

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

February 21, 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))
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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 February 21, 2017, the Debtors filed their unaudited monthly operating reports for the reporting period of January 1, 2017 through January 31, 2017 (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 January 1, 2017 through January 31, 2017.

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: February 23, 2017

DAKOTA PLAINS HOLDINGS, INC.

/s/ Marty Beskow

Marty Beskow

Chief Financial Officer

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>	<u>Manner of Filing</u>
99.1	Monthly Operating Reports for the reporting period January 1, 2017 through January 31, 2017.	Furnished Electronically

DEBTOR: Dakota Plains Holdings, Inc.

MONTHLY OPERATING REPORT
CHAPTER 11

CASE NUMBER: 16-43711

Form 2-A
COVER SHEET

For Period Ending 1/31/17

Accounting Method: 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)

Report/Document Attached	Previously Waived	REQUIRED REPORTS/DOCUMENTS
<input checked="" type="checkbox"/>	<input type="checkbox"/>	1. Cash Receipts and Disbursements Statement (Form 2-B)
<input checked="" type="checkbox"/>	<input type="checkbox"/>	2. Balance Sheet (Form 2-C)
<input checked="" type="checkbox"/>	<input type="checkbox"/>	3. Profit and Loss Statement (Form 2-D)
<input checked="" type="checkbox"/>	<input type="checkbox"/>	4. Supporting Schedules (Form 2-E)
<input checked="" type="checkbox"/>	<input type="checkbox"/>	5. Quarterly Fee Summary (Form 2-F)
<input checked="" type="checkbox"/>	<input type="checkbox"/>	6. Narrative (Form 2-G)
<input checked="" type="checkbox"/>	<input type="checkbox"/>	7. Bank Statements for All Bank Accounts
<input checked="" type="checkbox"/>	<input type="checkbox"/>	8. Bank Statement Reconciliations for all Bank Accounts

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: 2/21/17

Print Name: Martin J Beskow

Signature: 

Title: Chief Financial Officer

DEBTOR: Dakota Plains Holdings, Inc.

CASE
NO:

16-43711

Form 2-B
CASH RECEIPTS AND DISBURSEMENTS STATEMENT
For Period: 1/1/17 to 1/31/17

CASH FLOW SUMMARY

	Current Month	Accumulated
1. Beginning Cash Balance	\$ <u>274,054(1)</u>	\$ <u>378,979(1)</u>
2. Cash Receipts		
Operations	10,600	10,600
Sale of Assets	0	0
DIP Financing / Advances	200,000	200,000
Account Funding Transfers	578,457	578,457
Other	3,051	3,051
Total Cash Receipts	\$ <u>792,108</u>	\$ <u>792,108</u>
3. Cash Disbursements		
Operations	307,022	319,869
DIP Financing Payments	844	844
Professional Fees / U.S. Trustee Fees	109,047	109,047
Account Funding Transfers	174,643	266,721
Other	0	0
Total Cash Disbursements	\$ <u>591,556</u>	\$ <u>696,481</u>
4. Net Cash Flow (Total Cash Receipts less Total Cash Disbursements)	<u>200,552</u>	<u>95,627</u>
5 Ending Cash Balance (to Form 2-C)	\$ <u>474,606(2)</u>	\$ <u>474,606(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	Bank of America - Operating #8118	460,198
Other Operating Account	Bank of America - Disbursement - ZBA #6449	0
Other Operating Account	Wells Fargo - Operating #5118	14,408
Other Interest-bearing Account	N/A	0
TOTAL (must agree with Ending Cash Balance above)		\$ <u>474,606(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 Holdings, Inc.

CASE
NO:

16-43711

Form 2-B
CASH RECEIPTS AND DISBURSEMENTS STATEMENT
For Period: 1/1/17 to 1/31/17

CASH RECEIPTS DETAIL

Accounts: #8118, #6449, #5118

(attach additional sheets as necessary)

Date	Payer	Description	Amount
1/9/17	UNIMIN Corporation	Monthly rent of land for sand terminal	\$ 10,600
	Total Operations Cash Receipts		\$ 10,600
1/31/17	None		\$ 0
	Total Sale of Assets		\$ 0
1/12/17	SunTrust Bank	DIP Financing	\$ 200,000
	Total DIP Financing / Advances		\$ 200,000
1/13/17	Bank of America	Account Funding Transfer from #8132	\$ 200,000
Various	Bank of America	Account Funding Transfer from #8071	378,457
	Total Account Funding Receipts		\$ 578,457
1/3/17	Northwestern Mutual	Benefit Reimbursement	\$ 151
1/24/17	CBIZ Insurance Services	Insurance Adjustment Reimbursement	2,899
	Total Other Receipts		\$ 3,051
		Total Cash Receipts	\$ 792,108(1)

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

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DEBTOR: Dakota Plains Holdings, Inc.

CASE
NO:

16-43711

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

For Period: 1/1/17 to 1/31/17

CASH DISBURSEMENTS DETAIL Accounts: #8118, #6449, #5118
(attach additional sheets as necessary)

Date	Check No.	Payee	Description (Purpose)	Amount
1/3/17	1754	Boatworks II, LLC	Rent	\$ 13,013
1/3/17	ACH	Intuit Payroll	Payroll (Bi-weekly)	862
1/3/17	ACH	Health Partners	Employee Benefits	1,946
1/3/17	ACH	IRS	Payroll Taxes	3,373
1/3/17	Wire	Stone Phillips LLC	Director Fees	10,000
1/3/17	Wire	Applied Business Strategy LLC	Director Fees	10,000
1/6/17	ACH	ND Dept. of Human Services	Child Support Withholding	485
1/6/17	ACH	Northwestern Mutual	Employee Benefits	1,424
1/11/17	ACH	Wells Fargo	Bank Fees	499
1/12/17	Wire	Corporation Service Company	Consulting	427
1/12/17	ACH	Intuit Payroll	Payroll (Bi-weekly)	31,102
1/12/17	ACH	Intuit Payroll	Payroll (Monthly)	75,113
1/13/17	ACH	Integra Telecommunications	Telephone	296
1/13/17	ACH	IRS	Payroll Taxes	12,816
1/13/17	ACH	IRS	Payroll Taxes	40,497
1/17/17	ACH	Bank of America	Bank Fees	1,445
1/17/17	ACH	IRS	Payroll Taxes	553
1/17/17	ACH	MN Department of Revenue	Payroll Taxes	3,899
1/17/17	1757	Blue Cross Blue Shield of MN	Employee Benefits	16,956
1/18/17	1755	Goldleaf Partners	Employee Benefits	495
1/19/17	1756	Interwest Transfer Co.	Investor Relations	325
1/20/17	ACH	AFPI Inc.	Investor Relations	205
1/20/17	Wire	Merrill Communications LLC	DataSite	96
1/20/17	ACH	ND Dept. of Human Services	Child Support Withholding	485
1/20/17	Wire	Stone Phillips LLC	Director Expense Reimbursement	1,373
1/23/17	ACH	Mediacom	Internet/Media	441
1/23/17	# 1767	Delta Dental of MN	Employee Benefits	397
1/24/17	1766	Alerus Retirement & Benefits	Employee Benefits	116
1/26/17	Wire	The Nasdaq OMX Group Inc.	Investor Relations	1,930
1/26/17	Wire	Stone Phillips LLC	Director Expense Reimbursement	1,930
1/26/17	ACH	Intuit Payroll	Payroll (Bi-weekly)	35,762
1/26/17	1770	Gary Hagen	Employee Expense Reimbursement	287
1/27/17	ACH	IRS	Payroll Taxes	15,269
1/27/17	1768	BHG, Inc.	Dues & Subscriptions	48
1/31/17	ACH	Health Partners	Employee Benefits	2,117
1/31/17	ACH	Merrill Lynch	401k Employee Contribution	21,044
		Total Operations Cash Disbursements		\$ 307,022

DEBTOR: Dakota Plains Holdings, Inc.

CASE
NO:

16-43711

Form 2-B
CASH RECEIPTS AND DISBURSEMENTS STATEMENT
For Period: 1/1/17 to 1/31/17

CASH DISBURSEMENTS DETAIL Accounts: #8118, #6449, #5118
(attach additional sheets as necessary)

Date	Check No.	Payee	Description (Purpose)	Amount
1/31/17	Wire	SunTrust Bank		\$ 844
		Total DIP Financing Payments		\$ 844
1/20/17	Wire	Canaccord Genuity	Debtor's Financial Advisor	\$ 35,000
1/20/17	Wire	Moore and Van Allen PLLC	Senior Secured Lender Counsel	71,122
1/24/17	1758	U.S. Trustee	Quarterly Fee	325
1/24/17	1759	U.S. Trustee	Quarterly Fee	975
1/24/17	1760	U.S. Trustee	Quarterly Fee	325
1/24/17	1761	U.S. Trustee	Quarterly Fee	325
1/24/17	1762	U.S. Trustee	Quarterly Fee	325
1/24/17	1763	U.S. Trustee	Quarterly Fee	325
1/24/17	1764	U.S. Trustee	Quarterly Fee	325
		Total Professional Fees / U.S. Trustee Fees		\$ 109,047
Various	Transfer	Bank of America	Account Funding Transfer to #8071	\$ 174,643
		Total Account Funding Transfers		\$ 174,643
1/31/17		None		\$ 0
		Total Other Cash Disbursements		\$ 0
		Total Cash Disbursements		\$ 591,556(1)

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

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DEBTOR: Dakota Plains Holdings, Inc.

CASE
NO:

16-43711

Form 2-C
COMPARATIVE BALANCE SHEET
For Period Ended: 1/31/17

	Current Month	Petition Date (1)
ASSETS		
Current Assets:		
Cash (from Form 2-B, line 5)	\$ 474,606	\$ 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>	435,540	460,426
<u>Prepaid Expense</u>	157,768	198,361
Total Current Assets	<u>\$ 1,077,562</u>	<u>\$ 1,047,414</u>
Fixed Assets:		
Land	\$ 629,789	\$ 521,415
Building	455,465	377,089
Equipment, Furniture and Fixtures	71,201	58,949
Total Fixed Assets	<u>1,156,455</u>	<u>957,453</u>
Less: Accumulated Depreciation	(193,742)	(193,742)
Net Fixed Assets	<u>\$ 962,713</u>	<u>\$ 763,711</u>
Other Assets (List):		
<u>Finance Costs, Net</u>	1,367,768	1,367,768
<u>Deposits</u>	12,500	12,500
TOTAL ASSETS	<u>\$ 3,420,542</u>	<u>\$ 3,191,393</u>
LIABILITIES		
Post-petition Accounts Payable (from Form 2-E)	\$ 5,372	\$ 0
Post-petition Accrued Professional Fees (from Form 2-E)	16,917	0
Post-petition Taxes Payable (from Form 2-E)	21,806	0
Post-petition Notes Payable	200,000	0
Other Post-petition Payable(List):	0	0
	<u>0</u>	<u>0</u>
Total Post Petition Liabilities	<u>\$ 244,095</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	586,036	565,328
Total Pre Petition Liabilities	<u>\$ 75,407,021</u>	<u>\$ 75,386,313</u>
TOTAL LIABILITIES	<u>\$ 75,651,116</u>	<u>\$ 75,386,313</u>
OWNERS' EQUITY		
Owner's/Stockholder's Equity	\$ 54,892	\$ 54,892
Retained Earnings - Prepetition	(71,954,036)	(72,249,812)
Retained Earnings - Post-petition	(331,430)	0
TOTAL OWNERS' EQUITY	<u>\$(72,230,574)</u>	<u>\$(72,194,920)</u>
TOTAL LIABILITIES AND OWNERS' EQUITY	<u>\$ 3,420,542</u>	<u>\$ 3,191,393</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 Plains Holdings, Inc.

CASE
NO:

16-43711

Form 2-D
PROFIT AND LOSS STATEMENT
For Period: 1/1/17 to 1/31/17

	Current Month	Accumulated Total (1)
Gross Operating Revenue	\$ 10,600	\$ 10,600
Less: Discounts, Returns and Allowances	(0)	(0)
Net Operating Revenue	\$ 10,600	\$ 10,600
Cost of Goods Sold	0	0
Gross Profit	\$ 10,600	\$ 10,600
Operating Expenses		
Officer Compensation	\$ 72,167	\$ 90,678
Selling, General and Administrative	404,461	431,879
Rents and Leases	13,013	17,630
Depreciation, Depletion and Amortization	0	0
Other (list):	0	0
	0	0
Total Operating Expenses	\$ 489,641	\$ 540,187
Operating Income (Loss)	\$ (479,041)	\$ (529,587)
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	(844)	(844)
Other Non-Operating Income	199,002	199,002
Net Non-Operating Income or (Expenses)	\$ 198,157	\$ 198,157
Reorganization Expenses		
Legal and Professional Fees	\$ 0	\$ 0
Other Reorganization Expense	0	0
Total Reorganization Expenses	\$ 0	\$ 0
Net Income (Loss) Before Income Taxes	\$ (280,884)	\$ (331,430)
Federal and State Income Tax Expense (Benefit)	0	0
NET INCOME (LOSS)	\$ (280,884)	\$ (331,430)

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

DEBTOR: Dakota Plains Holdings, Inc.

CASE
NO:

16-43711

Form 2-E
SUPPORTING SCHEDULES
For Period: 1/1/17 to 1/31/17

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	\$ 3,373	\$ 0	\$ 3,373			\$ 0
State	4,980	1,788	0			6,768
FICA Tax Withheld	0	0	0			0
Employer's FICA Tax	0	0	0			0
Unemployment Tax						
Federal	84	959	0			1,043
State	544	13,451	0			13,996
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>\$ 8,981</u>	<u>\$ 16,198</u>	<u>\$ 3,373</u>			<u>\$ 21,806</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	2/28/17
General Liability	Various	\$ 50,000,000	7/30/17	2/28/17
Property (Fire, Theft)	Various	\$ 46,413,035	12/10/17	2/28/17
Vehicle	Security National	\$ 1,000,000	12/10/17	2/28/17
Pollution	Berkley-Nautilus	\$ 10,000,000	5/11/17	2/28/17
D&O	Various	\$ 20,000,000	3/23/20	3/23/20

DEBTOR: Dakota Plains Holdings, Inc.

CASE NO:

16-43711

Form 2-E
SUPPORTING SCHEDULES
For Period: 1/1/17 to 1/31/17

ACCOUNTS RECEIVABLE AND POST PETITION PAYABLE AGING

<u>Due</u>	<u>Accounts Receivable</u>	<u>Post Petition Accounts Payable</u>
Under 30 days	\$ 0	\$ 4,278
30 to 60 days	0	1,094
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>9,648</u>	
Total Accounts Receivable	\$ <u>9,648</u>	
Less: Bad Debt Reserve	<u>0</u>	
Net Accounts Receivable (to Form 2-C)	<u>\$ 9,648</u>	
	Total Post Petition Accounts Payable	<u>\$ 5,372</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	\$ 110,000	\$ 200,000	\$ 35,000		\$ 16,917
Senior Secured Lender Counsel	0	0	71,122		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	2,925		0
Total	<u>\$ 110,000</u>	<u>\$ 200,000</u>	<u>\$ 109,047</u>		<u>\$ 16,917</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>
Gabriel Claypool	President, CEO & COO	Monthly Salary	\$ 29,167
Martin Beskow	CFO	Monthly Salary	23,000
Anna Phillips	Director	Director Fee	10,000
Tom Pratt	Director	Director Fee	10,000
Anna Phillips	Director	Expense Reimbursement	3,303

** 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
AFPI	2,100.00					2,100.00
Corporation Services Company	71.20					71.20
FedEx	45.50					45.50
Interwest	325.00					325.00
Northwestern Mutual	1,423.99					1,423.99
West Unified Communications	312.40					312.40
AIS			1,093.91			1,093.91
Total	4,278.09	1,093.91	0.00	0.00	0.00	5,372.00

DEBTOR: Dakota Plains Holdings, Inc.

CASE NO:

16-43711

Form 2-F
QUARTERLY FEE SUMMARY *
For the Month Ended: 1/31/17

<u>Month</u>	<u>Year</u>	<u>Cash Disbursements</u> **	<u>Quarterly Fee Due</u>	<u>Check No.</u>	<u>Date Paid</u>
January	2017	\$ 416,913(1)			
February	2017	0			
March	2017	0			
TOTAL 1st Quarter		<u>\$ 416,913</u>	\$ _____	_____	_____
April	2017	\$ 0			
May	2017	0			
June	2017	0			
TOTAL 2nd Quarter		<u>\$ 0</u>	\$ _____	_____	_____
July	2017	\$ 0			
August	2017	0			
September	2017	0			
TOTAL 3rd Quarter		<u>\$ 0</u>	\$ _____	_____	_____
October	2017	\$ 0			
November	2017	0			
December	2017	0			
TOTAL 4th Quarter		<u>\$ 0</u>	\$ _____	_____	_____

(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 1/31/17

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

MONTHLY OPERATING REPORT
CHAPTER 11

CASE NUMBER: 16-43718

Form 2-A
COVER SHEET

For Period Ending 1/31/17

Accounting Method: 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)

Report/Document Attached	Previously Waived	REQUIRED REPORTS/DOCUMENTS
<input checked="" type="checkbox"/>	<input type="checkbox"/>	1. Cash Receipts and Disbursements Statement (Form 2-B)
<input checked="" type="checkbox"/>	<input type="checkbox"/>	2. Balance Sheet (Form 2-C)
<input checked="" type="checkbox"/>	<input type="checkbox"/>	3. Profit and Loss Statement (Form 2-D)
<input checked="" type="checkbox"/>	<input type="checkbox"/>	4. Supporting Schedules (Form 2-E)
<input checked="" type="checkbox"/>	<input type="checkbox"/>	5. Quarterly Fee Summary (Form 2-F)
<input checked="" type="checkbox"/>	<input type="checkbox"/>	6. Narrative (Form 2-G)
<input checked="" type="checkbox"/>	<input type="checkbox"/>	7. Bank Statements for All Bank Accounts
<input checked="" type="checkbox"/>	<input type="checkbox"/>	8. Bank Statement Reconciliations for all Bank Accounts

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: 2/21/17

Print Name: Martin J Beskow

Signature: 

Title: Chief Financial Officer

Form 2-B
CASH RECEIPTS AND DISBURSEMENTS STATEMENT
 For Period: 1/1/17 to 1/31/17

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	374,964	374,964
Sale of Assets	0	0
DIP Financing / Advances	0	0
Account Funding Transfers	174,643	266,721
Other	3,493	3,493
Total Cash Receipts	\$ <u>553,101</u>	\$ <u>645,179</u>
3. Cash Disbursements		
Operations	174,643	266,721
DIP Financing Payments	0	0
Professional Fees / U.S. Trustee Fees	0	0
Account Funding Transfers	378,457	378,457
Other	0	0
Total Cash Disbursements	\$ <u>553,101</u>	\$ <u>645,179</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 #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.

Form 2-B
CASH RECEIPTS AND DISBURSEMENTS STATEMENT
 For Period: 1/1/17 to 1/31/17

CASH RECEIPTS DETAIL

Account: #8071

(attach additional sheets as necessary)

Date	Payer	Description	Amount
1/19/17	US Oil	Ancillary Fees	\$ 59
1/20/17	Global Companies	Railcar Storage Fees	22,000
1/20/17	US Oil	Crude Oil Transloading Fees	160,813
1/20/17	Murex	Ancillary Fees	2,292
1/20/17	Murex	Crude Oil Transloading Fees	189,801
	Total Operations Cash Receipts		\$ 374,964
1/31/17	None		\$ 0
	Total Sale of Assets		\$ 0
1/31/17	None		\$ 0
	Total DIP Financing / Advances		\$ 0
Various	Bank of America	Account Funding Transfer from #8118	\$ 174,643
	Total Account Funding Receipts		\$ 174,643
1/24/17	John Crane, Inc.	Supply Invoice Reimbursement	\$ 3,493
	Total Other Receipts		\$ 3,493
		Total Cash Receipts	\$ 553,101⁽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: 1/1/17 to 1/31/17

CASH DISBURSEMENTS DETAIL
(attach additional sheets as necessary)

Account: #8071

Date	Check No.	Payee	Description (Purpose)	Amount
1/4/17	1754	Blue Cross Blue Shield of ND	Employee Benefits	\$ 6,024
1/5/17	ACH	Prairie Meadows	Employee Rent	1,275
1/10/17	Wire	First Insurance Funding	Insurance	19,399
1/11/17	Wire	First Insurance Funding	Insurance	8,008
1/12/17	Wire	Butler Machinery Company	Supplies	480
1/12/17	Wire	Northern Plains Rail Services	Signal Inspection	3,550
1/12/17	Wire	Dearman Systems, Inc.	Software License	5,150
1/17/17	ACH	Reservation Telephone	Telephone	550
1/17/17	ACH	Ally Auto	Auto Loan	684
1/17/17	ACH	United Quality Cooperative	Utilities	2,477
1/17/17	1758	Big John Portable Toilets	Equipment Rental	1,302
1/17/17	1760	Culligan Water Conditioning	Office Expense	201
1/18/17	1759	Hughes Network Systems	Internet/Media	115
1/19/17	1755	Border States Electric Supply	Supplies (Deposit)	5,000
1/19/17	1756	Border States Electric Supply	Supplies	1,485
1/19/17	1757	Border States Electric Supply	Supplies	3,803
1/20/17	Wire	Butler Machinery Company	Supplies	937
1/20/17	Wire	AmSpec LLC	Crude Oil Analysis	1,837
1/20/17	Wire	Salco Products, Inc.	Supplies	5,780
1/23/17	1762	Verizon Wireless	Telephone	263
1/24/17	1763	Acme Tools	Supplies	47
1/25/17	1764	ND Dept. of Transportation	Auto Expense	142
1/26/17	1761	United Quality Cooperative	Utilities (Deposit)	1,750
1/27/17	ACH	Mountrail Williams Electric	Utilities	7,350
1/30/17	Wire	First Insurance Funding	Insurance	88,753
1/31/17	1765	Blue Cross Blue Shield of ND	Employee Benefits	7,061
1/31/17	1766	James Tate	Employee Expense Reimbursement	1,218
Total Operations Cash Disbursements				\$ 174,643
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 #8118	\$ 378,457
Total Account Funding Transfers				\$ 378,457
12/31/16		None		\$ 0
Total Other Cash Disbursements				\$ 0
Total Cash Disbursements				\$ 553,101(1)

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

Form 2-C
COMPARATIVE BALANCE SHEET
For Period
Ended: 1/1/17

	Current Month	Petition Date (1)
ASSETS		
Current Assets:		
Cash (from Form 2-B, line 5)	\$ 0	\$ 0
Accounts Receivable (from Form 2-E)	5,830,256	5,395,679
Receivable from Officers, Employees, Affiliates	0	0
Inventory	0	0
Other Current Assets :(List)		
<u>Prepaid Insurance</u>	234,078	174,811
<u>Prepaid Expense</u>	21,014	10,491
 Total Current Assets	 <u>\$ 6,085,348</u>	 <u>\$ 5,580,981</u>
Fixed Assets:		
Land	\$ 0	\$ 0
Building	4,925,129	4,077,616
Equipment, Furniture and Fixtures	7,284,343	6,030,858
 Total Fixed Assets	 <u>12,209,472</u>	 <u>10,108,474</u>
Less: Accumulated Depreciation	(2,322,185)	(2,322,185)
 Net Fixed Assets	 <u>\$ 9,887,287</u>	 <u>\$ 7,786,289</u>
Other Assets (List):		
<u>Other Long-Term Assets</u>	729,623	729,623
	0	0
 TOTAL ASSETS	 <u>\$ 16,702,258</u>	 <u>\$ 14,096,893</u>
LIABILITIES		
Post-petition Accounts Payable (from Form 2-E)	\$ 13,786	\$ 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>	32,509	0
<u>Accrued Expenses</u>	19,116	0
 Total Post Petition Liabilities	 <u>\$ 65,411</u>	 <u>\$ 0</u>
Pre Petition Liabilities:		
Secured Debt	0	0
Priority Debt - Property Tax	579,476	437,754
Secured Debt - Notes Payable Vehicles	167,673	173,174
Unsecured Debt	71,097	32,802
 Total Pre Petition Liabilities	 <u>\$ 818,246</u>	 <u>\$ 643,730</u>
 TOTAL LIABILITIES	 <u>\$ 883,657</u>	 <u>\$ 643,730</u>
OWNERS' EQUITY		
Owner's/Stockholder's Equity	\$ 0	\$ 0
Retained Earnings - Prepetition	13,446,818	13,453,163
Retained Earnings - Post-petition	2,371,783	0
 TOTAL OWNERS' EQUITY	 <u>\$ 15,818,601</u>	 <u>\$ 13,453,163</u>
 TOTAL LIABILITIES AND OWNERS' EQUITY	 <u>\$ 16,702,258</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. Page 1 of 1

DEBTOR: Dakota Petroleum Transport Solutions, LLC

CASE NO: 16-43718

	Current Month	Accumulated Total (1)
Gross Operating Revenue	\$ 426,346	\$ 798,960
Less: Discounts, Returns and Allowances	(0)	(0)
Net Operating Revenue	\$ 426,346	\$ 798,960
Cost of Goods Sold	216,812	305,399
Gross Profit	\$ 209,534	\$ 493,560
Operating Expenses		
Officer Compensation	\$ 0	\$ 0
Selling, General and Administrative	141,405	222,389
Rents and Leases	0	0
Depreciation, Depletion and Amortization	0	0
Other (list): _____	0	0
_____	0	0
Total Operating Expenses	\$ 141,405	\$ 222,389
Operating Income (Loss)	\$ 68,129	\$ 271,171
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	(88)	(386)
Other Non-Operating Income	2,100,998	2,100,998
Net Non-Operating Income or (Expenses)	\$ 2,100,910	\$ 2,100,612
Reorganization Expenses		
Legal and Professional Fees	\$ 0	\$ 0
Other Reorganization Expense	0	0
Total Reorganization Expenses	\$ 0	\$ 0
Net Income (Loss) Before Income Taxes	\$ 2,169,040	\$ 2,371,783
Federal and State Income Tax Expense (Benefit)	0	0
NET INCOME (LOSS)	\$ 2,169,040	\$ 2,371,783

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

Page 1 of 1

**Form 2-E
SUPPORTING SCHEDULES
For Period: 1/1/17 to 1/31/17**

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	2/28/17
General Liability	Various	\$ 50,000,000	7/30/17	2/28/17
Property (Fire, Theft)	Various	\$ 46,413,035	12/10/17	2/28/17
Vehicle	Security National	\$ 1,000,000	12/10/17	2/28/17
Pollution	Berkley- Nautilus	\$ 10,000,000	5/11/17	2/28/17
D&O	Various	\$ 20,000,000	3/23/20	3/23/20

**Form 2-E
SUPPORTING SCHEDULES
For Period: 1/1/17 to 1/31/17**

ACCOUNTS RECEIVABLE AND POST PETITION PAYABLE AGING

<u>Due</u>	<u>Accounts Receivable</u>	<u>Post Petition Accounts Payable</u>
Under 30 days	\$ 428,414	\$ 13,786
30 to 60 days	6,163	0
61 to 90 days	0	0
91 to 120 days	0	0
Over 120 days	0	0
Total Post Petition	<u>434,577</u>	
Pre Petition Amounts	<u>5,482,232</u>	
Total Accounts Receivable	\$ 5,916,809	
Less: Bad Debt Reserve	<u>(86,553)</u>	
Net Accounts Receivable (to Form 2-C)	<u>\$ 5,830,256</u>	
		<u>13,786</u>
	Total Post Petition Accounts Payable	\$ 13,786

* 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.

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	428,414					428,414
1 Customer		6,163				6,163
Total	428,414	6,163	0	0	0	434,577

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
AmSpec	3,142					3,142
Big John	1,302					1,302
Border States	238					238
Culligan	131					131
Hughes	115					115
Rensch	344					344
Salco	3,419					3,419
United Quality	5,095					5,095
Total	13,786	0	0	0	0	13,786

DEBTOR:

Dakota Petroleum Transport Solutions, LLC

CASE NO:

16-43718

**Form 2-F
QUARTERLY FEE SUMMARY ***
For the Month Ended: 1/31/17

<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	\$ 174,643(1)			
February	2016	0			
March	2016	0			
TOTAL 1st Quarter		<u>\$ 174,643</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>	\$ _____	_____	_____

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

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 1/31/17

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 1/31/17

Accounting Method: 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)

Report/Document Attached	Previously Waived	REQUIRED REPORTS/DOCUMENTS
<input checked="" type="checkbox"/>	<input type="checkbox"/>	1. Cash Receipts and Disbursements Statement (Form 2-B)
<input checked="" type="checkbox"/>	<input type="checkbox"/>	2. Balance Sheet (Form 2-C)
<input checked="" type="checkbox"/>	<input type="checkbox"/>	3. Profit and Loss Statement (Form 2-D)
<input checked="" type="checkbox"/>	<input type="checkbox"/>	4. Supporting Schedules (Form 2-E)
<input checked="" type="checkbox"/>	<input type="checkbox"/>	5. Quarterly Fee Summary (Form 2-F)
<input checked="" type="checkbox"/>	<input type="checkbox"/>	6. Narrative (Form 2-G)
<input checked="" type="checkbox"/>	<input type="checkbox"/>	7. Bank Statements for All Bank Accounts
<input checked="" type="checkbox"/>	<input type="checkbox"/>	8. Bank Statement Reconciliations for all Bank Accounts

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: 2/21/17

Print Name: Martin J Beskow

Signature:



Title: Chief Financial Officer

Form 2-B
CASH RECEIPTS AND DISBURSEMENTS STATEMENT
 For Period: 1/1/17 to 1/31/17

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	300,220	300,220
Sale of Assets	0	0
DIP Financing / Advances	0	0
Other	0	0
Total Cash Receipts	\$ <u>300,220</u>	\$ <u>300,220</u>
3. Cash Disbursements		
Operations	0	0
DIP Financing Payments	0	0
Professional Fees / U.S. Trustee Fees	0	0
Account Funding Transfers	200,000	200,000
Other	0	0
Total Cash Disbursements	\$ <u>200,000</u>	\$ <u>200,000</u>
4. Net Cash Flow (Total Cash Receipts less Total Cash Disbursements)	<u>100,220</u>	<u>100,220</u>
5 Ending Cash Balance (to Form 2-C)	\$ <u>101,849</u> (2)	\$ <u>101,849</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	101,849
Other Interest-bearing Account	N/A	0
TOTAL (must agree with Ending Cash Balance above)		<u>\$ 101,849</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: 1/1/17 to 1/31/17

CASH RECEIPTS DETAIL

Account: #8132

(attach additional sheets as necessary)

Date	Payer	Description	Amount
1/12/17	UNIMIN Corporation	Sand Transloading Revenue	\$ 200,357
1/19/17	UNIMIN Corporation	Sand Transloading Revenue	61,655
1/26/17	UNIMIN Corporation	Sand Transloading Revenue	38,208
	Total Operations Cash Receipts		\$ 300,220
1/31/17	None		\$ 0
	Total Sale of Assets		\$ 0
1/31/17	None		\$ 0
	Total DIP Financing / Advances		\$ 0
1/31/17	None		\$ 0
	Total Other Receipts		\$ 0
		Total Cash Receipts	\$ 300,220 (1)

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

Page 2 of 3

DEBTOR: DPTS Sand, LLC

CASE NO: 16-43721

Form 2-B
CASH RECEIPTS AND DISBURSEMENTS STATEMENT
For Period: 1/1/17 to 1/31/17

CASH DISBURSEMENTS DETAIL
(attach additional sheets as necessary)

Account: #8132

Date	Check No.	Payee	Description (Purpose)	Amount
1/31/17		None		0
		Total Operations Cash Disbursements		\$ 0
1/31/17		None		\$ 0
		Total DIP Financing Payments		\$ 0
1/31/17		None		\$ 0
		Total Professional Fees / U.S. Trustee Fees		\$ 0
1/13/17	Transfer	Bank of America	Account Funding Transfer to #6449	200,000
		Total Account Funding Transfers		\$ 200,000
1/31/17		None		0
		Total Other Cash Disbursements		\$ 0
		Total Cash Disbursements		\$ 200,000 (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: 1/31/17**

ASSETS

Current Assets:

	Current Month	Petition Date (1)
Cash (from Form 2-B, line 5)	\$ 101,849	\$ 1,629
Accounts Receivable (from Form 2-E)	266,037	262,013
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>367,887</u>	\$ <u>263,642</u>

Fixed Assets:

Land	\$ 0	\$ 0
Building	0	0
Equipment, Furniture and Fixtures	0	0
	<u>0</u>	<u>0</u>
Total Fixed Assets	(0)	(0)
Less: Accumulated Depreciation	(0)	(0)
	<u>0</u>	<u>0</u>
Net Fixed Assets	\$ <u>0</u>	\$ <u>0</u>

Other Assets (List):

	<u>0</u>	<u>0</u>
	<u>0</u>	<u>0</u>
TOTAL ASSETS	\$ <u>367,887</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
	<u>0</u>	<u>0</u>
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
	<u>0</u>	<u>0</u>
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	104,245	0
	<u>367,887</u>	<u>263,642</u>
TOTAL OWNERS' EQUITY	\$ <u>367,887</u>	\$ <u>263,642</u>
TOTAL LIABILITIES AND OWNERS' EQUITY	\$ <u>367,887</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: 1/1/17 to 1/31/17

	Current Month	Accumulated Total (1)
Gross Operating Revenue	\$ 210,400	\$ 304,245
Less: Discounts, Returns and Allowances	(0)	(0)
Net Operating Revenue	\$ 210,400	\$ 304,245
Cost of Goods Sold	<u>200,000</u>	<u>0</u>
Gross Profit	\$ 10,400	\$ 304,245
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)	\$ 10,400	\$ 304,245
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	\$ 10,400	\$ 304,245
Federal and State Income Tax Expense (Benefit)	<u>0</u>	<u>0</u>
NET INCOME (LOSS)	\$ 10,400	\$ 304,245

(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: 1/1/17 to 1/31/17

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	2/28/17
General Liability	Various	\$ 50,000,000	7/30/17	2/28/17
Property (Fire, Theft)	Various	\$ 46,413,035	12/10/17	2/28/17
Vehicle	Security National	\$ 1,000,000	12/10/17	2/28/17
Pollution	Berkley-Nautilus	\$ 10,000,000	5/11/17	2/28/17
D&O	Various	\$ 20,000,000	3/23/20	3/23/20

DEBTOR: DPTS Sand, LLC

CASE NO: 16-43721

Form 2-E
SUPPORTING SCHEDULES
For Period: 1/1/17 to 1/31/17

ACCOUNTS RECEIVABLE AND POST PETITION PAYABLE AGING

<u>Due</u>	<u>Accounts Receivable</u>	<u>Post Petition Accounts Payable</u>
Under 30 days	\$ 222,506	\$ 0
30 to 60 days	43,531	0
61 to 90 days	0	0
91 to 120 days	0	0
Over 120 days	0	0
Total Post Petition	266,037	
Pre Petition Amounts	0	
Total Accounts Receivable	\$ 266,037	
Less: Bad Debt Reserve	0	
Net Accounts Receivable (to Form 2-C)	\$ 266,037	
	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 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
1138	21,370					21,370
1137	51,901					51,901
1136	51,829					51,829
1135	55,625					55,625
1134	41,781					41,781
1133			43,531			43,531
Total	222,506	43,531	0	0	0	266,037

**Form 2-F
 QUARTERLY FEE SUMMARY ***
 For the Month Ended: 1/31/17

<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 (1)			
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>	\$ _____		

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

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: DPTS Sand, LLC

CASE NO: 16-43721

**Form 2-G
NARRATIVE**

For Period Ending 1/31/17

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

MONTHLY OPERATING REPORT
CHAPTER 11

CASE NUMBER: 16-43717

Form 2-A
COVER SHEET

For Period Ending 1/31/17

Accounting Method: 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)

Report/Document Attached	Previously Waived	REQUIRED REPORTS/DOCUMENTS
<input checked="" type="checkbox"/>	<input type="checkbox"/>	1. Cash Receipts and Disbursements Statement (Form 2-B)
<input checked="" type="checkbox"/>	<input type="checkbox"/>	2. Balance Sheet (Form 2-C)
<input checked="" type="checkbox"/>	<input type="checkbox"/>	3. Profit and Loss Statement (Form 2-D)
<input checked="" type="checkbox"/>	<input type="checkbox"/>	4. Supporting Schedules (Form 2-E)
<input checked="" type="checkbox"/>	<input type="checkbox"/>	5. Quarterly Fee Summary (Form 2-F)
<input checked="" type="checkbox"/>	<input type="checkbox"/>	6. Narrative (Form 2-G)
<input checked="" type="checkbox"/>	<input type="checkbox"/>	7. Bank Statements for All Bank Accounts
<input checked="" type="checkbox"/>	<input type="checkbox"/>	8. Bank Statement Reconciliations for all Bank Accounts

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: 2/21/17

Print Name: Martin J Beskow

Signature: 

Title: Chief Financial Officer

Form 2-B
CASH RECEIPTS AND DISBURSEMENTS STATEMENT
 For Period: 1/1/17 to 1/31/17

CASH FLOW SUMMARY

	<u>Current 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	Bank of America - Disbursement - ZBA #8137	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: DPTS Marketing LLC

CASE NO: 16-43717

Form 2-B
CASH RECEIPTS AND DISBURSEMENTS STATEMENT
For Period: 1/1/17 to 1/31/17

CASH RECEIPTS DETAIL

Account: #8137

(attach additional sheets as necessary)

Date	Payer	Description	Amount
1/31/17	None	Total Operations Cash Receipts	\$ <u>0</u> \$ 0
1/31/17	None	Total Sale of Assets	\$ <u>0</u> \$ 0
1/31/17	None	Total DIP Financing / Advances	\$ <u>0</u> \$ 0
1/31/17	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

Page 2 of 3

DEBTOR: DPTS Marketing LLC

CASE NO: 16-43717

Form 2-B
CASH RECEIPTS AND DISBURSEMENTS STATEMENT
For Period: 1/1/17 to 1/31/17

CASH DISBURSEMENTS DETAIL
(attach additional sheets as necessary)

Account: #8137

Date	Check No.	Payee	Description (Purpose)	Amount
1/31/17		None		0
		Total Operations Cash Disbursements		\$ 0
1/31/17		None		0
		Total DIP Financing Payments		\$ 0
1/31/17		None		0
		Total Professional Fees / U.S. Trustee Fees		\$ 0
1/31/17		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: 1/31/17

	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
	0	0
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
Total Fixed Assets	<u>0</u>	<u>0</u>
Less: Accumulated Depreciation	<u>(0)</u>	<u>(0)</u>
Net Fixed Assets	<u>\$ 0</u>	<u>\$ 0</u>
Other Assets (List):	0	0
	0	0
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
	0	0
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
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
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: 1/1/17 to 1/31/17

	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: 1/1/17 to 1/31/17**

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	2/28/17
General Liability	Various	\$ 50,000,000	7/30/17	2/28/17
Property (Fire, Theft)	Various	\$ 46,413,035	12/10/17	2/28/17
Vehicle	Security National	\$ 1,000,000	12/10/17	2/28/17
Pollution	Berkley-Nautilus	\$ 10,000,000	5/11/17	2/28/17
D&O	Various	\$ 20,000,000	3/23/20	3/23/20

**Form 2-E
SUPPORTING SCHEDULES**
For Period: 1/1/17 to 1/31/17

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: 1/31/17

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	\$		

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 Marketing LLC

CASE NO: 16-43717

**Form 2-G
NARRATIVE**
For Period Ending 1/31/17

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 1/31/17

Accounting Method: 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)


Report/Document Attached	Previously Waived	REQUIRED REPORTS/DOCUMENTS
<input checked="" type="checkbox"/>	<input type="checkbox"/>	1. Cash Receipts and Disbursements Statement (Form 2-B)
<input checked="" type="checkbox"/>	<input type="checkbox"/>	2. Balance Sheet (Form 2-C)
<input checked="" type="checkbox"/>	<input type="checkbox"/>	3. Profit and Loss Statement (Form 2-D)
<input checked="" type="checkbox"/>	<input type="checkbox"/>	4. Supporting Schedules (Form 2-E)
<input checked="" type="checkbox"/>	<input type="checkbox"/>	5. Quarterly Fee Summary (Form 2-F)
<input checked="" type="checkbox"/>	<input type="checkbox"/>	6. Narrative (Form 2-G)
<u>N/A</u>	<input type="checkbox"/>	7. Bank Statements for All Bank Accounts
<u>N/A</u>	<input type="checkbox"/>	8. Bank Statement Reconciliations for all Bank Accounts

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: 2/21/17

Print Name: Martin J Beskow

Signature:



Title:

Chief Financial Officer

DEBTOR: Dakota Plains Transloading, LLC

CASE NO: 16-43712

Form 2-B
CASH RECEIPTS AND DISBURSEMENTS STATEMENT
For Period: 1/1/17 to 1/31/17

CASH FLOW SUMMARY

	<u>Current 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: 1/1/17 to 1/31/17

CASH RECEIPTS DETAIL

Account: N/A

(attach additional sheets as necessary)

Date	Payer	Description	Amount
1/31/17	None	Total Operations Cash Receipts	\$ <u>0</u>
1/31/17	None	Total Sale of Assets	\$ <u>0</u>
1/31/17	None	Total DIP Financing / Advances	\$ <u>0</u>
1/31/17	None	Total Other Receipts	\$ <u>0</u>
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 Transloading, LLC

CASE NO: 16-43712

Form 2-B
CASH RECEIPTS AND DISBURSEMENTS STATEMENT
For Period: 1/1/17 to 1/31/17

CASH DISBURSEMENTS DETAIL
(attach additional sheets as necessary)

Account: N/A

Date	Check No.	Payee	Description (Purpose)	Amount
1/31/17		None		0
			Total Operations Cash Disbursements	\$ 0
1/31/17		None		0
			Total DIP Financing Payments	\$ 0
1/31/17		None		0
			Total Professional Fees / U.S. Trustee Fees	\$ 0
1/31/17		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 Transloading, LLC

CASE NO: 16-43712

Form 2-C
COMPARATIVE BALANCE SHEET
For Period Ended: 1/31/17

	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
	<u>0</u>	<u>0</u>
Total Current Assets	<u>\$ 0</u>	<u>\$ 0</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)
	<u>0</u>	<u>0</u>
Net Fixed Assets	<u>\$ 0</u>	<u>\$ 0</u>
Other Assets (List):	0	0
	<u>0</u>	<u>0</u>
TOTAL ASSETS	<u>\$ 0</u>	<u>\$ 0</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	0	0
Unsecured Debt	0	0
	<u>0</u>	<u>0</u>
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	0	0
Retained Earnings - Post-petition	0	0
	<u>0</u>	<u>0</u>
TOTAL OWNERS' EQUITY	<u>\$ 0</u>	<u>\$ 0</u>
TOTAL LIABILITIES AND OWNERS' EQUITY	<u>\$ 0</u>	<u>\$ 0</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 Plains Transloading, LLC

CASE
NO: 16-43712

Form 2-D
PROFIT AND LOSS STATEMENT
For Period: 1/1/17 to 1/31/17

	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: 1/1/17 to 1/31/17**

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	2/28/17
General Liability	Various	\$ 50,000,000	7/30/17	2/28/17
Property (Fire, Theft)	Various	\$ 46,413,035	12/10/17	2/28/17
Vehicle	Security National	\$ 1,000,000	12/10/17	2/28/17
Pollution	Berkley-Nautilus	\$ 10,000,000	5/11/17	2/28/17
D&O	Various	\$ 20,000,000	3/23/20	3/23/20

DEBTOR: Dakota Plains Transloading, LLC

CASE NO: 16-43712

**Form 2-E
SUPPORTING SCHEDULES
For Period: 1/1/17 to 1/31/17**

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: 1/31/17

<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>	\$ _____	_____	_____

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 1/31/17

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 1/31/17

Accounting Method: 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)

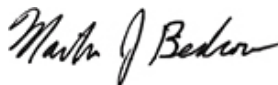
Report/Document Attached	Previously Waived	REQUIRED REPORTS/DOCUMENTS
<input checked="" type="checkbox"/>	<input type="checkbox"/>	1. Cash Receipts and Disbursements Statement (Form 2-B)
<input checked="" type="checkbox"/>	<input type="checkbox"/>	2. Balance Sheet (Form 2-C)
<input checked="" type="checkbox"/>	<input type="checkbox"/>	3. Profit and Loss Statement (Form 2-D)
<input checked="" type="checkbox"/>	<input type="checkbox"/>	4. Supporting Schedules (Form 2-E)
<input checked="" type="checkbox"/>	<input type="checkbox"/>	5. Quarterly Fee Summary (Form 2-F)
<input checked="" type="checkbox"/>	<input type="checkbox"/>	6. Narrative (Form 2-G)
<u>N/A</u>	<input type="checkbox"/>	7. Bank Statements for All Bank Accounts
<u>N/A</u>	<input type="checkbox"/>	8. Bank Statement Reconciliations for all Bank Accounts

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: 2/21/17

Print Name: Martin J Beskow

Signature:



Title: Chief Financial Officer

DEBTOR: Dakota Plains Sand, LLC

CASE NO:

16-43715

Form 2-B
CASH RECEIPTS AND DISBURSEMENTS STATEMENT
For Period: 1/1/17 to 1/31/17

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 Sand, LLC

CASE NO:

16-43715

Form 2-B
CASH RECEIPTS AND DISBURSEMENTS STATEMENT
For Period: 1/1/17 to 1/31/17

CASH RECEIPTS DETAIL

Account: N/A

(attach additional sheets as necessary)

Date	Payer	Description	Amount
1/31/17	None		\$ <u>0</u>
	Total Operations Cash Receipts		\$ <u>0</u>
1/31/17	None		\$ <u>0</u>
	Total Sale of Assets		\$ <u>0</u>
1/31/17	None		\$ <u>0</u>
	Total DIP Financing / Advances		\$ <u>0</u>
1/31/17	None		\$ <u>0</u>
	Total Other Receipts		\$ <u>0</u>
		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 Sand, LLC

CASE NO:

16-43715

Form 2-B
CASH RECEIPTS AND DISBURSEMENTS STATEMENT
For Period: 1/1/17 to 1/31/17

CASH DISBURSEMENTS DETAIL
(attach additional sheets as necessary)

Account: N/A

Date	Check No.	Payee	Description (Purpose)	Amount
1/31/17		None		0
			Total Operations Cash Disbursements	\$ 0
1/31/17		None		0
			Total DIP Financing Payments	\$ 0
1/31/17		None		0
			Total Professional Fees / U.S. Trustee Fees	\$ 0
1/31/17		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

**Form 2-C
COMPARATIVE BALANCE SHEET
For Period Ended: 1/31/17**

	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
	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
	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 Post Petition Liabilities	\$ 0	\$ 0
Pre Petition Liabilities:		
Secured Debt - Western Petroleum Company	0	0
Unsecured Debt	0	0
	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
	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.

DEBTOR: Dakota Plains Sand, LLC

CASE NO: 16-43715

Form 2-D
PROFIT AND LOSS STATEMENT
For Period: 1/1/17 to 1/31/17

	<u>Current Month</u>	<u>Accumulated Total (1)</u>
Gross Operating Revenue	\$ 0	\$ 0
Less: Discounts, Returns and Allowances	(0)	(0)
Net Operating Revenue	\$ 0	\$ 0
Cost of Goods Sold	<u>0</u>	<u>0</u>
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
_____	<u>0</u>	<u>0</u>
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	<u>0</u>	<u>0</u>
Net Non-Operating Income or (Expenses)	\$ 0	\$ 0
Reorganization Expenses		
Legal and Professional Fees	\$ 0	\$ 0
Other Reorganization Expense	<u>0</u>	<u>0</u>
Total Reorganization Expenses	\$ 0	\$ 0
Net Income (Loss) Before Income Taxes	\$ 0	\$ 0
Federal and State Income Tax Expense (Benefit)	<u>0</u>	<u>0</u>
NET INCOME (LOSS)	\$ 0	\$ 0

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

DEBTOR: Dakota Plains Sand, LLC

CASE NO: 16-43715

Form 2-E
SUPPORTING SCHEDULES
For Period: 1/1/17 to 1/31/17

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	2/28/17
General Liability	Various	\$ 50,000,000	7/30/17	2/28/17
Property (Fire, Theft)	Various	\$ 46,413,035	12/10/17	2/28/17
Vehicle	Security National	\$ 1,000,000	12/10/17	2/28/17
Pollution	Berkley- Nautilus	\$ 10,000,000	5/11/17	2/28/17
D&O	Various	\$ 20,000,000	3/23/20	3/23/20

DEBTOR: Dakota Plains Sand, LLC

CASE NO:

16-43715

Form 2-E
SUPPORTING SCHEDULES

For Period: 1/1/17 to 1/31/17

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	\$ 0	
Less: Bad Debt Reserve	<u>0</u>	
Net Accounts Receivable (to Form 2-C)	<u>\$ 0</u>	
	Total Post Petition 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 Sand, LLC

CASE NO: 16-43715

Form 2-F
QUARTERLY FEE SUMMARY *
For the Month
Ended: 1/31/17

<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>	\$ _____	_____	_____

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 1/31/17

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 1/31/17

Accounting Method: 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)

Report/Document Attached	Previously Waived	REQUIRED REPORTS/DOCUMENTS
<input checked="" type="checkbox"/>	<input type="checkbox"/>	1. Cash Receipts and Disbursements Statement (Form 2-B)
<input checked="" type="checkbox"/>	<input type="checkbox"/>	2. Balance Sheet (Form 2-C)
<input checked="" type="checkbox"/>	<input type="checkbox"/>	3. Profit and Loss Statement (Form 2-D)
<input checked="" type="checkbox"/>	<input type="checkbox"/>	4. Supporting Schedules (Form 2-E)
<input checked="" type="checkbox"/>	<input type="checkbox"/>	5. Quarterly Fee Summary (Form 2-F)
<input checked="" type="checkbox"/>	<input type="checkbox"/>	6. Narrative (Form 2-G)
<u> N/A </u>	<input type="checkbox"/>	7. Bank Statements for All Bank Accounts
<u> N/A </u>	<input type="checkbox"/>	8. Bank Statement Reconciliations for all Bank Accounts

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: 2/21/17

Print Name: Martin J Beskow

Signature:



Title: Chief Financial Officer

DEBTOR: Dakota Plains Marketing, LLC

CASE NO:

16-43716

Form 2-B
CASH RECEIPTS AND DISBURSEMENTS STATEMENT
For Period: 1/1/17 to 1/31/17

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: 1/1/17 to 1/31/17

CASH RECEIPTS DETAIL

Account: N/A

(attach additional sheets as necessary)

Date	Payer	Description	Amount
1/31/17	None		\$ 0
	Total Operations Cash Receipts		\$ 0
1/31/17	None		\$ 0
	Total Sale of Assets		\$ 0
1/31/17	None		\$ 0
	Total DIP Financing / Advances		\$ 0
1/31/17	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: 1/1/17 to 1/31/17

CASH DISBURSEMENTS DETAIL
(attach additional sheets as necessary)

Account: N/A

Date	Check No.	Payee	Description (Purpose)	Amount
1/31/17		None		0
			Total Operations Cash Disbursements	\$ 0
1/31/17		None		0
			Total DIP Financing Payments	\$ 0
1/31/17		None		0
			Total Professional Fees / U.S. Trustee Fees	\$ 0
1/31/17		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: 1/31/17

	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
	<u>0</u>	<u>0</u>
Total Current Assets	<u>\$ 0</u>	<u>\$ 0</u>
Fixed Assets:		
Land	\$ 0	\$ 0
Building	0	0
Equipment, Furniture and Fixtures	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
	<u>0</u>	<u>0</u>
TOTAL ASSETS	<u>\$ 0</u>	<u>\$ 0</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	0	0
Unsecured Debt	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	0	0
Retained Earnings - Post-petition	0	0
TOTAL OWNERS' EQUITY	<u>\$ 0</u>	<u>\$ 0</u>
TOTAL LIABILITIES AND OWNERS' EQUITY	<u>\$ 0</u>	<u>\$ 0</u>

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

DEBTOR: Dakota Plains Marketing, LLC

CASE NO: 16-43716

Form 2-D
PROFIT AND LOSS STATEMENT
For Period: 1/1/17 to 1/31/17

	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 Marketing, LLC

CASE NO: 16-43716

Form 2-E
SUPPORTING SCHEDULES
For Period: 1/1/17 to 1/31/17

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	2/28/17
General Liability	Various	\$ 50,000,000	7/30/17	2/28/17
Property (Fire, Theft)	Various	\$ 46,413,035	12/10/17	2/28/17
Vehicle	Security National	\$ 1,000,000	12/10/17	2/28/17
Pollution	Berkley-Nautilus	\$ 10,000,000	5/11/17	2/28/17
D&O	Various	\$ 20,000,000	3/23/20	3/23/20

DEBTOR: Dakota Plains Marketing, LLC

CASE NO: 16-43716

**Form 2-E
SUPPORTING SCHEDULES
For Period: 1/1/17 to 1/31/17**

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	\$ 0	
Less: Bad Debt Reserve	<u>0</u>	
Net Accounts Receivable (to Form 2-C)	<u>\$ 0</u>	
	Total Post Petition 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:	<u>0</u>	<u>0</u>	<u>0</u>		<u>0</u>
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: 1/31/17

<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>	\$ _____	_____	_____

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
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\$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 Marketing, LLC

CASE NO: 16-43716

**Form 2-G
NARRATIVE**
For Period Ending 1/31/17

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.