets	0	0
DIP Financing / Advances	0	0
Other	0	0
Total Cash Receipts	\$ <u>0</u>	\$ <u>0</u>
3. Cash Disbursements		
Operations	0	0
DIP Financing Payments	0	0
Professional Fees / U.S. Trustee Fees	0	0
Other	0	0
Total Cash Disbursements	\$ <u>0</u>	\$ <u>0</u>
4. Net Cash Flow (Total Cash Receipts less Total Cash Disbursements)	<u>0</u>	<u>0</u>
5 Ending Cash Balance (to Form 2-C)	\$ <u>0(2)</u>	\$ <u>0(2)</u>

CASH BALANCE SUMMARY

	Financial Institution	Book Balance
Petty Cash	N/A	\$ 0
DIP Operating Account	N/A	0
DIP State Tax Account	N/A	0
DIP Payroll Account	N/A	0
Other Operating Account	N/A	0
Other Interest-bearing Account	N/A	0
TOTAL (must agree with Ending Cash Balance above)		\$ <u>0(2)</u>

(1) Accumulated beginning cash balance is the cash available at the commencement of the case.

Current month beginning cash balance should equal the previous month's ending balance.

(2) All cash balances should be the same.

DEBTOR: Dakota Plains Marketing, LLC

CASE NO: 16-43716

Form 2-B
CASH RECEIPTS AND DISBURSEMENTS STATEMENT
For Period: 12/20/16 to 12/31/16

CASH RECEIPTS DETAIL
(attach additional sheets as necessary)

Account: N/A

Date	Payer	Description	Amount
12/31/16	None		\$ 0
		Total Operations Cash Receipts	\$ 0
12/31/16	None		\$ 0
		Total Sale of Assets	\$ 0
12/31/16	None		\$ 0
		Total DIP Financing / Advances	\$ 0
12/31/16	None		\$ 0
		Total Other Receipts	\$ 0
		Total Cash Receipts	\$ 0 (1)

(1) Total for all accounts should agree with total cash receipts listed on Form 2-B, page 1

DEBTOR: Dakota Plains Marketing, LLC

CASE NO: 16-43716

Form 2-B
CASH RECEIPTS AND DISBURSEMENTS STATEMENT
For Period: 12/20/16 to 12/31/16

CASH DISBURSEMENTS DETAIL
(attach additional sheets as necessary)

Account: N/A

Date	Check No.	Payee	Description (Purpose)	Amount
12/31/16		None		0
			Total Operations Cash Disbursements	\$ 0
12/31/16		None		0
			Total DIP Financing Payments	\$ 0
12/31/16		None		0
			Total Professional Fees / U.S. Trustee Fees	\$ 0
12/31/16		None		0
			Total Other Cash Disbursements	\$ 0
			Total Cash Disbursements	\$ 0(1)

(1) Total for all accounts should agree with total cash disbursements listed on Form 2-B, page 1

DEBTOR:

Dakota Plains Marketing, LLC

CASE NO:

16-43716

**Form 2-C
COMPARATIVE BALANCE SHEET
For Period Ended: 12/31/16**

		Current Month		Petition Date (1)
ASSETS				
Current Assets:				
Cash (from Form 2-B, line 5)		\$ 0	\$	0
Accounts Receivable (from Form 2-E)		0		0
Receivable from Officers, Employees, Affiliates		0		0
Inventory		0		0
Other Current Assets :(List)	_____	0		0
		0		0
Total Current Assets		\$ 0	\$	0
Fixed Assets:				
Land		\$ 0	\$	0
Building		0		0
Equipment, Furniture and Fixtures		0		0
		0		0
Total Fixed Assets		0		0
Less: Accumulated Depreciation		(0)	(0)
		0		0
Net Fixed Assets		\$ 0	\$	0
Other Assets (List):	_____	0		0
		0		0
TOTAL ASSETS		\$ 0	\$	0
LIABILITIES				
Post-petition Accounts Payable (from Form 2-E)		\$ 0	\$	0
Post-petition Accrued Professional Fees (from Form 2-E)		0		0
Post-petition Taxes Payable (from Form 2-E)		0		0
Post-petition Notes Payable		0		0
Other Post-petition Payable(List):	_____	0		0
		0		0
		0		0
TOTAL LIABILITIES AND OWNERS' EQUITY		\$ 0	\$	0

(1) Petition date values are taken from the Debtor's balance sheet as of the petition date or are the values listed on the Debtor's schedules. Page 1 of 1

DEBTOR:

Dakota Plains Marketing, LLC

CASE NO:

16-43716

Form 2-D
PROFIT AND LOSS STATEMENT
For Period: 12/20/16 to 12/31/16

	<u>Current Month</u>	<u>Accumulated Total (1)</u>
Gross Operating Revenue	\$ 0	\$ 0
Less: Discounts, Returns and Allowances	(0)	(0)
Net Operating Revenue	<u>\$ 0</u>	<u>\$ 0</u>
Cost of Goods Sold	<u>0</u>	<u>0</u>
Gross Profit	<u>\$ 0</u>	<u>\$ 0</u>
Operating Expenses		
Officer Compensation	\$ 0	\$ 0
Selling, General and Administrative	0	0
Rents and Leases	0	0
Depreciation, Depletion and Amortization	0	0
Other (list):	0	0
	<u>0</u>	<u>0</u>
Total Operating Expenses	<u>\$ 0</u>	<u>\$ 0</u>
Operating Income (Loss)	<u>\$ 0</u>	<u>\$ 0</u>
Non-Operating Income and Expenses		
Other Non-Operating Expenses	\$ 0	\$ 0
Gains (Losses) on Sale of Assets	0	0
Interest Income	0	0
Interest Expense	0	0
Other Non-Operating Income	0	0
	<u>0</u>	<u>0</u>
Net Non-Operating Income or (Expenses)	<u>\$ 0</u>	<u>\$ 0</u>
Reorganization Expenses		
Legal and Professional Fees	\$ 0	\$ 0
Other Reorganization Expense	0	0
	<u>0</u>	<u>0</u>
Total Recorganization Expenses	<u>\$ 0</u>	<u>\$ 0</u>

DEBTOR: Dakota Plains Marketing, LLC

CASE NO: 16-43716

Form 2-E
SUPPORTING SCHEDULES
For Period: 12/20/16 to 12/31/16

POST PETITION TAXES PAYABLE SCHEDULE

	<u>Beginning Balance (1)</u>	<u>Amount Accrued</u>	<u>Amount Paid</u>	<u>Date Paid</u>	<u>Check Number</u>	<u>Ending Balance</u>
Income Tax Withheld:						
Federal	\$ 0	\$ 0	0			\$ 0
State	0	0	0			0
FICA Tax Withheld	0	0	0			0
Employer's FICA Tax	0	0	0			0
Unemployment Tax						
Federal	0	0	0			0
State	0	0	0			0
Sales, Use & Excise Taxes	0	0	0			0
Property Taxes	0	0	0			0
Accrued Income Tax:						
Federal	0	0	0			0
State	0	0	0			0
Other:	0	0	0			0
TOTALS	\$ 0	\$ 0	\$ 0			\$ 0

(1) For first report, Beginning Balance will be \$0; thereafter, Beginning Balance will be Ending Balance from prior report.

INSURANCE SCHEDULE

	<u>Carrier</u>	<u>Amount of Coverage</u>	<u>Expiration Date</u>	<u>Premium Paid Through</u>
Workers' Compensation	Various	\$ 12,500,000	3/23/17	1/31/17
General Liability	Various	\$ 50,000,000	7/30/17	1/31/17
Property (Fire, Theft)	Various	\$ 46,413,035	12/10/17	1/31/17
Vehicle	Security National	\$ 1,000,000	12/10/17	1/31/17
Pollution	Berkley-Nautilus	\$ 10,000,000	5/11/17	1/31/17
D&O	Various	\$ 20,000,000	9/19/19	9/19/19

DEBTOR:

Dakota Plains Marketing, LLC

CASE NO:

16-43716

**Form 2-E
SUPPORTING SCHEDULES**

For Period: 12/20/16 to 12/31/16

ACCOUNTS RECEIVABLE AND POST PETITION PAYABLE AGING

<u>Due</u>	<u>Accounts Receivable</u>	<u>Post Petition Accounts Payable</u>
Under 30 days	\$ 0	\$ 0
30 to 60 days	0	0
61 to 90 days	0	0
91 to 120 days	0	0
Over 120 days	0	0
Total Post Petition	<u>0</u>	
Pre Petition Amounts	<u>0</u>	
Total Accounts Receivable	\$ <u>0</u>	
Less: Bad Debt Reserve	<u>0</u>	
Net Accounts Receivable (to Form 2-C)	<u>\$ 0</u>	
	Total Post Petition	<u>0</u>
	Accounts Payable	<u>\$ 0</u>

** Attach a detail listing of accounts receivable and post-petition accounts payable*

SCHEDULE OF PAYMENTS TO ATTORNEYS AND OTHER PROFESSIONALS

	<u>Month-end Retainer Balance</u>	<u>Current Month's Accrual</u>	<u>Paid in Current Month</u>	<u>Date of Court Approval</u>	<u>Month-end Balance Due *</u>
Debtor's Counsel	\$ 0	\$ 0	0		\$ 0
Senior Secured Lender Counsel	0	0	0		0
Counsel for Unsecured Creditors' Committee	0	0	0		0
Trustee's Counsel	0	0	0		0
Accountant	0	0	0		0
Other:	0	0	0		0
Total	<u>\$ 0</u>	<u>\$ 0</u>	<u>0</u>		<u>\$ 0</u>

***Balance due to include fees and expenses incurred but not yet paid.**

SCHEDULE OF PAYMENTS AND TRANSFERS TO PRINCIPALS/EXECUTIVES**

<u>Payee Name</u>	<u>Position</u>	<u>Nature of Payment</u>	<u>Amount</u>
_____	_____	_____	\$ _____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

****List payments and transfers of any kind and in any form made to or for the benefit of any proprietor, owner, partner, shareholder, officer or director.**

DEBTOR: Dakota Plains Marketing, LLC

CASE NO: 16-43716

Form 2-F
QUARTERLY FEE SUMMARY *
For the Month Ended: 12/31/16

Month	Year	Cash Disbursements **	Quarterly Fee Due	Check No.	Date Paid
January	2016	\$ 0			
February	2016	0			
March	2016	0			
TOTAL 1st Quarter		\$ 0	\$		
April	2016	\$ 0			
May	2016	0			
June	2016	0			
TOTAL 2nd Quarter		\$ 0	\$		
July	2016	\$ 0			
August	2016	0			
September	2016	0			
TOTAL 3rd Quarter		\$ 0	\$		
October	2016	\$ 0			
November	2016	0			
December	2016	0			
TOTAL 4th Quarter		\$ 0	\$ 325	1764	1/20/17

FEE SCHEDULE

Quarterly Disbursements	Fee	Quarterly Disbursements	Fee
\$0 to \$14,999	\$325	\$1,000,000 to \$1,999,999	\$6,500
\$15,000 to \$74,999	\$650	\$2,000,000 to \$2,999,999	\$9,750
\$75,000 to \$149,999	\$975	\$3,000,000 to \$4,999,999	\$10,400
\$150,000 to \$224,999	\$1,625	\$5,000,000 to \$14,999,999	\$13,000
\$225,000 to \$299,999	\$1,950	\$15,000,000 to \$29,999,999	\$20,000
\$300,000 to \$999,999	\$4,875	\$30,000,000 or more	\$30,000

* This summary is to reflect the current calendar year's information cumulative to the end of the reporting period

** Should agree with line 3, Form 2-B. Disbursements are net of transfers to other debtor in possession bank accounts

Failure to pay the quarterly fee is cause for conversion or dismissal of the chapter 11 case. [11 U.S.C. Sec. 1112(b)(10)]

**Form 2-G
NARRATIVE**
For Period Ending 12/31/16

Please provide a brief description of any significant business and legal actions taken by the debtor, its creditors, or the court during the reporting period, any unusual or non-recurring accounting transactions that are reported in the financial statements, and any significant changes in the financial condition of the debtor which have occurred subsequent to the report date.

Dakota Plains Marketing, LLC is a wholly-owned, subsidiary of Dakota Plains Holdings, Inc. (the "Parent Company"). The results of operations for periods beginning after the December 20, 2016 petition date are reported on a consolidation basis with those of the Parent Company. There were no significant business or legal actions taken by the debtor, its creditors, or the court during the reporting period. There are no significant changes in the financial condition of the debtor which have occurred subsequent to the report date. There were no unusual or non-recurring accounting transactions that are reported in the financial statements.