

TEXAS PACIFIC LAND TRUST  
Form 10-Q  
May 04, 2007

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

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## FORM 10-Q

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(Mark One)

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

For the quarterly period ended March 31, 2007

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: 1-737

### Texas Pacific Land Trust

(Exact Name of Registrant as Specified in Its Charter)

**NOT APPLICABLE**

(State or Other Jurisdiction of Incorporation  
or Organization)

**75-0279735**

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

**1700 Pacific Avenue, Suite 1670, Dallas, Texas**

(Address of Principal Executive Offices)

**75201**

(Zip Code)

**(214) 969-5530**

(Registrant's Telephone Number, Including Area Code)

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(Former Name, Former Address and Former Fiscal Year, if Changed Since Last Report)

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 ☐

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of accelerated filer and large accelerated filer in Rule 12b-2 of the Exchange Act. (Check one):

Large Accelerated Filer ☐ Accelerated Filer ☒ Non-Accelerated Filer ☐

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

### Cautionary Statement Regarding Forward-Looking Statements

*Statements in this Quarterly Report on Form 10-Q that are not purely historical are forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934, including statements regarding management's expectations, hopes, intentions or strategies regarding the future. Forward-looking statements include statements regarding the Trust's future operations and prospects, the markets for real estate in the areas in which the Trust owns real estate, applicable zoning regulations, the markets for oil and gas, production limits on prorated oil and gas wells authorized by the Railroad Commission of Texas, expected competition, management's intent, beliefs or current expectations with respect to the Trust's future financial performance and other matters. All forward-looking statements in this Report are based on information available to us as of the date this Report is filed with the Securities and Exchange Commission, and we assume no responsibility to update any such forward-looking statements, except as required by law. All forward-looking statements are subject to a number of risks, uncertainties and other factors that could cause our actual results, performance, prospects or opportunities to differ materially from those expressed in, or implied by, these forward-looking statements. These risks, uncertainties and other factors include, but are not limited to, the factors discussed in Item 1A Risk Factors of Part I of our Annual Report to the Securities and Exchange Commission on Form 10-K for the year ended December 31, 2006, and in Part I, Item 2 Management's Discussion and Analysis of Financial Condition and Results of Operations and Part II, Item 1A Risk Factors of this Quarterly Report on Form 10-Q.*

## PART I. FINANCIAL INFORMATION

### Item 1. Financial Statements

#### TEXAS PACIFIC LAND TRUST

#### BALANCE SHEETS

	March 31, 2007	December 31, 2006
ASSETS	(Unaudited)	
Cash and cash equivalents	\$ 8,006,430	\$ 8,524,177
Accrued receivables	1,460,856	1,154,605
Other assets	64,518	92,169
Notes receivable for land sales	20,610,798	20,802,132
	112,718	117,458

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	March 31, 2007	December 31, 2006
<b>ASSETS</b>		
Water wells, leasehold improvements, furniture and equipment - at cost less accumulated depreciation		
Real estate acquired:		
(10,565 acres at March 31, 2007 and December 31, 2006)	1,777,007	1,777,007
Real estate and royalty interests assigned through the 1888 Declaration of Trust, no value assigned:		
Land (surface rights) situated in twenty counties in Texas - 955,827 acres in 2007 and 2006		
Town lots in Iatan, Loraine and Morita - 628 lots in 2007 and 2006		
1/16 nonparticipating perpetual royalty interest in 386,988 acres in 2007 and 2006		
1/128 nonparticipating perpetual royalty interest in 85,414 acres in 2007 and 2006		
	<u>\$ 32,032,327</u>	<u>\$ 32,467,548</u>
<b>LIABILITIES AND CAPITAL</b>		
Accounts payable and accrued liabilities	\$ 731,882	\$ 653,733
Federal income taxes payable	678,586	213,780
Other taxes payable	96,300	57,800
Unearned revenues	447,898	415,060
Deferred taxes	6,347,113	6,408,682
Pension plan liability	300,565	279,091
	<u>8,602,344</u>	<u>8,028,146</u>
Total liabilities		
Capital:		
Certificates of Proprietary Interest, par value \$100 each; outstanding 0 certificates		
Sub-share Certificates in Certificates of Proprietary Interest, par value \$.16 2/3 each; outstanding: 2,118,775 Sub-shares in 2007 and 2,122,575 Sub-shares in 2006		
Other comprehensive income	(331,669)	(336,788)
Net proceeds from all sources	23,761,652	24,776,190
	<u>23,429,983</u>	<u>24,439,402</u>
Total capital		
	<u>\$ 32,032,327</u>	<u>\$ 32,467,548</u>

See accompanying notes to financial statements.

TEXAS PACIFIC LAND TRUST

STATEMENTS OF INCOME

(Unaudited)

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	<b>Three Months Ended March 31,</b>	
	<b>2007</b>	<b>2006</b>
Income:		
Rentals, royalties and sundry income	\$ 2,484,267	\$ 3,051,927
Interest income from notes receivable	370,799	341,837
	<u>2,855,066</u>	<u>3,393,764</u>
Expenses:		
Taxes, other than Federal income taxes	154,444	195,363
General and administrative expenses	592,630	488,401
	<u>747,074</u>	<u>683,764</u>
Operating income	2,107,992	2,710,000
Interest income earned from investments	109,170	105,004
	<u>2,217,162</u>	<u>2,815,004</u>
Income before Federal income taxes	2,217,162	2,815,004
Federal income taxes	646,549	862,385
	<u>1,570,613</u>	<u>1,952,619</u>
Net income	\$ 1,570,613	\$ 1,952,619
Average number of sub-share certificates and equivalent sub-share certificates outstanding	2,121,508	2,156,242
Basic and dilutive earnings per sub-share certificate	\$ .74	\$ .91
Cash dividends per sub-share certificate	\$ .80	\$ .65

See accompanying notes to financial statements.

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**TEXAS PACIFIC LAND TRUST**

**STATEMENTS OF CASH FLOWS**

**(Unaudited)**

**Three Months Ended  
March 31,**

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	Three Months Ended March 31,	
	2007	2006
Cash flows from operating activities:		
Net income	\$ 1,570,613	\$ 1,952,619
Adjustments to reconcile net income to net cash provided by operating activities:		
Deferred taxes	(61,569)	(191,706)
Depreciation and amortization	8,700	7,200
Changes in operating assets and liabilities:		
Accrued receivables and other assets	(278,600)	(127,924)
Notes receivable for land sales	191,334	597,269
Accounts payable, accrued expenses and other liabilities	176,080	37,949
Federal income taxes payable	464,806	1,054,093
Net cash provided by operating activities	2,071,364	3,329,500
Cash flows from investing activities:		
Purchase of fixed assets	(3,960)	(38,371)
Net cash used in investing activities	(3,960)	(38,371)
Cash flows from financing activities:		
Purchase of Sub-share Certificates in Certificates of Proprietary Interest	(888,371)	(771,220)
Dividends paid	(1,696,780)	(1,400,994)
Net cash used in financing activities	(2,585,151)	(2,172,214)
Net increase (decrease) in cash and cash equivalents	(517,747)	1,118,915
Cash and cash equivalents at beginning of period	8,524,177	9,626,984
Cash and cash equivalents at end of period	\$ 8,006,430	\$ 10,745,899

See accompanying notes to financial statements.

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March 31, 2007

- (1) In the opinion of management, the accompanying unaudited financial statements contain all adjustments (consisting of only normal recurring accruals) necessary to present fairly the financial position of Texas Pacific Land Trust (the "Trust") as of March 31, 2007 and the results of its operations for the three month periods ended March 31, 2007 and 2006, respectively, and its cash flows for the three month periods ended March 31, 2007 and 2006, respectively. The financial statements and footnotes included herein should be read in conjunction with the Trust's annual financial statements as of December 31, 2006 and 2005 and for each of the years in the three year period ended December 31, 2006 included in the Trust's Annual Report on Form 10-K for the year ended December 31, 2006.
- (2) No value has been assigned to the land held by the Trust other than parcels which have been acquired through foreclosure and a limited number of parcels which have been acquired because they were offered for sale and were contiguous to parcels already owned by the Trust. Consequently, no allowance for depletion is computed, and no charge to income is made, with respect thereto, and no cost is deducted from the proceeds of the land sales in computing gain or loss thereon.
- (3) The Sub-shares and the Certificates of Proprietary Interest are freely interchangeable in the ratio of one Certificate of Proprietary Interest for 600 Sub-shares or 600 Sub-shares for one Certificate of Proprietary Interest.
- (4) The Trust's effective Federal income tax rate is less than the 34% statutory rate because taxable income is reduced by statutory percentage depletion allowed on mineral royalty income.
- (5) The results of operations for the three month period ended March 31, 2007 are not necessarily indicative of the results to be expected for the full year.
- (6) The Trust invests cash in excess of daily requirements primarily in overnight investments in loan participation instruments with maturities of ninety days or less. Such investments are deemed to be highly liquid debt instruments and classified as cash equivalents for purposes of the statements of cash flows.

Supplemental cash flow information for the three month periods ended March 31, 2007 and 2006 is summarized as follows:

	<u>2007</u>	<u>2006</u>
Federal income taxes paid	\$ 246,068	\$
(7) SFAS No. 131, <i>Disclosures about Segments of an Enterprise and Related Information</i> establishes standards for the way public business enterprises are to report information about operating segments. SFAS No. 131 utilizes the management approach as a basis for identifying reportable segments. The management approach is based on the way that management organizes the segments within the enterprise for making operating decisions and assessing performance. The Trust's management views its operations as one segment and believes the only significant activity is managing the land which was conveyed to the Trust in 1888. The Trust's management makes decisions about resource allocation and performance assessment based on the same financial information presented in these financial statements. Managing the land includes sales and leases of such land, and the retention of oil and gas royalties.		

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## Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

*The following discussion and analysis should be read together with (i) the factors discussed in Item 1A "Risk Factors" of Part I of our Annual Report to the Securities and Exchange Commission on Form 10-K for the year ended December 31, 2006, (ii) the factors discussed in Part II, Item 1A "Risk Factors," if any, of this Quarterly Report on Form 10-Q and (iii) the Financial Statements, including the Notes thereto, and the other financial information appearing elsewhere in this Report. Period-to-period comparisons of financial data are not necessarily indicative, and therefore should not be relied upon as indicators, of the Trust's future performance. Words or phrases such as "does not believe" and "believes", or similar expressions, when used in this Form 10-Q or other filings with the Securities and Exchange Commission, are intended to identify "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995.*

### Results of Operations for the Quarter Ended March 31, 2007 Compared to the Quarter Ended March 31, 2006

Earnings per sub-share were \$.74 for the first quarter of 2007 compared to \$.91 for the first quarter of 2006. Total operating and investing revenues for the first quarter of 2007 were \$2,964,236 compared to \$3,498,768 for the first quarter of 2006, a decrease of 15.3%. This decrease in revenue and earnings was due primarily to decreases in gas royalty revenue and easement and sundry income which were only partially offset by increases in oil royalty revenue and interest income.

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The Trust did not sell any land during the first quarter of 2007 or the first quarter of 2006.

Rentals, royalties and sundry income were \$2,484,267 during the first quarter of 2007 compared to \$3,051,927 during the first quarter of 2006, a decrease of 18.6%. This decrease resulted primarily from a decrease in gas royalty income and, to a lesser extent, a decrease in easement and sundry income.

Oil and gas royalty revenue was \$2,078,980 for the first quarter of 2007, compared to \$2,512,260 for the first quarter of 2006, a decrease of 17.2%. Oil royalty revenue was \$1,592,169 for the first quarter of 2007, an increase of 10.3% from the first quarter of 2006. Crude oil production subject to the Trust's royalty interest increased 17.2% for the first quarter of 2007 compared to the first quarter of 2006, which more than offset a 5.9% decrease in the average price per royalty barrel of crude oil during the first quarter of 2007 compared to the first quarter of 2006. Gas royalty revenue was \$486,811 for the first quarter of 2007, a decrease of 54.5% from the first quarter of 2006 when gas royalty income was \$1,068,876. This decrease in gas royalty income is attributable to a volume decrease of 41.2% and a price decrease of 22.5%.

Easement and sundry income was \$316,311 for the first quarter of 2007, a decrease of 29.6% compared to the first quarter of 2006. This decrease in easement and sundry income is primarily due to a decrease in seismic revenue. This category of income is unpredictable and may vary significantly from quarter to quarter.

Interest revenue, including interest on investments, was \$479,969 for the first quarter of 2007, an increase of 7.4% over the first quarter of 2006. Interest on notes receivable was \$370,799 for the first quarter of 2007, an increase of 8.5% compared to the first quarter of 2006. As of March 31, 2007, notes receivable for land sales were \$20,610,798 compared to \$18,486,578 at March 31, 2006. Sundry interest was \$109,170 for the first quarter of 2007 compared to \$105,004 for the first quarter of 2006, an increase of 4.0%. Sundry interest is affected by such variables as the availability of cash on hand for investment and the rate of interest on short-term investments.

Taxes, other than Federal income taxes, decreased 20.9% for the first quarter of 2007 compared to the first quarter of 2006. The decrease is primarily due to the decrease in oil and gas production taxes which resulted from the decrease in gas royalty revenue discussed above.

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General and administrative expenses for the first quarter of 2007 were up 21.3% compared to the first quarter of 2006. This increase in expenses was primarily due to an increase in legal expenses and, to a lesser extent, an increase in audit expenses in the first quarter of 2007 compared to the first quarter of 2006.

### **Liquidity and Capital Resources**

The Trust's principal sources of liquidity are revenues from oil and gas royalties, lease rentals and receipts of interest and principal payments on the notes receivable arising from land sales. In the past, those sources have generated more than adequate amounts of cash to meet the Trust's needs and, in the opinion of management, should continue to do so in the foreseeable future.

### **Item 3. Quantitative and Qualitative Disclosures About Market Risk**

There have been no material changes in the information related to market risk of the Trust since December 31, 2006.

### **Item 4. Controls and Procedures**

Pursuant to Rule 13a-15, management of the Trust under the supervision and with the participation of Roy Thomas, the Trust's Chief Executive Officer and David M. Peterson, the Trust's Chief Financial Officer, carried out an evaluation of the effectiveness of the design and operation of the Trust's disclosure controls and procedures as of the end of the Trust's fiscal quarter covered by this Report on Form 10-Q. Based upon that evaluation, Mr. Thomas and Mr. Peterson concluded that the Trust's disclosure controls and procedures are effective in timely alerting them to material information relating to the Trust required to be included in the Trust's periodic SEC filings.

There have been no changes in the Trust's internal control over financial reporting during the Trust's most recently completed fiscal quarter that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

**PART II****OTHER INFORMATION****Item 1A. Risk Factors**

There have been no material changes in the risk factors previously disclosed in response to Item 1A – Risk Factors of Part I of the Trust's Annual Report to the Securities and Exchange Commission on Form 10-K for the year ended December 31, 2006.

**Item 2. Unregistered Sales of Equity Securities and Use of Proceeds**

(c) During the first quarter of 2007, the Trust repurchased Sub-share certificates as follows:

			<b>Maximum</b>
			<b>Number (or</b>
			<b>Approximate Dollar Value)</b>
			<b>of Sub-</b>
			<b>Total</b>
			<b>Number of Sub-shares</b>
			<b>Purchased as Part of</b>
			<b>Publicly Announced</b>
			<b>Plans or Programs</b>
			<b>Programs</b>
<b>Period</b>	<b>Total Number of Sub-shares</b>	<b>Average Price</b>	<b>shares that May Yet Be</b>
	<b>Purchased</b>	<b>Paid per</b>	<b>Purchased Under the Plans</b>
		<b>Sub-share</b>	<b>or</b>
			<b>Programs</b>
January 1, through			
January 31, 2007	800	\$216.16	
February 1, through			
February 28, 2007	800	\$237.06	
March 1, through			
March 31, 2007	2,200	\$239.00	
	<hr/>		
Total	3,800 *	\$233.78	
	<hr/>		

\* The Trust purchased and retired 3,800 Sub-shares in the open market.

**Item 6. Exhibits**

- 31.1 Rule 13a-14(a) Certification of Chief Executive Officer.  
 31.2 Rule 13a-14(a) Certification of Chief Financial Officer.



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- 32.1 Certification of Chief Executive Officer furnished pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.  
32.2 Certification of Chief Financial Officer furnished pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

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### 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.

#### TEXAS PACIFIC LAND TRUST

(Registrant)

(Registrant)

Date: May 4, 2007

By: /s/ Roy Thomas

\_\_\_\_\_  
Roy Thomas, General Agent,

Authorized Signatory and Chief Executive

Officer

Date: May 4, 2007

By: /s/ David M. Peterson

\_\_\_\_\_  
David M. Peterson, Assistant General Agent,

and Chief Financial Officer

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### INDEX TO EXHIBITS

**EXHIBIT**

<b><u>NUMBER</u></b>	<b><u>DESCRIPTION</u></b>
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