

MESABI TRUST
Form 10-Q
September 04, 2009

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-Q

(Mark One)

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF
THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended July 31, 2009

or

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF
THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from _____ to _____

Commission File Number: 1-4488

MESABI TRUST

(Exact name of registrant as specified in its charter)

New York
(State or other jurisdiction of
incorporation or organization)

13-602277
(I.R.S. Employer Identification No.)

**c/o Deutsche Bank Trust Company Americas
Trust & Securities Services GDS
60 Wall Street**

10005

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27th Floor
New York, New York
(Address of principal executive offices)

(Zip code)

(615) 835-2749

(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the Registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the Registrant was required to submit and post such files). Yes No *

* The registrant has not yet been phased into the interactive data requirements.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act:

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

As of September 3, 2009, there were 13,120,010 Units of Beneficial Interest in Mesabi Trust outstanding.

PART I - FINANCIAL INFORMATION

Item 1. Financial Statements. (Note 1)

Mesabi Trust

Condensed Statements of Income

Three and Six Months Ended July 31, 2009 and 2008

| | Three Months Ended July 31, | | Six Months Ended July 31, | |
|--|--------------------------------|---------------------|------------------------------|---------------------|
| | 2009 (unaudited) | 2008 (unaudited) | 2009 (unaudited) | 2008 (unaudited) |
| A. Condensed Statements of Income | | | | |
| Revenues | | | | |
| Royalty income | \$ 419,135 | \$ 16,766,563 | \$ 1,440,847 | \$ 20,614,273 |
| Interest income | 3,802 | 5,240 | 6,971 | 19,337 |
| | 422,937 | 16,771,803 | 1,447,818 | 20,633,610 |
| Expenses | | | | |
| Expenses | 201,925 | 201,486 | 425,760 | 423,640 |
| Net income | \$ 221,012 | \$ 16,570,317 | \$ 1,022,058 | \$ 20,209,970 |
| Number of units outstanding | 13,120,010 | 13,120,010 | 13,120,010 | 13,120,010 |
| Net income per unit (Note 2) | \$ 0.0168 | \$ 1.2630 | \$ 0.0779 | \$ 1.5404 |
| Distributions declared per unit (Note 3) | \$ | \$ 1.0000 | \$ 0.3800 | \$ 1.1200 |

See Notes to Condensed Financial Statements.

Mesabi Trust

Condensed Balance Sheets

July 31, 2009 and January 31, 2009

| | July 31, 2009 (unaudited) | January 31, 2009 |
|---|------------------------------|------------------|
| B. Condensed Balance Sheets | | |
| Assets | | |
| Cash and cash equivalents | \$ 858,218 | \$ 2,254,107 |
| U.S. Government securities, at amortized cost (which approximates market) | 1,057,341 | 340,421 |
| Accrued income receivable | 554,101 | 2,721,978 |
| Prepaid expenses | 16,033 | 30,423 |
| | 2,485,693 | 5,346,929 |
| Fixed property, including intangibles, at nominal values | | |
| Amended Assignment of Peters Lease | 1 | 1 |
| Assignment of Cloquet Lease | 1 | 1 |
| Certificate of beneficial interest for 13,120,010 units of land trust | 1 | 1 |
| | 3 | 3 |
| | \$ 2,485,696 | \$ 5,346,932 |
| Liabilities, Unallocated Reserve and Trust Corpus | | |
| Liabilities | | |
| Distribution payable | \$ | \$ 1,443,201 |
| Accrued expenses | 87,058 | 111,547 |
| Deferred royalty revenue (Note 4) | 2,570,000 | 1,554,748 |
| | 2,657,058 | 1,554,748 |
| Unallocated Reserve (Deficit) (Note 5) | (171,365) | 3,792,181 |
| Trust Corpus | 3 | 3 |
| | \$ 2,485,696 | \$ 5,346,932 |

See Notes to Condensed Financial Statements.

Mesabi Trust

Condensed Statements of Cash Flows

Six Months Ended July 31, 2009 and 2008

| C. Condensed Statements of Cash Flows | Six Months Ended July 31, | |
|--|------------------------------|---------------------|
| | 2009 (unaudited) | 2008 (unaudited) |
| Cash flows from operating activities | | |
| Royalties received | \$ 6,173,965 | \$ 15,113,023 |
| Interest received | 8,205 | 23,996 |
| Expenses paid | (432,334) | (398,676) |
| Net cash provided by operating activities | 5,749,836 | 14,738,343 |
| Cash flows from investing activities | | |
| Maturities of U.S. Government Securities | 53,000 | 209,643 |
| Purchases of U.S. Government Securities | (769,920) | (103,649) |
| Net cash provided by (used for) investing activities | (716,920) | 105,994 |
| Cash flow from financing activities | | |
| Distributions to Unitholders | (6,428,805) | (8,331,206) |
| Net change in cash and cash equivalents | (1,395,889) | 6,513,131 |
| Cash and cash equivalents, beginning of year | 2,254,107 | 6,959,701 |
| Cash and cash equivalents, end of period | \$ 858,218 | \$ 13,472,832 |
| Reconciliation of net income to net cash provided by operating activities | | |
| Net income | \$ 1,022,058 | \$ 20,209,970 |
| Decrease (increase) in accrued income receivable | 2,167,877 | (5,494,041) |
| Decrease in prepaid expenses | 14,390 | 8,758 |
| Increase (decrease) in accrued expenses | (24,489) | 13,656 |
| Increase in deferred royalty revenue | 2,570,000 | |
| Net cash provided by operating activities | \$ 5,749,836 | \$ 14,738,343 |

See Notes to Condensed Financial Statements.

Mesabi Trust

Notes to Condensed Financial Statements

July 31, 2009 (unaudited)

Note 1. The financial statements included herein have been prepared without audit (except for the balance sheet at January 31, 2009) in accordance with the instructions to Form 10-Q pursuant to the rules and regulations of the Securities and Exchange Commission. Certain information and footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States have been condensed or omitted pursuant to such rules and regulations. In the opinion of the Trustees, all adjustments, consisting only of normal recurring adjustments, necessary for a fair statement of (a) the results of operations for the three months and six months ended July 31, 2009 and 2008, (b) the financial position at July 31, 2009 and (c) the cash flows for the six months ended July 31, 2009 and 2008, have been made. For further information, refer to the financial statements and footnotes included in Mesabi Trust's Annual Report on Form 10-K for the year ended January 31, 2009.

The Trust evaluated the effects of all subsequent events through August 26, 2009, which represents the date of financial statement issuance.

Note 2. Net income per unit includes accrued income receivable. For the three months ended July 31, 2009 the Trust recorded \$554,101 of accrued income receivable as reflected on the Condensed Balance Sheet as of July 31, 2009 (unaudited). Accrued income receivable is accounted for and reported for the Trust's second fiscal quarter based on shipments during the month of July even though such accrued income receivable is not available for distribution to Unitholders until it is actually received by the Trust at the end of October 2009. Net income per unit is based on 13,120,010 units outstanding during the period.

Note 3. The Trust declares distributions each year in April, July, October and January. Distributions are declared after receiving notification from Northshore Mining Company (Northshore) as to the amount of royalty that is expected to be paid to the Trust based on shipments through the end of each calendar quarter. The Trust's financial statements are prepared on an accrual basis and present the Trust's results of operations based on each fiscal quarter which ends one month after the close of each calendar quarter. Because distributions are declared based on the royalty payment that is payable as of the end of each calendar quarter and the Trust's Net Income is calculated as of the end of each fiscal quarter, the distributions declared by the Trust are not equivalent to the Trust's Net Income during the periods reported in this quarterly report on Form 10-Q.

Note 4. In April 2009, the Trust received its quarterly distribution payment from Northshore of approximately \$5,200,000. In accordance with the Trust's revenue recognition policy, the Trust recognized revenue related to tons of iron ore that were shipped by Northshore, but for which Northshore has indicated that final pricing is not yet known. As a result of decreases in estimated pellet pricing subsequent to January 31, 2009, the cash proceeds received by the Trust in April 2009 exceeded the royalty revenue recognized by the Trust for the six month period ended July 31, 2009. Accordingly, the Trust has estimated a \$2,570,000 liability in the form of deferred royalty revenue based on current pricing estimates provided by Northshore. Deferred royalty revenue will be adjusted through the Trust's royalty revenue on a quarterly basis as updated pricing information is received. It is possible that deferred royalty revenue may reduce future royalty payments to be received from Northshore beginning in the first quarter of 2010 when pricing related to these tons of iron ore that were previously shipped by Northshore is expected to be finalized.

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Note 5. The Trustees have determined that the unallocated cash and U.S. Government securities portion of the Unallocated Reserve should be maintained at a prudent level, usually within the range of \$500,000 to \$1,000,000, to meet present or future liabilities of the Trust. Accordingly, although the actual amount of the Unallocated Reserve will fluctuate from time to time, and may increase or decrease from its current level, it is currently intended that future distributions will be highly dependent upon royalty payments received quarterly and the level of Trust expenses that the Trustees anticipate occurring in subsequent quarters.

The Unallocated Reserve (Deficit) of (\$171,365) consisted of \$1,844,534 in unallocated cash and U.S. Government securities, \$554,101 of accrued revenue primarily representing royalties not yet received by the Trust but anticipated to be received in October 2009, less estimated deferred royalty revenue of \$2,570,000. Pursuant to the Agreement of Trust, the Trust makes cash distributions to Unitholders based on the royalty payments it receives from Northshore when received, rather than as royalty income is recorded in accordance with the Trust's revenue recognition policy. Refer to Note 4 for further information.

As of July 31, 2009 and January 31, 2009, the Trust's Unallocated Reserve (Deficit) was comprised of the following components:

| | July 31, 2009 (unaudited) | January 31, 2009 |
|--------------------------------------|------------------------------|---------------------|
| Cash and U.S. Government securities | \$ 1,844,534 | \$ 1,070,203 |
| Accrued income receivable | 554,101 | 2,721,978 |
| Deferred royalty revenue | (2,570,000) | -0- |
| Unallocated Reserve (Deficit) | \$ (171,365) | \$ 3,792,181 |

A reconciliation of the Trust's Unallocated Reserve (Deficit) from January 31, 2009 to July 31, 2009 is as follows:

| | |
|--|---------------------|
| Unallocated Reserve, January 31, 2009 | \$ 3,792,181 |
| Net income | 1,022,058 |
| Distributions declared and paid | (4,985,604) |
| Unallocated Reserve (Deficit), April 30, 2009 | \$ (171,365) |

Note 6. Effective April 1, 2009, the Trust adopted Statement of Financial Accounting Standards (SFAS) No. 165, Subsequent Events (SFAS 165), which establishes principles and requirements for disclosure of subsequent events. It establishes the period after the balance sheet date during which events or transactions are to be evaluated for potential disclosure. It also establishes the circumstances under which an entity shall recognize events or transactions occurring after the balance sheet date. The adoption of SFAS 165 did not have a material impact on the Trust's disclosure of subsequent events.

In June 2009, the Financial Accounting Standards Board (FASB) issued Statement of Financial Accounting Standards (SFAS) No. 168 The FASB Accounting Standards Codification and the Hierarchy of Generally Accepted Accounting Principles a replacement of FASB Statement No. 162, (the Codification) as the single source of authoritative

nongovernmental GAAP. All existing accounting standard documents, excluding guidance from the Securities and Exchange Commission (SEC), will be superseded by the Codification. All other non-grandfathered, non-SEC accounting literature not included in the Codification will become nonauthoritative. The Codification does not change GAAP, but instead introduces a new structure that will combine all authoritative standards into a comprehensive, topically organized online database. The Codification will be effective for interim or annual periods ending after September 15, 2009, and will impact the Trust's financial statement disclosures beginning with the quarter ending October 31, 2009 as all future references to authoritative accounting literature will be referenced in accordance with the Codification. As the Codification was not intended to change or alter existing GAAP, it will not have any impact the Trust's financial statements.

Item 2. Trustees Discussion and Analysis of Financial Condition and Results of Operations.

Forward-Looking Statements

Certain information included in this Quarterly Report on Form 10-Q contains forward-looking statements within the meaning of Section 21E of the Securities Exchange Act of 1934 and Section 27A of the Securities Act of 1933. All such forward-looking statements, including those statements estimating iron ore pellet production or shipments, are based on information from the lessee/operator (and its parent corporation) of the mine located on the lands owned and held in trust for the benefit of the holders of units of beneficial interest of Mesabi Trust. These statements may be identified by the use of forward-looking words, such as may, will, could, project, predict, intend, believe, anticipate, estimate, continue, potential, plan, should, assume, forecast and other similar words. Such forward-looking statements are inherently subject to known and unknown risks and uncertainties. Actual results and future developments could differ materially from the results or developments expressed in or implied by these forward-looking statements. These risks and uncertainties include volatility of iron ore and steel prices, product supply and demand, competition, regulation or government action, litigation and uncertainties about estimates of reserves. Further, substantial portions of royalties earned by Mesabi Trust are based on estimated prices that are subject to interim and final adjustments which can be positive or negative and are dependent in part on multiple price and inflation index factors under agreements to which Mesabi Trust is not a party and that are not known until after the end of a contract year. It is possible that future negative price adjustments could partially or even completely offset royalties or royalty income that would otherwise be payable to the Trust in any particular quarter, or at year-end, thereby potentially reducing cash available for distribution to the Trust's Unitholders in future quarters. For a discussion of the factors, including without limitation, those that could materially and adversely affect Mesabi Trust's actual results and performance, see Risk Factors in Part I Item 1A of Mesabi Trust's Annual Report on Form 10-K for the year ended January 31, 2009, as updated by Part II Item 1A of Mesabi Trust's Quarterly Report on Form 10-Q for the quarter ended April 30, 2009. Mesabi Trust undertakes no obligation, other than that imposed by law, to make any revisions to the forward-looking statements contained in this filing or to update them to reflect circumstances occurring after the date of this filing.

This discussion should be read in conjunction with the condensed financial statements and notes presented in this Form 10-Q and the financial statements and notes in the last filed Annual Report on Form 10-K filed for the period ending January 31, 2009 for a full understanding of Mesabi Trust's financial position and results of operations for the six month period ended July 31, 2009.

Background

Mesabi Trust (Mesabi Trust or the Trust), formed pursuant to an Agreement of Trust dated July 18, 1961 (the Agreement of Trust), is a trust organized under the laws of the State of New York. Mesabi Trust holds all of the interests formerly owned by Mesabi Iron Company (MIC), including all

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right, title and interest in the Amendment of Assignment, Assumption and Further Assignment of Peters Lease (the Amended Assignment of Peters Lease), the Amendment of Assignment, Assumption and Further Assignment of Cloquet Lease (the Amended Assignment of Cloquet Lease) and together with the Amended Assignment of Peters Lease, the Amended Assignment Agreements), the beneficial interest in the Mesabi Land Trust (as such term is defined below) and all other assets and property identified in the Agreement of Trust. The Amended Assignment of Peters Lease relates to an Indenture made as of April 30, 1915 among East Mesaba Iron Company (East Mesaba), Dunka River Iron Company (Dunka River) and Claude W. Peters (the Peters Lease) and the Amended Assignment of Cloquet Lease relates to an Indenture made May 1, 1916 between Cloquet Lumber Company and Claude W. Peters (the Cloquet Lease).

The Agreement of Trust specifically prohibits the Trustees from entering into or engaging in any business. This prohibition applies even to business activities the Trustees may deem necessary or proper for the preservation and protection of the Trust Estate. Accordingly, the Trustees activities in connection with the administration of Trust assets are limited to collecting income, paying expenses and liabilities, distributing net income to the holders of Certificates of Beneficial Interest in Mesabi Trust (Unitholders) after the payment of, or provision for, such expenses and liabilities, and protecting and conserving the assets held.

The Trustees do not intend to expand their responsibilities beyond those permitted or required by the Agreement of Trust, the Amendment to the Agreement of Trust dated October 25, 1982 (the Amendment), and those required under applicable law. Mesabi Trust has no employees, but it engages independent consultants to assist the Trustees in, among other things, monitoring the volume and sales prices of iron ore products shipped from Silver Bay, Minnesota, based on information supplied to the Trustees by Northshore Mining Company (Northshore), the lessee/operator of the Mesabi Trust lands, and its parent company Cliffs Natural Resources Inc. (Cliffs). References to Northshore in this quarterly report, unless the context requires otherwise, are applicable to Cliffs as well.

Leasehold royalty income constitutes the principal source of the Trust s revenue. Royalty rates are determined in accordance with the terms of Mesabi Trust s leases and assignments of leases.

Three types of royalties, as well as royalty bonuses, comprise the Trust s leasehold royalty income:

- **Base overriding royalties.** Base overriding royalties have historically constituted the majority of Mesabi Trust s royalty income. Base overriding royalties are determined by both the volume and selling price of iron ore products shipped. Northshore is obligated to pay Mesabi Trust base overriding royalties in varying amounts, based on the volume of iron ore products shipped. Base overriding royalties are calculated as a percentage of the gross proceeds of iron ore products produced at Mesabi Trust lands (and to a limited extent other lands) and shipped from Silver Bay, Minnesota. The percentage ranges from 2-1/2% of the gross proceeds for the first one million tons of iron ore products so shipped annually to 6% of the gross proceeds for all iron ore products in excess of 4 million tons so shipped annually. Base overriding royalties are subject to price adjustments under the Cliffs Pellet Agreements and, as described elsewhere in this report, such adjustments may be positive or negative.

- **Royalty bonuses.** The Trust earns royalty bonuses when iron ore products shipped from Silver Bay are sold at prices above a threshold price per ton. The royalty bonus is based on a percentage of the gross proceeds of product shipped from Silver Bay and sold at prices above a threshold price. The threshold price is adjusted (but not below \$30.00 per ton) on an annual basis for inflation and deflation (the Adjusted Threshold Price). The Adjusted Threshold Price was \$47.43 per ton for calendar year 2008 and is \$48.48 per ton for calendar year 2009. The royalty bonus percentage ranges from 1/2 of 1% of the gross proceeds (on all tonnage shipped for sale at prices between the Adjusted Threshold Price and \$2.00 above the Adjusted Threshold Price) to 3% of the gross proceeds

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(on all tonnage shipped for sale at prices \$10.00 or more above the Adjusted Threshold Price). Royalty bonuses are subject to price adjustments under the Cliffs Pellet Agreements and, as described elsewhere in this report, such adjustments may be positive or negative.

- **Fee royalties.** Fee royalties have historically constituted a smaller component of the Trust's total royalty income. Fee royalties are payable to the Mesabi Land Trust, a Minnesota land trust, which holds a 20% interest as fee owner in the Amended Assignment of Peters Lease. Mesabi Trust holds the entire beneficial interest in the Mesabi Land Trust for which U.S. Bank N.A. acts as the corporate trustee. Mesabi Trust receives the net income of the Mesabi Land Trust, which is generated from royalties on the amount of crude ore mined after the payment of expenses to U.S. Bank N.A. for its services as corporate trustee. Crude ore is the source of iron oxides used to make iron ore pellets and other products. The fee royalty on crude ore is based on an agreed price per ton, subject to certain indexing.
- **Minimum advance royalties.** Northshore's obligation to pay base overriding royalties and royalty bonuses with respect to the sale of iron ore products generally accrues upon the shipment of those products from Silver Bay. However, regardless of whether any shipment has occurred, under the terms of the Amended Assignment Agreements, Northshore is obligated to pay to Mesabi Trust a minimum advance royalty. Each year, the amount of the minimum advance royalty is adjusted (but not below \$500,000 per annum) for inflation and deflation in accordance with the Amended Assignment Agreements. The minimum advance royalty was \$790,721 for calendar year 2008 and is \$808,177 for calendar year 2009. Until overriding royalties (and royalty bonuses, if any) for a particular year equal or exceed the minimum advance royalty for the year, Northshore must make quarterly payments of up to 25% of the minimum advance royalty for the year. Because minimum advance royalties are essentially prepayments of base overriding royalties and royalty bonuses earned each year, any minimum advance royalties paid in a fiscal quarter are recouped by credits against base overriding royalties and royalty bonuses earned in later fiscal quarters during the year.

Under the relevant documents, Northshore may mine and ship iron ore products from lands other than Mesabi Trust lands. Northshore is obligated to make quarterly royalty payments in January, April, July and October of each year based on shipments of iron ore products from Silver Bay, Minnesota during each calendar quarter. In the case of base overriding royalties and royalty bonuses, these quarterly royalty payments are to be made whether or not the related proceeds of sale have been received by Northshore by the time such payments become due. Northshore alone determines whether to mine off Trust and/or such other lands, based on its current mining and engineering plan. The Trustees do not exert any influence over mining operational decisions. To encourage the use of iron ore products from Mesabi Trust lands, Mesabi Trust receives royalties on stated percentages of iron ore shipped from Silver Bay, whether or not the iron ore products are from Mesabi Trust lands. Mesabi Trust receives royalties at the greater of (i) the aggregate quantity of iron ore products shipped that were from Mesabi Trust lands, and (ii) a portion of the aggregate quantity of all iron ore products shipped from Silver Bay that were mined from any lands, such portion being 90% of the first four million tons shipped from Silver Bay during such year, 85% of the next two million tons shipped during such year, and 25% of all tonnage shipped from Silver Bay during such year in excess of six million tons.

Deutsche Bank Trust Company Americas, the Corporate Trustee, performs certain administrative functions for Mesabi Trust. The Trust maintains a website at www.mesabi-trust.com. The Trust makes available (free of charge) its annual, quarterly and current reports (and any amendments thereto) filed with the Securities and Exchange Commission (the "SEC") through its website as soon as reasonably practicable after electronically filing or furnishing such material with or to the SEC.

Results of Operations**Comparison of Iron Ore Pellet Production and Shipments for the Three and Six Months Ended July 31, 2009 and July 31, 2008**

As shown in the table below, production of iron ore pellets at Northshore from Mesabi Trust lands during the fiscal quarter ended July 31, 2009 totaled approximately 279,000 tons, and actual shipments over the same period totaled approximately 278,000 tons. By comparison, actual pellet production and actual shipments for the comparable period in 2008 were approximately 1.47 million tons and 2.55 million tons, respectively. The decrease in production and shipments at Northshore is the result of an extended shutdown of the mining operations at Northshore combined with a significant decline in orders from Cliffs' customers and lower anticipated demand from Cliffs' customers.

| Fiscal Quarter Ended | Pellets Produced from Trust Lands (tons) | Pellets Shipped from Trust Lands (tons) |
|-----------------------------|---|--|
| July 31, 2009 | 278,887 | 278,444 |
| July 31, 2008 | 1,473,683 | 2,548,888 |

As shown in the table below, during the six months ended July 31, 2009, production of iron ore pellets at Northshore from Mesabi Trust lands totaled approximately 960,000 tons, and actual shipments over the same period totaled approximately 516,000 tons. By comparison, actual pellet production and actual shipments for the comparable period in 2008 were approximately 2.69 million tons and 3.59 million tons, respectively. The decrease in production at Northshore is primarily the result of the mining operations at Northshore being shutdown from April 2009 through early July 2009. In addition, the significant and prolonged decline in orders from Cliffs' customers and lower anticipated demand from Cliffs' customers as they continue to adjust their purchases based on anticipated demand from their customers has resulted in lower production and shipments during the six months ended July 31, 2009.

| Six Months Ended | Pellets Produced from Trust Lands (tons) | Pellets Shipped from Trust Lands (tons) |
|-------------------------|---|--|
| July 31, 2009 | 960,065 | 515,897 |
| July 31, 2008 | 2,689,784 | 3,589,002 |

Comparison of Royalty Income for the Three and Six Months Ended July 31, 2009 and July 31, 2008

Total royalty income for the quarter decreased approximately 97.5% over the comparable period in 2008. The decrease in royalty income is due to lower realized sales prices per ton of iron ore pellets and a 89% decrease in the total volume of iron ore pellets shipped during the three months ended July 31, 2009 as compared to the three months ended July 31, 2008. The lower sales prices per ton and the decrease in the volume of iron ore pellets shipped both contributed to a decrease in the base overriding royalty and the bonus royalty payments as a result of reduced demand for iron ore pellets.

The table below shows that the base overriding royalties, the bonus royalties, and the fee royalties each decreased by 99.4%, 94.7%, and 87.8% respectively, for the three months ended July 31, 2009. The decreases in the base overriding royalties and the bonus royalties are both attributable to the lower sales prices per ton of iron ore pellets and the decrease in the volume of tons shipped during the three months ended July 31, 2009, each as compared to the three months ended July 31, 2008.

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The table below summarizes the components of Mesabi Trust's royalty income for the three months ended July 31, 2009 and July 31, 2008:

| | Three Months Ended July 31, | |
|---|-----------------------------|----------------------|
| | 2009 | 2008 |
| Base overriding royalties | \$ 58,791 | \$ 10,156,568 |
| Bonus royalties | 340,910 | 6,451,312 |
| Minimum advance royalty paid (recouped) | | |
| Fee royalties | 19,434 | 158,683 |
| Total royalty income | \$ 419,135 | \$ 16,766,563 |

Total royalty income for the six months ended July 31, 2009 decreased approximately 93% over the comparable period in 2008. The decrease in royalty income is due to lower realized sales prices per ton of iron ore pellets and a 86% decrease in the total volume of iron ore pellets shipped during the six months ended July 31, 2009 as compared to the six months ended July 31, 2008. The lower sales prices per ton and the decrease in the volume of iron ore pellets shipped both contributed to a decrease in the base overriding royalty and the bonus royalty payments.

The table below shows that the base overriding royalties, the bonus royalties, and the fee royalties each decreased by 94.7%, 91.4%, and 70.2% respectively, for the six months ended July 31, 2009 from the comparable period in 2008. The decreases in the base overriding royalties and the bonus royalties are both attributable to the lower sales prices per ton of iron ore pellets and the decrease in the volume of tons shipped during the six months ended July 31, 2009, each as compared to the six months ended July 31, 2008.

The table below summarizes the components of Mesabi Trust's royalty income for the six months ended July 31, 2009 and July 31, 2008:

| | Six Months Ended July 31, | |
|---|---------------------------|----------------------|
| | 2009 | 2008 |
| Base overriding royalties | \$ 629,356 | \$ 11,912,740 |
| Bonus royalties | 724,671 | 8,410,036 |
| Minimum advance royalty paid (recouped) | | |
| Fee royalties | 86,820 | 291,497 |
| Total royalty income | \$ 1,440,847 | \$ 20,614,273 |

Comparison of Trust Income, Expenses and Distributions for the Three and Six Months Ended July 31, 2009 and July 31, 2008

Net income for the three months ended July 31, 2009 was \$221,012, a decrease of approximately 98.7% compared to the three months ended July 31, 2008. As with the decrease in total royalty income, the decrease in net income for the quarter ended July 31, 2009 is the result of lower sales prices per ton of iron ore pellets shipped and a decrease in the volume of tons shipped. The Trust's expenses of \$201,925 for the three months ended July 31, 2009 was consistent with the Trust's expenses for the three month period ended July 31, 2008. The table below summarizes the Trust's income and expenses for the three months ended July 31, 2009 and July 31, 2008, respectively

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| | Three Months Ended July 31, | |
|----------------------|-----------------------------|---------------|
| | 2009 | 2008 |
| Total royalty income | \$ 419,135 | \$ 16,766,563 |
| Interest income | 3,802 | 5,240 |
| Gross income | 422,937 | 16,771,803 |
| Expenses | 201,925 | 201,486 |
| Net income | \$ 221,012 | \$ 16,570,317 |

Net income for the six months ended July 31, 2009 was \$1,022,058, a decrease of approximately 94.9% compared to the six months ended July 31, 2008. As with the decrease in total royalty income, the decrease in net income for the six months ended July 31, 2009 is the result of lower sales prices per ton of iron ore pellets shipped and a decrease in the volume of tons shipped. The Trust's expenses of \$425,760 for the six months ended July 31, 2009 was consistent with the Trust's expenses for the six month period ended July 31, 2008. The table below summarizes the Trust's income and expenses for the six months ended July 31, 2009 and July 31, 2008, respectively

| | Six Months Ended July 31, | |
|----------------------|---------------------------|---------------|
| | 2009 | 2008 |
| Total royalty income | \$ 1,440,847 | \$ 20,614,273 |
| Interest income | 6,971 | 19,337 |
| Gross income | 1,447,818 | 20,633,610 |
| Expenses | 425,760 | 423,640 |
| Net income | \$ 1,022,058 | \$ 20,209,970 |

As presented on the Trust's Condensed Statements of Income on page 2 of this quarterly report, the Trust's net income per unit decreased \$1.2500 to \$.0168 for the three months ended July 31, 2009 and decreased \$1.4625 to \$.0779 for the six months ended July 31, 2009 as compared to the three and six months ended July 31, 2008, respectively. The Trust did not declare any distributions to Unitholders for the three months ended July 31, 2009. Comparatively, the Trust declared and paid a distribution of \$1.00 per unit for the three months ended July 31, 2008. For the six months ended July 31, 2009, and July 31, 2008, the Trust declared distributions of \$.38 and \$1.12, respectively.

Distributions are declared after receiving notification from Northshore Mining Company as to the amount of royalty income that is expected to be paid to the Trust based on shipments through the end of each calendar quarter and such royalty payments may include pricing adjustments with respect to shipments during prior periods. The Trust accounts for and reports accrued income receivable based on shipments during the last month of the Trust's fiscal quarter (April, July, October and January) and price adjustments under the Cliffs Pellet Agreements (which can be positive or negative and can result in significant variations in royalties received by Mesabi Trust and cash available for distribution to Unitholders). The Trust accounts for these amounts by using estimated prices and reports such amounts even though accrued income receivable is not available for distribution to Unitholders until it is received by the Trust. Accordingly, distributions declared by the Trust are not equivalent to the Trust's Net Income during the periods reported in this quarterly report on Form 10-Q

Comparison of Unallocated Reserve as of July 31, 2009, July 31, 2008 and January 31, 2009

The Unallocated Reserve (Deficit), which is comprised of accrued income receivable, cash reserve for potential fixed or contingent future liabilities, and, with respect to the six months ended July

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31, 2009, deferred royalty revenue, decreased from \$7,175,579 as of July 31, 2008 to (\$171,365) as of July 31, 2009. The significant positive balance in the Trust's Unallocated Reserve as of July 31, 2008, was the result of the accrued income receivable portion of the Unallocated Reserve which was \$6,453,966 as of July 31, 2008, compared to \$554,101 as of July 31, 2009. The decrease in the accrued income receivable portion of the Unallocated Reserve is the result of significantly lower shipments during the month of July 2009, together with generally lower prices on pellets shipped by Northshore, both as compared to July 2008.

The deficit in the Trust's Unallocated Reserve as of July 31, 2009, is the result of an estimated \$2,570,000 liability, which is represented on the Trust's balance sheet as deferred royalty revenue. Because of declines in the estimated pricing of iron ore pellets subsequent to January 31, 2009, the royalty payment received by the Trust in April 2009 includes approximately \$2,570,000 of cash proceeds that were received by the Trust, but has not been recognized as revenue in accordance with the Trust's revenue recognition policy. Because of further decreases in current pricing estimates provided to the Trust by Northshore, the deferred royalty revenue increased approximately 8% from \$2,370,000 as of April 30, 2009 to \$2,570,000 as of July 31, 2009. The Trust did not have any deferred royalty revenue as of July 31, 2008. Depending on future adjustments to iron ore pellet pricing, if any, the deferred royalty revenue could cause a cumulative negative price adjustment related to shipments of pellets during prior periods, which could partially or even completely offset future royalty income to be received by the Trust.

Notwithstanding the deficit in the Trust's Unallocated Reserve as described above, the Trust's cash reserve for potential fixed or contingent future liabilities, represented on the Trust's balance sheet by unallocated cash and U.S. Government securities, increased 155.6% to \$1,844,534 as of July 31, 2009 from \$721,613 as of July 31, 2008. The increase in the cash reserve for potential fixed or contingent future liabilities is due to the Trustee's decision to not declare distributions during the quarter ended July 31, 2009, because of the Trust's deferred royalty revenue liability and the uncertainty surrounding the volatile global economic climate that continues to impact the iron ore and steel industries.

The accrued income receivable portion of the Unallocated Reserve decreased from \$6,453,966 as of July 31, 2008 to \$554,101 as of July 31, 2009. The Trust's Unallocated Reserve (Deficit) as of July 31, 2009 decreased from \$3,792,181 as of January 31, 2009, to (\$171,365) as of July 31, 2009. The decrease in the Unallocated Reserve (Deficit) is due to the Trust's accrual of \$2,570,000 in deferred royalty revenue combined with a lower accrued income receivable resulting from a substantial reduction in shipments from Northshore during the month of July 2009. Moreover, as a result of the price adjustment mechanisms under the Cliffs Pellet Agreements, the Trust received positive adjustments to its royalty income which is reflected in the royalty income for the year ended January 31, 2009. No such positive price adjustments were attributed to the Trust for the three or six month period ending July 31, 2009. Those adjustments were attributable to shipments of iron ore pellets by Northshore/Cliffs to its customers from Silver Bay, Minnesota during calendar years 2006, 2007 and 2008. In the aggregate, the pricing adjustments increased the accrued income receivable reflected on the Trust's balance sheet as of January 31, 2009. At January 31, 2009, approximately 72% of the Unallocated Reserve or \$2,721,978 was represented by accrued income receivable while 28% or \$1,070,203 was represented by unallocated cash and U.S. Government securities.

The Trustees have determined that a portion of the Unallocated Reserve, usually within the range of \$500,000 to \$1,000,000 or such other amount as the Trustees may deem prudent, should be maintained as a reserve for potential fixed or contingent future liabilities. As a result of the \$2,570,000 deferred royalty revenue recorded by the Trust, the unpredictable nature of the current economic conditions, and the potential for future negative price adjustments under the long-term customer contracts between Northshore, CCI and certain customers (the CCI Pellet Agreements), the Trustees have determined that it is prudent to increase the Unallocated Reserve above the range of \$500,000 to \$1,000,000. The actual amount of the Unallocated Reserve will fluctuate from time to time and may increase or decrease from its current level. Future distributions will be highly dependent upon royalty income as it is received, changes in estimated pricing, potential for future price adjustments and the level

of Trust expenses. The amount of future royalty income available for distribution will be subject to the volume of iron ore product shipments and the dollar level of sales by Northshore. Shipping activity is greatly reduced during the winter months and economic conditions, particularly those affecting the steel industry, may adversely affect the amount and timing of such future shipments and sales. It is possible that future negative price adjustments could offset, or even eliminate, royalties or royalty income that would otherwise be payable to the Trust in any particular quarter, or at year end, thereby potentially reducing cash available for distribution to the Trust's Unitholders in future quarters. See discussion under the heading "Risk Factors" beginning on page 3 of the Trust's Annual Report on Form 10-K for the fiscal year ended January 31, 2009, as updated by Part II Item 1A of Mesabi Trust's Quarterly Report on Form 10-Q for the quarter ended April 30, 2009.

The Trustees will continue to monitor the economic circumstances of the Trust to strike a responsible balance between distributions to Unitholders and the need to maintain reserves at a prudent level, given the unpredictable nature of the iron ore industry, the Trust's dependence on the actions of the lessee/operator, and the fact that the Trust essentially has no other liquid assets.

Recent Developments

Production and Shipments. In its Form 10-Q filed July 30, 2009, Cliffs reported that production at Northshore for the six months ended June 30, 2009 was 1 million tons, but production for the three months ended June 30, 2009 was zero. Comparatively, production of iron ore pellets at Northshore for the six months ended June 30, 2008 was 2.8 million tons while production for the three months ending June 30, 2008 was 1.5 million tons. Northshore has not provided the Trustees with an estimate of total expected shipments of iron ore pellets for calendar year 2009. During calendar years 2008, 2007, 2006, 2005 and 2004, the percentage of shipments of iron ore products from Mesabi Trust lands was approximately 90.2%, 88.2%, 90.9%, 90.1% and 92.0%, respectively, of total shipments. In a current report on Form 8-K filed May 5, 2009, Cliffs reported that it is estimating total production of 3.2 million tons of iron ore pellets at Northshore during calendar year 2009. Northshore has not advised the Trustees as to the percentage of iron ore products from Mesabi Trust lands it anticipates shipping in calendar year 2009. See the description of the uncertainty of market conditions in the iron ore and steel industry under "Important Factors Affecting Mesabi Trust" below and the information under the heading "Risk Factors" in Part I Item 1A of the Trust's Annual Report on Form 10-K for the year-ended January 31, 2009, as updated by Part II Item 1A of Mesabi Trust's Quarterly Report on Form 10-Q for the quarter ended April 30, 2009.

Production at Northshore. In its Form 10-Q filed July 30, 2009, Cliffs reported that production at Northshore resumed at reduced levels in early July. Cliffs has not informed the Trustees as to whether the decrease in production will result in a decrease in shipments of iron ore pellets from Silver Bay, Minnesota. Accordingly, the Trustees are unable to make any projections regarding the extent to which the temporary production shutdown at Northshore may impact future royalties payable to Mesabi Trust.

Important Factors Affecting Mesabi Trust

The Agreement of Trust specifically prohibits the Trustees from entering into or engaging in any business. This prohibition seemingly applies even to business activities the Trustees deem necessary or proper for the preservation and protection of the Trust Estate (as such term is defined below). Accordingly, the Trustees' activities in connection with the administration of Trust assets are limited to collecting income, paying expenses and liabilities, distributing net income to Mesabi Trust's Unitholders after the payment of, or provision for, such expenses and liabilities, and protecting and conserving the assets held. Consequently, the income of Mesabi Trust is highly dependent upon the activities and operations of Northshore, and the terms and conditions of the leases and assignments of leases between Mesabi Trust and Northshore.

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Neither Mesabi Trust nor the Trustees have any control over the operations and activities of Northshore, except within the framework of the Amended Assignment Agreements. Cliffs alone controls

(i) historical operating data, including iron ore production volumes, marketing of iron ore products, operating and capital expenditures as they relate to Northshore, environmental and other liabilities and the effects of regulatory changes; (ii) plans for Northshore's future operating and capital expenditures; (iii) geological data relating to ore reserves (iv) projected production of iron ore products; (v) contracts between Cliffs and Northshore with their customers; and (vi) the decision to mine off Mesabi Trust and/or state lands, based on Cliffs' current mining and engineering plan. The Trustees do not exert any influence over mining operational decisions at Northshore, nor do the Trustees provide any input regarding the ore reserve estimated at Northshore as reported by Cliffs. While the Trustees request material information for use in periodic reports as part of their evaluation of Mesabi Trust's disclosure controls and procedures, the Trustees do not control this information and they rely on the information in Cliffs' periodic and current filings with the SEC to provide accurate and timely information in Mesabi Trust's reports filed with the SEC.

In accordance with the Agreement of Trust and the Amendment, the Trustees are entitled to, and in fact do, rely upon certain experts in good faith, including (i) the independent consultants with respect to monthly production and shipment reports, which include figures on crude ore production and iron ore pellet shipments, and discussions concerning the condition and accuracy of the scales and plans regarding the development of Mesabi Trust's mining property; and (ii) the accounting firm they have contracted with for non-audit services, including reviews of financial data related to shipping and sales reports provided by Northshore and a review of the schedule of leasehold royalties payable to Mesabi Trust. For a discussion of additional factors, including but not limited to those that could adversely affect Mesabi Trust's actual results and performance, see Risk Factors in Part I Item 1A of Mesabi Trust's Annual Report on Form 10-K for the year-ended January 31, 2009 as updated by Part II Item 1A of Mesabi Trust's Quarterly Report on Form 10-Q for the quarter ended April 30, 2009.

Iron Ore Pricing and Contract Adjustments

During the course of its fiscal year some portion of the royalties paid to Mesabi Trust are based on estimated prices for iron ore products sold under term contracts between Cliffs and its subsidiaries and certain of their customers (the Cliffs Pellet Agreements). Mesabi Trust is not a party to any of the Cliffs Pellet Agreements. These prices are subject to interim and final pricing adjustments, which can be positive or negative, and which adjustments are dependent in part on a variety of price and inflation index factors, including but not limited to the international benchmark pellet price, hot band steel prices and various Producer Price Indexes. Although Northshore makes interim adjustments to the royalty payments on a quarterly basis, these price adjustments cannot be finalized until after the end of a contract year. This may result in significant and frequent variations in royalties received by Mesabi Trust (and in turn the resulting amount of funds available for distribution to Unitholders by the Trust) from quarter to quarter and on a comparative historical basis, and these variations, which can be positive or negative, cannot be predicted by Mesabi Trust. It is possible that future negative price adjustments could partially or even completely offset royalties or royalty income that would otherwise be payable to the Trust in any particular quarter, or at year-end, thereby potentially reducing cash available for distribution to the Trust's Unitholders in future quarters.

Effects of Securities Regulation

The Trust is a publicly-traded trust listed on the New York Stock Exchange (NYSE) and is therefore subject to extensive regulation under, among others, the Securities Act of 1933, the Securities Exchange Act of 1934, the Sarbanes-Oxley Act of 2002 (Sarbanes-Oxley) and the rules and regulations of the NYSE. Issuers failing to comply with such authorities risk serious consequences, including criminal as well as civil and administrative penalties. In most instances, these laws, rules and regulations do not specifically address their applicability to publicly-traded trusts such as Mesabi Trust. In particular, Sarbanes-Oxley mandated the adoption by the Securities and Exchange Commission (the SEC) and NYSE of certain rules and regulations that are impossible for the Trust to literally satisfy because of its nature as a pass-through trust. Pursuant to NYSE rules currently in effect, the Trust is exempt from many

of the corporate governance requirements that apply to publicly traded corporations. The Trust does not have, nor does the Agreement of Trust provide for, a board of directors, an audit committee, a corporate governance committee or a compensation committee. The Trustees intend to closely monitor the SEC's and the NYSE's rulemaking activity and will attempt to comply with such rules and regulations where applicable.

In May 2008, the Trust established a website in response to the NYSE's interpretation of Rule 203.01 of the NYSE Listed Company Manual. The Trust's website is located at www.mesabi-trust.com.

Critical Accounting Policies

This Trustees' Discussion and Analysis of Financial Condition and Results of Operations is based upon the Trust's financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States. The preparation of these financial statements requires the Trustees to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosure of contingent assets and liabilities. Critical accounting policies are those that have meaningful impact on the reporting of the Trust's financial condition and results, and that require significant judgment and estimates. During the preparation of financial statements, the Trust makes estimates, assumptions and judgments that affect reported amounts. These estimates, assumptions and judgments include those related to revenue recognition and accrued expenses. The Trust bases its estimates on various assumptions and historical experience, which are believed to be reasonable; however, due to the inherent nature of estimates, actual results may differ significantly due to changed conditions or assumptions. On a regular basis, the Trust reviews the accounting policies, assumptions, estimates and judgments to ensure that the financial statements are fairly presented in accordance with accounting principles generally accepted in the United States. However, because future events and their effects cannot be determined with certainty, actual results could differ from assumptions and estimates, and such differences could be material.

The Trust did not have any changes in critical accounting policies or in significant accounting estimates during the three months ended July 31, 2009. For a complete description of the Trust's significant accounting policies, please see Note 2 to the financial statements included in the Trust's Annual Report on Form 10-K for the year ended January 31, 2009.

Item 3. Quantitative and Qualitative Disclosures About Market Risk.

Not applicable.

Item 4. Controls and Procedures.

Evaluation of Disclosure Controls and Procedures. The Trustees maintain disclosure controls and procedures designed to ensure that information required to be disclosed by the Trust in the reports that it files or submits under the Securities Exchange Act of 1934, as amended, is recorded, processed, summarized and reported within the time periods specified in the rules and regulations of the Securities and Exchange Commission. Disclosure controls and procedures include controls and procedures designed to ensure that information required to be disclosed by the Trust is accumulated and communicated by Northshore, and consultants to the Trustees as appropriate, to allow timely decisions regarding required disclosure.

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As part of their evaluation of the Trust's disclosure controls and procedures, the Trustees rely on quarterly shipment and royalty calculations provided by Northshore. Because Northshore has declined to support this information with a written certification attesting to whether Northshore has established disclosure controls and procedures and internal controls sufficient to enable it to verify that the information furnished to the Trustees is accurate and complete, the Trustees also rely on (a) an annual certification from Northshore and Northshore's parent, Cliffs, certifying as to the accuracy of the royalty

calculations, and (b) the related due diligence review performed by the Trust's external accountants. In addition, the Trust's consultants review the schedule of leasehold royalties payable and shipping and sales reports provided by Northshore against production and shipment reports prepared by the Eveleth Fee Office, Inc., an independent consultant to the Trust (Eveleth Fee Office). The Eveleth Fee Office gathers production and shipping information from Northshore and prepares monthly production and shipment reports for the Trustees. Furthermore, as part of its engagement by the Trust, the Eveleth Fee Office also attends Northshore's calibration and testing of its crude ore scales and boat loader scales which are conducted on a periodic basis.

As of the end of the period covered by this report, the Trustees carried out an evaluation of the Trust's disclosure controls and procedures. The Trustees have concluded that such disclosure controls and procedures are effective.

Changes in Internal Control Over Financial Reporting. To the knowledge of the Trustees, there has been no change in the Trust's internal control over financial reporting that occurred during the Trust's last fiscal quarter that has materially affected, or is reasonably likely to materially affect, the Trust's internal control over financial reporting. The Trustees note for purposes of clarification that they have no authority over, and make no statement concerning, the internal control over financial reporting of Northshore or Cliffs.

PART II - OTHER INFORMATION

Item 1A. Risk Factors

There have been no material changes in the Trust's risk factors as described in Part I Item 1A, "Risk Factors" in the Trust's Annual Report on Form 10-K for the year ended January 31, 2009, as updated by Part II Item 1A of Mesabi Trust's Quarterly Report on Form 10-Q for the quarter ended April 30, 2009.

Item 6. Exhibits.

31 Certification of Corporate Trustee of Mesabi Trust pursuant to Rule 13a-14 of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

32 Certification of Corporate Trustee of Mesabi Trust pursuant to 18 U.S.C. Section 1350, as adopted, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

99.1 Report of Wipfli LLP, dated August 26, 2009 regarding its review of the unaudited interim financial statements of Mesabi Trust as of and for the three and six months ended July 31, 2009.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

MESABI TRUST
(Registrant)

By: DEUTSCHE BANK TRUST COMPANY AMERICAS
Corporate Trustee
Principal Administrative Officer and duly authorized signatory:*

By: DEUTSCHE BANK NATIONAL TRUST COMPANY

September 4, 2009

By: /s/ Kenneth R. Ring
Name: Kenneth R. Ring
Title: Vice President

* There are no principal executive officers or principal financial officers of the registrant.