

NORTHERN GROWERS, LLC

CAPITAL UNITS TRANSFER SYSTEM SUMMARY

Effective as of August 5, 2013

The following is a summary of the basic provisions of the Capital Units Transfer System for members and non-members of NORTHERN GROWERS, LLC (the “Company”) to buy and sell capital units of the Company. This is not a complete description of all the material aspects of the transfer system. You should carefully read the entire Capital Units Transfer System (“CUTS”) and the Operational Manual of the trading service operated by FNC Ag Stock, LLC (“FNC”) before trading or transferring the Company’s capital units.

- **Trading Restrictions.** Strict regulation of trading of the Company’s capital units is necessary in order to remain exempt from IRS regulations that would result in double taxation of earnings. Accordingly, you may only trade or transfer capital units in accordance with the CUTS and all trades and all transfers must be approved by the Board of Managers, except in the case of trades or transfers of Class C Capital Units made one year or more after the Company’s reclassification effective time. All unauthorized trades or transfers will be void and could subject the seller to involuntary redemption of his or her capital units at a fraction of their original purchase price.
- **Affiliate Status.** A member’s status as an Affiliate or Non-Affiliate will be determined with respect to applicable securities laws. An Affiliate is a member that directly, or indirectly, controls, is controlled by or is under common control with the Company. Control means the possession, direct or indirect, of the power to direct or cause the direction of the management and policies of the Company, whether through the ownership of voting securities, by contract or otherwise.
- **Specific Restrictions.** All Class A, Class B, and Class C capital units may be transferred in Private Transfers as described below. Non-Affiliate Class A Members, and Non-Affiliate Class B and Class C Members who have held Class B or Class C capital units for one full year or more from the Company’s reclassification effective time (July 1, 2010), may transfer capital units through the QMS Trading Service described below. Affiliate Class A, Class B and Class C Members intending to transfer capital units, other than in a Private Transfer, must transfer through the Desk Drawer Trading Service described below. Non-Affiliate Class A, Class B and Class C Members may transfer capital units through the Desk Drawer Trading Service if authorized by the Company’s Board of Managers. The Company’s Board of Managers may not allow a Non-Affiliate Class B or Class C Member who has held his or her Class B or Class C capital units for less than one full year from the Company’s reclassification effective time to transfer capital units through the Desk Drawer Trading Service unless the Class B or Class C Member can adequately demonstrate an exemption from registration as determined under applicable securities laws.
- **No Simultaneous Listing.** Capital units must be removed from listing with one trading service before they are listed with the other trading service. Capital units may not be simultaneously listed with the QMS Trading Service and the Desk Drawer Trading Service.
- **Quarters.** The Board will consider trades and transfers once per quarter. All trades and transfers that are approved will be effected on the first day of the following quarter; provided, however, when an offer to sell is posted the last 45 days of a quarter and is matched with an offer to buy before the end of the quarter or the subsequent quarter, the transfer will not be effected until the next following quarter. The quarters begin on January 1, April 1, July 1 and October 1 of each calendar year.
- **Transfer Requirements.** All transfers of capital units must be made in the following increments (except transfers at death may be made in odd lots):

- (a) 2,500 Class A Capital Units;
- (b) 1,000 Class B Capital Units; or
- (c) 500 Class C Capital Units.

In addition, the above increments represent minimum ownership requirements. Accordingly, new members must acquire the minimum increment of capital units, and members who are not transferring or selling their entire interest must retain at least the minimum increment of capital units.

- **New Members.** All new members must sign a counterpart signature page to the Company's Operating Agreement and will be charged a \$100 administrative fee.
- **Private Transfers.** Private transfers include gifts to family members, trading among family members, transfers upon death, and "block" transfers which are transfers of 2% or more of the outstanding capital units. To make a private transfer, you must complete a Private Transfer Request Form and submit it to the Board for approval along with the new member fee and any other required documentation. Private transfers will be effective on the first day of the quarter after Board approval is received. Private transfer requests must be submitted to the Board not less than 30 days prior to the end of the quarter to be considered by the Board in that quarter. The member transferring the capital units will be charged a fee of \$50 per transferee.
- **Desk Drawer Trading Service.** The Desk Drawer Trading Service is operated by the Company to allow limited trading of the Company's Class A, Class B and Class C capital units held by Affiliates. The Company's Board of Managers may authorize a Non-Affiliate Class A Member to utilize the Desk Drawer Trading Service. The Board of Managers may authorize a Non-Affiliate Class B or Class C Member who has held Class B or Class C capital units for less than one entire year to utilize the Desk Drawer Trading Service only if the Non-Affiliate Class B or Class C Member can adequately demonstrate an exemption from registration under applicable securities laws. The Company maintains lists of persons who wish to buy or sell capital units and exchanges the lists between persons interested in buying or selling capital units. Once a member finds a purchaser, the transfer request must be submitted to the Board of Managers for approval along with a Purchase Agreement, \$50.00 transfer fee for each transferee and all other documents required by the Company.
- **QMS Trading Service.** The Company engages FNC to operate a trading service for the Company's Class A capital units held by Non-Affiliates and Class B and C capital units held by Non-Affiliates for more than one entire year after the reclassification effective time. Sellers will pay FNC a commission of 3% of the purchase price for each trade, with a \$250 minimum per transaction. The attached schedule summarizes the deadlines explained below.
- **Offers to buy or sell capital units through the trading service** are non-binding until a written contract for sale has been executed. All matched offers to buy and sell remain subject to authorization by the transfer agent.
- **Members interested in selling their capital units** should contact FNC at (701) 780-2828 or (855) 827-7391 to complete a listing agreement. You must indicate the price and number of capital units you desire to sell in increments consistent with the Transfer Requirements paragraph above. You may submit your offer to sell at any time during the quarter; however, if you list the capital units for sale during the last 45 days of the quarter, the transaction will not be submitted to the transfer agent until the end of the next quarter. Offers to sell capital units will be made available by FNC upon request and the lowest eligible asking price will be posted on FNC's website at www.fncagstock.com.

- Anyone interested in buying capital units should contact FNC at (701) 780-2828 or (855) 827-7391 to place a bid. You may only bid on capital units that have been listed for sale in increments consistent with the Transfer Requirements paragraph above. Offers to buy capital units will be posted on FNC' website at www.fncagstock.com.

- FNC will match bids with the listed offers for sale on a daily basis (with the exception of weekends and holidays), except that bids may not be matched with offers to sell until the capital units have been listed for at least 15 days. In matching offers, preference is generally given first to the lowest priced offers to sell, then in the order received. The purchase price will be the buyer's bid price.

- When multiple bids are posted which exceed a seller's asking price, an auction-like bidding process may develop among the buyers and be initiated by FNC. Matching then will occur based on the highest bidding price. FNC will inform the applicable buyers as to when the auction-like bidding process will begin and guide the buyers on the same.

- When an offer to sell is matched with a bid, FNC will contact the buyer and seller by telephone to confirm the sale and then send buyer a written contract for sale. The buyer must return the signed contract to FNC within ten business days with a 100% deposit of the purchase price, plus the new member fee, counterpart signature pages to the operating agreement, and other documentation, if applicable. The purchase price deposit will be held by an independent escrow agent until the sale is completed. For purchases exceeding \$10,000, FNC may, in its discretion, accept not less than a 20% deposit with the balance due upon demand.

- After FNC receives the buyer's contract and deposit, FNC will send the contract to the seller who must sign and return it to FNC within ten business days and forward his or her capital units certificate (or a lost certificate affidavit) to Northern Growers. In the listing agreement, the seller agrees to pay FNC' commission if the seller fails to sign and return these documents as required.

- If you have pledged your capital units to secure a loan, you must get a signed consent from your lender to sell your capital units. The escrow agent will make the check for the sale proceeds payable to both you and the lender upon written request.

- FNC will collect all of the required documentation, records and monies and related documentation, at which time it will be submitted to the transfer agent for confirmation of compliance with the Company's operating agreement and CUTS, including Board approval. If the buyer fails to submit the balance of the purchase price as required, the buyer will forfeit 20% of the purchase price from the deposit, which will be transferred to the seller as liquidated damages, less FNC' commission.

- If the sale is authorized, the transfer agent will reissue the capital units to the buyer and inform FNC to direct the escrow agent to disburse the net sale proceeds to the seller, after payment of FNC' commission. If the sale is not authorized, the purchase price will be returned to the buyer and no commission will be charged.

- Offers to sell and offers to buy may not be listed any longer than 120 days. After an offer to sell or buy has been listed for 120 days it will be removed. A buyer may repost his or her offer to buy immediately; however, a seller will not be able to list any capital units for sale for at least 60 days after the offer is removed.

- No more than 10% of the Company's outstanding capital units may be traded in non-Private Transfers in any calendar year, including transfers made through the trading service and transfers made through the Desk Drawer Trading Service. If the 10% limit is reached, no further trading will be authorized until after the end of the year.

CAUTION: This Summary is current only as of the date printed on the first page. It may be updated or revised from time in the discretion of the Company's Board and in coordination with FNC. The most current version is available on the Company's website, upon request to Company or by link on FNC' website.

NORTHERN GROWERS, LLC TRADING SYSTEM SCHEDULE

Activity	Quarter 1	Quarter 2	Quarter 3	Quarter 4
First day of quarter	January 1	April 1	July 1	October 1
Deadline to submit offers to sell that can be approved during quarter if matched (see explanation under "Quarter" above)	February 13*	May 16*	August 16*	November 15*
Deadline to submit offers to purchase for match to be approved during quarter**	February 28**	May 31**	August 31**	November 30**
Deadline for purchaser to submit entire balance of purchase price to FNC	March 17	June 16	September 15	December 15
Deadline for FNC to submit required documentation to transfer agent for authorization	March 17	June 16	September 15	December 15
Effective date of trades authorized by transfer agent	April 1	July 1	October 1	January 1

* Dates are provided only for guidance and therefore may vary. The actual deadline to submit is 45 days prior to the end of each quarter.

**May be waived at FNC' discretion if other sale conditions are met