

CROSS TIMBERS ROYALTY TRUST

Form 10-Q

August 07, 2015

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**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**Form 10-Q**

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

**For the quarterly period ended June 30, 2015**

**OR**

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

**Commission File Number: 1-10982**

**Cross Timbers Royalty Trust**

**(Exact name of registrant as specified in its charter)**

**Texas**  
**(State or other jurisdiction of**  
**incorporation or organization)**

**75-6415930**  
**(I.R.S. Employer**  
**Identification No.)**

**Southwest Bank**

**Trustee**

**P.O. Box 962020, Fort Worth, Texas**  
**(Address of principal executive offices)**

**76162-2020**  
**(Zip Code)**

**(855) 588-7839**

**(Registrant's telephone number, including area code)**

**NONE**

**(Former name, former address and former fiscal year, if change 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

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

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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 the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act (check one):

Large accelerated filer  Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company

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

Indicate the number of units of beneficial interest outstanding, as of the latest practicable date:

Outstanding as of July 1, 2015

6,000,000

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**CROSS TIMBERS ROYALTY TRUST**

**FORM 10-Q FOR THE QUARTERLY PERIOD ENDED JUNE 30, 2015**

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**CROSS TIMBERS ROYALTY TRUST**

**GLOSSARY OF TERMS**

The following are definitions of significant terms used in this Form 10-Q:

<i>Bbl</i>	Barrel (of oil)
<i>Mcf</i>	Thousand cubic feet (of natural gas)
<i>MMBtu</i>	One million British Thermal Units, a common energy measurement
<i>net proceeds</i>	Gross proceeds received by XTO Energy from sale of production from the underlying properties, less applicable costs, as defined in the net profits interest conveyances.
<i>net profits income</i>	Net proceeds multiplied by the applicable net profits percentage of 75% or 90%, which is paid to the trust by XTO Energy. Net profits income is referred to as royalty income for income tax purposes.
<i>net profits interest</i>	An interest in an oil and gas property measured by net profits from the sale of production, rather than a specific portion of production. The following defined net profits interests were conveyed to the trust from the underlying properties:
	<i>90% net profits interests</i> - interests that entitle the trust to receive 90% of the net proceeds from the underlying properties that are royalty or overriding royalty interests in Texas, Oklahoma and New Mexico.
	<i>75% net profits interests</i> - interests that entitle the trust to receive 75% of the net proceeds from the underlying properties that are working interests in Texas and Oklahoma.
<i>royalty interest (and overriding royalty interest)</i>	A nonoperating interest in an oil and gas property that provides the owner a specified share of production without any production expense or development costs.
<i>underlying properties</i>	XTO Energy's interest in certain oil and gas properties from which the net profits interests were conveyed. The underlying properties include royalty and overriding royalty interests in producing and nonproducing properties in Texas, Oklahoma and New Mexico, and working interests in producing properties located in Texas and Oklahoma.
<i>working interest</i>	An operating interest in an oil and gas property that provides the owner a specified share of production that is subject to all production expense and development costs.

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**CROSS TIMBERS ROYALTY TRUST**

**PART I - FINANCIAL INFORMATION**

*Item 1. Financial Statements.*

The condensed financial statements included herein are presented, without audit, pursuant to the rules and regulations of the Securities and Exchange Commission. Certain information and footnote disclosures normally included in annual financial statements have been condensed or omitted pursuant to such rules and regulations, although the trustee believes that the disclosures are adequate to make the information presented not misleading. These condensed financial statements should be read in conjunction with the financial statements and the notes thereto included in the Trust's latest Annual Report on Form 10-K. In the opinion of the trustee, all adjustments, consisting only of normal recurring adjustments, necessary to present fairly the assets, liabilities and trust corpus of the Cross Timbers Royalty Trust at June 30, 2015, and the distributable income and changes in trust corpus for the three- and six-month periods ended June 30, 2015 and 2014, have been included. Distributable income for such interim periods is not necessarily indicative of distributable income for the full year. The condensed financial statements as of June 30, 2015, and for the three-month and six-month periods ended June 30, 2015 and 2014 have been subjected to a review by PricewaterhouseCoopers LLP, the Trust's independent registered public accounting firm, whose report is included herein.

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**Report of Independent Registered Public Accounting Firm**

To the Unitholders of Cross Timbers Royalty Trust and

Southwest Bank, Trustee:

We have reviewed the accompanying condensed statement of assets, liabilities and trust corpus of Cross Timbers Royalty Trust (the Trust ) as of June 30, 2015, and the related condensed statements of distributable income and changes in trust corpus for the three-month and six-month periods ended June 30, 2015 and 2014. These interim financial statements are the responsibility of the Trustee.

We conducted our review in accordance with the standards of the Public Company Accounting Oversight Board (United States). A review of interim financial information consists principally of applying analytical procedures and making inquiries of persons responsible for financial and accounting matters. It is substantially less in scope than an audit conducted in accordance with the standards of the Public Company Accounting Oversight Board (United States), the objective of which is the expression of an opinion regarding the financial statements taken as a whole. Accordingly, we do not express such an opinion.

As described in Note 1, these financial statements were prepared on the modified cash basis of accounting, which is a comprehensive basis of accounting other than accounting principles generally accepted in the United States of America.

Based on our review, we are not aware of any material modifications that should be made to the accompanying condensed interim financial statements for them to be in conformity with the basis of accounting described in Note 1.

We previously audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the statement of assets, liabilities and trust corpus as of December 31, 2014, and the related statements of distributable income and changes in trust corpus for the year then ended (not presented herein), and in our report dated March 6, 2015, we expressed an unqualified opinion on those financial statements. In our opinion, the information set forth in the accompanying condensed statement of assets, liabilities and trust corpus as of December 31, 2014 is fairly stated in all material respects in relation to the statement of assets, liabilities and trust corpus from which it has been derived.

/s/ PricewaterhouseCoopers LLP  
Dallas, TX  
August 7, 2015

**Table of Contents****CROSS TIMBERS ROYALTY TRUST****Condensed Statements of Assets, Liabilities and Trust Corpus**

	<b>June 30, 2015</b>	<b>December 31, 2014</b>
	(Unaudited)	
<b>ASSETS</b>		
Cash and short-term investments	\$ 605,673	\$ 1,278,294
Interest to be received	5	6
Net profits interests in oil and gas properties - net (Note 1)	10,778,704	10,994,298
	<b>\$ 11,384,382</b>	<b>\$ 12,272,598</b>
<b>LIABILITIES AND TRUST CORPUS</b>		
Distribution payable to unitholders	\$ 480,678	\$ 1,278,300
Expense reserve (a)	125,000	
Trust corpus (6,000,000 units of beneficial interest authorized and outstanding)	10,778,704	10,994,298
	<b>\$ 11,384,382</b>	<b>\$ 12,272,598</b>

(a) Expense reserve allows trustee to maintain an estimated three months of administrative expenses on hand should it be unable to pay them out of the net profits income.

The accompanying notes to condensed financial statements are an integral part of these statements.



Table of Contents**CROSS TIMBERS ROYALTY TRUST****Condensed Statements of Distributable Income** (Unaudited)

	<b>Three Months Ended June 30</b>		<b>Six Months Ended June 30</b>	
	<b>2015</b>	<b>2014</b>	<b>2015</b>	<b>2014</b>
Net profits income	<b>\$ 1,851,313</b>	\$ 3,859,488	<b>\$ 4,675,684</b>	\$ 8,245,633
Interest income	<b>11</b>	65	<b>23</b>	122
Total income	<b>1,851,324</b>	3,859,553	<b>4,675,707</b>	8,245,755
Administration expense	<b>114,696</b>	93,299	<b>373,089</b>	275,541
Distributable income	<b>\$ 1,736,628</b>	\$ 3,766,254	<b>\$ 4,302,618</b>	\$ 7,970,214
Distributable income per unit (6,000,000 units)	<b>\$ 0.289438</b>	\$ 0.627709	<b>\$ 0.717103</b>	\$ 1.328369

The accompanying notes to condensed financial statements are an integral part of these statements.

Table of Contents**CROSS TIMBERS ROYALTY TRUST****Condensed Statements of Changes in Trust Corpus (Unaudited)**

	<b>Three Months Ended June 30</b>		<b>Six Months Ended June 30</b>	
	<b>2015</b>	<b>2014</b>	<b>2015</b>	<b>2014</b>
Trust corpus, beginning of period	<b>\$ 10,867,893</b>	\$ 11,595,798	<b>\$ 10,994,298</b>	\$ 11,791,689
Amortization of net profits interests	<b>(89,189)</b>	(182,521)	<b>(215,594)</b>	(378,412)
Distributable income	<b>1,736,628</b>	3,766,254	<b>4,302,618</b>	7,970,214
Distributions declared	<b>(1,736,628)</b>	(3,766,254)	<b>(4,302,618)</b>	(7,970,214)
Trust corpus, end of period	<b>\$ 10,778,704</b>	\$ 11,413,277	<b>\$ 10,778,704</b>	\$ 11,413,277

The accompanying notes to condensed financial statements are an integral part of these statements.

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**CROSS TIMBERS ROYALTY TRUST**

**Notes to Condensed Financial Statements (Unaudited)**

**1. Basis of Accounting**

The financial statements of Cross Timbers Royalty Trust are prepared on the following basis and are not intended to present financial position and results of operations in conformity with U.S. generally accepted accounting principles ( GAAP ):

Net profits income recorded for a month is the amount computed and paid by XTO Energy Inc., the owner of the underlying properties, to Southwest Bank, as trustee for the Trust. XTO Energy is a wholly owned subsidiary of Exxon Mobil Corporation. Net profits income consists of net proceeds received by XTO Energy from the underlying properties in the prior month, multiplied by net profit percentages of 90% for the 90% net profits interests, and 75% for the 75% net profits interests.

Costs deducted in the calculation of net proceeds for the 90% net profits interests generally include applicable taxes, transportation, marketing and legal costs, and do not include production expense or development costs. For the 75% net profits interests, costs deducted in the calculation of net proceeds include production expense, development costs, applicable taxes, transportation, marketing and legal costs, operating charges and other costs.

Net profits income is computed separately for each of five conveyances under which the net profits interests were conveyed to the Trust. If monthly costs exceed revenues for any conveyance, such excess costs must be recovered, with accrued interest, from future net proceeds of that conveyance and cannot reduce net proceeds from the other conveyances.

Interest income, interest to be received and distribution payable to unitholders include interest to be earned on net profits income from the monthly record date (last business day of the month) through the date of the next distribution to unitholders.

Trust expenses are recorded based on liabilities paid and cash reserves established by the trustee for liabilities and contingencies.

Distributions to unitholders are recorded when declared by the trustee.

The trustee routinely reviews the Trust's net profits interests in oil and gas properties for impairment whenever events or circumstances indicate that the carrying amount of an asset may not be recoverable. If an impairment event occurs and it is determined that the carrying value of the Trust's net profits interests may

not be recoverable, an impairment will be recognized as measured by the amount by which the carrying amount of the net profits interests exceeds the fair value of these assets, which would likely be measured by discounting projected cash flows. There is no impairment of the assets as of June 30, 2015.

The financial statements of the Trust differ from those prepared in conformity with U.S. GAAP because revenues are recognized when received rather than accrued in the month of production, expenses are recognized when paid rather than when incurred, and certain cash reserves may be established by the trustee for contingencies which would not be recorded under U.S. GAAP. This

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comprehensive basis of accounting other than U.S. GAAP corresponds to the accounting permitted for royalty trusts by the U.S. Securities and Exchange Commission, as specified by Staff Accounting Bulletin Topic 12:E, Financial Statements of Royalty Trusts.

Most accounting pronouncements apply to entities whose financial statements are prepared in accordance with U.S. GAAP, directing such entities to accrue or defer revenues and expenses in a period other than when such revenues were received or expenses were paid. Because the Trust's financial statements are prepared on the modified cash basis, as described above, most accounting pronouncements are not applicable to the Trust's financial statements.

The initial carrying value of the net profits interests of \$61,100,449 represents XTO Energy's historical net book value for the interests on February 12, 1991, the creation date of the Trust. Amortization of the net profits interests is calculated on a unit-of-production basis and is charged directly to trust corpus. Accumulated amortization was \$50,321,745 as of June 30, 2015 and \$50,106,151 as of December 31, 2014.

## **2. Income Taxes**

For federal income tax purposes, the Trust constitutes a fixed investment trust that is taxed as a grantor trust. A grantor trust is not subject to tax at the trust level. Accordingly, no provision for income taxes has been made in the financial statements. The unitholders are considered to own the Trust's income and principal as though no trust were in existence. The income of the Trust is deemed to have been received or accrued by each unitholder at the time such income is received or accrued by the Trust and not when distributed by the Trust.

All revenues from the Trust are from sources within Texas, Oklahoma or New Mexico. Because it distributes all of its net income to unitholders, the Trust has not been taxed at the Trust level in New Mexico or Oklahoma. While the Trust has not owed tax, the trustee is required to file a return with Oklahoma reflecting the income and deductions of the Trust attributable to properties located in that state, along with a schedule that includes information regarding distributions to unitholders. Texas does not impose a state income tax, so no part of the Trust's income will be subject to income tax at the trust level in Texas.

Each unitholder should consult his or her own tax advisor regarding income tax requirements, if any, applicable to such person's ownership of trust units.

Unitholders should consult the Trust's latest annual report on Form 10-K for a complete discussion of federal and state tax matters.

## **3. Contingencies**

Several states have enacted legislation requiring state income tax withholding from nonresident recipients of oil and gas proceeds. After consultation with its tax counsel, the trustee believes that it is not required to withhold on payments made to the unitholders. However, regulations are subject to change by the various states, which could change this conclusion. Should amounts be withheld on payments made to the Trust or the unitholders, distributions to the unitholders would be reduced by the required amount, subject to the filing of a claim for refund by the Trust or unitholders for such amount.



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	TX WI	Conveyances (Underlying) OK WI	Total
Cumulative excess costs remaining at 12/31/14	\$ (53,971)	\$	\$ (53,971)
Excess costs for the quarter ended 3/31/15	(410,337)	(43,414)	(453,751)
Excess costs for the quarter ended 6/30/15	(310,588)	(807,158)	(1,117,746)
Cumulative excess costs remaining at 6/30/15	\$ (774,896)	\$ (850,572)	\$ (1,625,468)

XTO Energy advised the trustee that lower oil prices caused costs to exceed revenues by a total of \$310,588 (\$232,941 net to the Trust) on properties underlying the Texas working interest for the quarter ended June 30, 2015. However, these excess costs did not reduce net proceeds from the remaining conveyances. XTO Energy advised the trustee that lower oil prices and increased costs caused costs to exceed revenues by a total of \$410,337 (\$307,753 net to the Trust) on properties underlying the Texas working interest for the quarter ended March 31, 2015. However, these excess costs did not reduce net proceeds from the remaining conveyances.

XTO Energy advised the trustee that lower oil prices, decreased oil production and increased costs caused costs to exceed revenues by a total of \$807,158 (\$605,369 net to the Trust) on properties underlying the Oklahoma working interest for the quarter ended June 30, 2015. However, these excess costs did not reduce net proceeds from the remaining conveyances. Lower oil prices caused costs to exceed revenues by a total of \$43,414 (\$32,560 net to the Trust) on properties underlying the Oklahoma working interest for the quarter ended March 31, 2015. However, these excess costs did not reduce net proceeds from the remaining conveyances.

XTO Energy advised the trustee that a missing payment from a purchaser caused costs to exceed revenues by a total of \$166 (\$125 net to the Trust) on properties underlying the Oklahoma working interest for the quarter ended June 30, 2014. However, these excess costs did not reduce net proceeds from the remaining conveyances. XTO Energy advised the trustee that increased oil production led to the full recovery of excess costs, plus accrued interest, of \$166 (\$125 net to the Trust) for the quarter ended September 30, 2014.

Lower oil prices caused costs to exceed revenues by a total of \$42,061 (\$31,546 net to the Trust) on properties underlying the Texas working interest for the quarter ended March 31, 2014. However, these excess costs did not reduce net proceeds from the remaining conveyances. XTO Energy advised the trustee that higher oil prices and decreased costs led to the full recovery of excess costs, plus accrued interest, of \$42,177 (\$31,633 net to the Trust) for the quarter ended March 31, 2014.

Cumulative excess costs remaining for the Texas and Oklahoma working interest conveyances as of June 30, 2015 totaled \$1,625,468 (\$1,219,101 net to the Trust).

**5. Other Proceeds**

The calculation of net profits income for the quarter ended March 31, 2014 included \$519,071 (\$467,164 net to the Trust), which includes interest of \$210,242 (\$189,218 net to the Trust), related to a one-time purchaser refund for deductions attributable to coal seam gas wells located in the San Juan Basin for the period December 1997 through

May 2006.



**Table of Contents***Item 2. Trustee's Discussion and Analysis.*

The following discussion should be read in conjunction with the trustee's discussion and analysis contained in the Trust's 2014 Annual Report on Form 10-K, as well as the condensed financial statements and notes thereto included in this Quarterly Report on Form 10-Q. The Trust's Annual Report on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and all amendments to those reports are available on the Trust's web site at [www.crt-crosstimbers.com](http://www.crt-crosstimbers.com).

**Distributable Income***Quarter*

For the quarter ended June 30, 2015, net profits income was \$1,851,313 compared to \$3,859,488 for second quarter 2014. This 52% decrease in net profits income is the result of lower oil and gas prices (\$3.3 million) and increased development costs (\$0.2 million), partially offset by excess costs on the Texas and Oklahoma working interest properties in 2015 (\$0.8 million), decreased taxes, transportation and other costs (\$0.5 million) and increased oil production (\$0.4 million). See *Net Profits Income* on the following page.

After considering interest income of \$11 and administration expense of \$114,696, distributable income for the quarter ended June 30, 2015 was \$1,736,628, or \$0.289438 per unit of beneficial interest. Administration expense for the quarter increased \$21,397 from the prior year quarter. Administration expense for second quarter 2015 included \$25,000 which the trustee reserved for administrative expenses. For second quarter 2014, distributable income was \$3,766,254, or \$0.627709 per unit. Distributions to unitholders for the quarter ended June 30, 2015 were:

<b>Record Date</b>	<b>Payment Date</b>	<b>Distribution per Unit</b>
April 30, 2015	May 14, 2015	\$ 0.156955
May 29, 2015	June 12, 2015	0.052370
June 30, 2015	July 14, 2015	0.080113
		\$ 0.289438

*Six Months*

For the six months ended June 30, 2015, net profits income was \$4,675,684 compared to \$8,245,633 for the same 2014 period. This 43% decrease in net profits income is the result of lower oil and gas prices (\$5.0 million), a one-time purchaser refund included in 2014 (\$0.5 million), decreased gas production (\$0.4 million) and increased production expenses (\$0.4 million), partially offset by excess costs on the Texas and Oklahoma working interest properties in 2015 (\$1.2 million), decreased taxes, transportation and other costs (\$0.9 million) and increased oil production (\$0.6 million). See *Net Profits Income* on the following page.

After considering interest income of \$23 and administration expense of \$373,089, distributable income for the six months ended June 30, 2015 was \$4,302,618, or \$0.717103 per unit of beneficial interest. Administration expense for the six months ended June 30, 2015 increased \$97,548 from the prior year six-month period. Administration expense for the six months ended June 30, 2015 included \$125,000 which the trustee reserved for administrative expenses. For the six months ended June 30, 2014, distributable income was \$7,970,214, or \$1.328369 per unit.



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**Net Profits Income**

Net profits income is recorded when received by the Trust, which is the month following receipt by XTO Energy and generally two months after oil production and three months after gas production. Net profits income is generally affected by three major factors:

oil and gas sales volumes,

oil and gas sales prices, and

costs deducted in the calculation of net profits income.

Because properties underlying the 90% net profits interests are royalty and overriding royalty interests, the calculation of net profits income from these interests only includes deductions for production and property taxes, legal costs, and marketing and transportation charges. In addition to these costs, the calculation of net profits income from the 75% net profits interests includes deductions for production expense and development costs since the related underlying properties are working interests.

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The following is a summary of the calculation of net profits income received by the Trust:

	Three Months			Six Months		
	Ended June 30 (a) 2015	2014	Increase (Decrease)	Ended June 30 (a) 2015	2014	Increase (Decrease)
<b>Sales Volumes</b>						
Oil (Bbls) (b)						
Underlying properties	<b>58,247</b>	49,706	17%	<b>118,130</b>	106,247	11%
Average per day	<b>654</b>	558	17%	<b>653</b>	587	11%
Net profits interests	<b>17,469</b>	20,749	(16%)	<b>38,226</b>	44,437	(14%)
Gas (Mcf) (b)						
Underlying properties	<b>343,498</b>	371,333	(7%)	<b>711,729</b>	804,244	(12%)
Average per day	<b>3,817</b>	4,126	(7%)	<b>3,911</b>	4,419	(11%)
Net profits interests	<b>297,916</b>	328,571	(9%)	<b>619,436</b>	735,586	(16%)
<b>Average Sales Prices</b>						
Oil (per Bbl)	<b>\$ 49.36</b>	\$ 94.30	(48%)	<b>\$ 56.17</b>	\$ 92.09	(39%)
Gas (per Mcf)	<b>\$ 3.92</b>	\$ 8.33	(53%)	<b>\$ 4.85</b>	\$ 7.58	(36%)
<b>Revenues</b>						
Oil sales	<b>\$ 2,875,117</b>	\$ 4,687,193	(39%)	<b>\$ 6,635,762</b>	\$ 9,783,856	(32%)
Gas sales	<b>1,347,953</b>	3,093,013	(56%)	<b>3,450,621</b>	6,098,027	(43%)
Total Revenues	<b>4,223,070</b>	7,780,206	(46%)	<b>10,086,383</b>	15,881,883	(36%)
<b>Costs</b>						
Taxes, transportation and other (e)	<b>603,999</b>	1,109,047	(46%)	<b>1,345,562</b>	2,044,162	(34%)
Production expense (c)	<b>1,530,991</b>	1,363,679	&nbsp;			