

MV Oil Trust
Form 10-Q
November 08, 2010

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 for the quarterly period ended September 30, 2010

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: 1-33219

MV OIL TRUST

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

06-6554331

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

**The Bank of New York Mellon Trust Company,
N.A., Trustee
Global Corporate Trust
919 Congress Avenue
Austin, Texas**

(Address of principal executive offices)

78701
(Zip Code)

1-800-852-1422

(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 website, 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.

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 Rule 12b-2 of the Exchange Act). Yes No

As of November 5, 2010, 11,500,000 Units of Beneficial Interest in MV Oil Trust were outstanding.

PART I FINANCIAL INFORMATION

Item 1. Financial Statements.

MV OIL TRUST
CONDENSED STATEMENTS OF DISTRIBUTABLE INCOME
(Unaudited)

| | Three months ended September 30, | | Nine months ended September 30, | |
|---|-------------------------------------|---------------------|------------------------------------|----------------------|
| | 2010 | 2009 | 2010 | 2009 |
| Income from net profits interest and hedge activities | \$ 11,314,690 | \$ 5,476,925 | \$ 25,254,211 | \$ 12,026,897 |
| Net repayments to MV Partners | | | | (250,000) |
| Cash on hand used for (withheld for) Trust expenses | (37,034) | (107,134) | 29,261 | (111,582) |
| General and administrative expenses (includes \$17,548 and \$0 paid to MV Partners during the three months ended September 30, 2010 and 2009, respectively, and \$52,644 and \$33,746 during the nine months ended September 30, 2010 and 2009, respectively) | (180,156) | (67,866) | (615,972) | (563,411) |
| Distributable income | \$ 11,097,500 | \$ 5,301,925 | \$ 24,667,500 | \$ 11,101,904 |
| Distributions per unit (11,500,000 units issued and outstanding) | \$ 0.9650 | \$ 0.4610 | \$ 2.1450 | \$ 0.9654 |

CONDENSED STATEMENTS OF ASSETS AND TRUST CORPUS

| | September 30, 2010 (unaudited) | December 31, 2009 |
|---|-----------------------------------|----------------------|
| ASSETS | | |
| Cash | \$ 37,704 | \$ 66,965 |
| Investment in net profits interest | 50,383,675 | 50,383,675 |
| Accumulated amortization | (13,537,187) | (11,018,255) |
| Total Assets | \$ 36,884,192 | \$ 39,432,385 |
| TRUST CORPUS | | |
| Trust corpus, 11,500,000 Trust units issued and outstanding at September 30, 2010 and December 31, 2009 | \$ 36,884,192 | \$ 39,432,385 |

CONDENSED STATEMENTS OF CHANGES IN TRUST CORPUS
(Unaudited)

| | Three months ended September 30, | | Nine months ended September 30, | |
|---|-------------------------------------|---------------|------------------------------------|---------------|
| | 2010 | 2009 | 2010 | 2009 |
| Trust corpus, beginning of period | \$ 37,693,403 | \$ 41,059,583 | \$ 39,432,385 | \$ 42,794,682 |
| Cash proceeds | 11,314,690 | 5,476,925 | 25,254,211 | 12,026,897 |
| Net repayments to MV Partners | | | | (250,000) |
| Cash distributions | (11,097,500) | (5,301,925) | (24,667,500) | (11,101,904) |
| Trust general and administrative expenses | (180,156) | (67,866) | (615,972) | (563,411) |
| Amortization of net profits interest | (846,245) | (828,660) | (2,518,932) | (2,568,207) |

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| | | | | |
|-----------------------------|---------------|---------------|---------------|---------------|
| Trust corpus, end of period | \$ 36,884,192 | \$ 40,338,057 | \$ 36,884,192 | \$ 40,338,057 |
|-----------------------------|---------------|---------------|---------------|---------------|

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

MV OIL TRUST

NOTES TO CONDENSED FINANCIAL STATEMENTS

(Unaudited)

Note 1 Organization of the Trust

MV Oil Trust (the "Trust") is a statutory trust formed on August 3, 2006, under the Delaware Statutory Trust Act pursuant to a Trust Agreement (the "Trust Agreement") among MV Partners, LLC ("MV Partners"), as trustor, The Bank of New York Mellon Trust Company, N.A., as trustee (the "Trustee"), and Wilmington Trust Company, as Delaware trustee (the "Delaware Trustee").

The Trust was created to acquire and hold a term net profits interest for the benefit of the Trust unitholders pursuant to a conveyance from MV Partners to the Trust. The term net profits interest is an interest in underlying properties consisting of MV Partners' net interests in all of its oil and natural gas properties located in the Mid-Continent region in the states of Kansas and Colorado (the "underlying properties"). These oil and gas properties include approximately 1,000 producing oil and gas wells.

The net profits interest is passive in nature and the Trustee has no management control over and no responsibility relating to the operation of the underlying properties. The net profits interest entitles the Trust to receive 80% of the net proceeds attributable to MV Partners' interest from the sale of production from the underlying properties. The net profits interest will terminate on the later to occur of (1) June 30, 2026 or (2) the time when 14.4 million barrels of oil equivalent (MMBoe) have been produced from the underlying properties and sold (which amount is the equivalent of 11.5 MMBoe with respect to the Trust's 80% net profits interest), and the Trust will soon thereafter wind up its affairs and terminate.

The Trustee can authorize the Trust to borrow money to pay Trust administrative or incidental expenses that exceed cash held by the Trust. The Trustee may authorize the Trust to borrow from the Trustee or the Delaware Trustee as a lender provided the terms of the loan are similar to the terms it would grant to a similarly situated commercial customer with whom it did not have a fiduciary relationship. The Trustee may also deposit funds awaiting distribution in an account with itself and make other short term investments with the funds distributed to the Trust.

Note 2 Basis of Presentation

The accompanying Condensed Statement of Assets and Trust Corpus as of December 31, 2009, which has been derived from audited financial statements, and the unaudited interim condensed financial statements as of September 30, 2010 and for the three and nine month periods ended September 30, 2010 and September 30, 2009, have been prepared pursuant to the rules and regulations of the Securities and Exchange Commission (the "SEC"). Accordingly, certain information and note disclosures normally included in annual financial statements have been condensed or omitted pursuant to those rules and regulations.

The preparation of financial statements requires estimates and assumptions that affect reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period.

MV OIL TRUST

NOTES TO CONDENSED FINANCIAL STATEMENTS (Continued)

(Unaudited)

Note 2 Basis of Presentation (Continued)

Actual results could differ from those estimates. The Trustee believes such information includes all the disclosures necessary to make the information presented not misleading. The information furnished reflects all adjustments that are, in the opinion of the Trustee, necessary for a fair presentation of the results of the interim period presented. The financial information should be read in conjunction with the financial statements and notes thereto included in the Trust's Annual Report on Form 10-K for the year ended December 31, 2009.

Note 3 Trust Accounting Policies

The Trust uses the cash basis of accounting to report Trust receipts of the term net profits interest, receipts under the hedge contracts and payments of expenses incurred. The term net profits interest is revenues (oil, gas and natural gas liquid sales net of any payments made in connection with the settlement of the hedge contracts) less direct operating expenses (lease operating expenses, lease maintenance, lease overhead, and production and property taxes) and an adjustment for lease equipment cost and lease development expenses (which are capitalized in financial statements prepared in accordance with generally accepted accounting principles) of the underlying properties times 80% (term net profits interest percentage). In addition, the Trust will be entitled to receive 80% of all payments received by MV Partners upon settlement of the hedge contracts. Actual cash receipts may vary due to timing delays of actual cash receipts from the property operators or purchasers and due to wellhead and pipeline volume balancing agreements or practices. The actual cash distributions of the Trust will be made based on the terms of the conveyance creating the Trust's net profits interest, which is on a cash basis of accounting. Expenses of the Trust, which include accounting, engineering, legal and other professional fees, trustee fees, an administrative fee paid to MV Partners and out-of-pocket expenses, are recognized when paid. Under accounting principles generally accepted in the United States of America, revenues and expenses would be recognized on an accrual basis. Amortization of the investment in the net profits interest is recorded on a unit-of-production method in the period in which the cash is received with respect to such production. Such amortization does not reduce distributable income, rather it is charged directly to Trust corpus.

This comprehensive basis of accounting other than generally accepted accounting principles corresponds to the accounting permitted for royalty trusts by the SEC as specified by Staff Accounting Bulletin Topic 12:E, Financial Statements of Royalty Trusts.

Investment in the net profits interest was recorded initially at the historical cost of MV Partners and is periodically assessed to determine whether its aggregate value has been impaired below its total capitalized cost based on the underlying properties. The Trust will provide a write-down to its investment in the net profits interest if and when total capitalized costs, less accumulated amortization, exceed undiscounted future net revenues attributable to the proved oil and gas reserves of the underlying properties.

MV OIL TRUST

NOTES TO CONDENSED FINANCIAL STATEMENTS (Continued)

(Unaudited)

Note 3 Trust Accounting Policies (Continued)

No new accounting pronouncements have been adopted or issued during the quarter ended September 30, 2010 that would impact the financial statements of the Trust.

Note 4 Net Profits Interest

The net profits interest was recorded at the historical cost of MV Partners on January 24, 2007, the date of conveyance, and was calculated as follows:

| | |
|---|---------------|
| Oil and gas properties | \$ 96,210,819 |
| Accumulated depreciation and depletion | (40,468,762) |
| Hedge asset | 7,237,537 |
| Net property value to be conveyed | 62,979,594 |
| Times 80% net profits interest to Trust | \$ 50,383,675 |

Note 5 Income from Net Profits Interest and Hedge Activities

| | Three months ended September 30, | | Nine months ended September 30, | |
|--|-------------------------------------|--------------|------------------------------------|---------------|
| | 2010 | 2009 | 2010 | 2009 |
| Excess of revenues over direct operating expenses and lease equipment and development costs(1) | \$ 14,143,363 | \$ 4,502,154 | \$ 31,549,582 | \$ 15,454,159 |
| Amounts received to settle hedges | | 2,344,003 | 18,183 | 5,690,937 |
| Total of cash receipts over cash disbursements | 14,143,363 | 6,846,157 | 31,567,765 | 21,145,096 |
| Times net profits interest over the term of the Trust | 80% | 80% | 80% | 80% |
| Income from net profits interest and hedge activities | 11,314,690 | 5,476,925 | 25,254,211 | 16,916,076 |
| Recovery of deficiency from fourth quarter 2008 | | | | (4,889,179) |
| MV Partners reserve for future capital expenditures(2) | | | | |
| Total cash proceeds received by the Trust(3) | \$ 11,314,690 | \$ 5,476,925 | \$ 25,254,211 | \$ 12,026,897 |

(1) Per terms of the net profits interest, lease equipment and development costs are to be deducted when calculating the distributable income to the Trust.

(2) Per terms of the net profits interest, MV Partners can reserve up to \$1.0 million for future capital expenditures at any time. MV Partners did not withhold any dollar amounts during the nine months ended September 30, 2010 or September 30, 2009. The reserve balance was \$0.75 million at each of September 30, 2010 and September 30, 2009.

(3) The cash proceeds received by the Trust are based upon the cash receipts from MV Partners for the oil and gas production. The revenues from oil production are typically received by MV Partners one month after

MV OIL TRUST

NOTES TO CONDENSED FINANCIAL STATEMENTS (Continued)

(Unaudited)

Note 5 Income from Net Profits Interest and Hedge Activities (Continued)

production, thus the cash received by the Trust during the quarter ended September 30, 2010 substantially represents the production by MV Partners from March 2010 through May 2010 and the cash received by the Trust during the quarter ended September 30, 2009 substantially represents the production by MV Partners from March 2009 through May 2009. The cash received by the Trust during the nine months ended September 30, 2010 substantially represents the production by MV Partners from September 2009 through May 2010 and the cash received by the Trust during the nine months ended September 30, 2009 substantially represents the production by MV Partners from September 2008 through May 2009.

Note 6 Income Taxes

The Trust is a Delaware statutory trust and is not required to pay federal or state income taxes. Accordingly, no provision for federal or state income taxes has been made.

Note 7 Distributions to Unitholders

MV Partners makes quarterly payments of the net profits interest to the Trust. The Trustee determines for each quarter the amount available for distribution to the Trust unitholders. This distribution is expected to be made on or before the 25th day of the month following the end of each quarter to the Trust unitholders of record on the 15th day of the month following the end of each quarter (or the next succeeding business day). Such amounts will be equal to the excess, if any, of the cash received by the Trust during the preceding quarter, over the expenses of the Trust paid during such quarter, subject to adjustments for changes made by the Trustee during such quarter in any cash reserves established for future expenses of the Trust.

As publicly reported, on July 22, 2008, SemCrude, L.P. ("SemCrude") and certain of its affiliates, including Eaglwing, L.P. ("Eaglwing"), filed voluntarily petitions for reorganization under Chapter 11 of the United States Bankruptcy Code. SemCrude was a counterparty to some of MV Partners' fixed price swap contracts during 2008. Eaglwing purchased substantially all of the crude oil production of the underlying properties for the month of June 2008 and for the first 18 days of July 2008, after which date further sales to Eaglwing were terminated. Payment for approximately \$9.5 million of the sales made to Eaglwing in June was due by July 20, 2008, and payment for approximately \$5.9 million of the sales made to Eaglwing in July was due by August 20, 2008. The specified dollar amounts are associated with all production from the underlying properties, and not just the 80% portion attributable to the net profits interest held by the Trust.

On October 26, 2009, a bankruptcy judge confirmed the SemGroup Fourth Amended Plan of Reorganization (the "Plan"). Under the Plan, producers are to recover a portion of their undisputed allowed claims against SemCrude and certain of its affiliates, including Eaglwing (collectively, the "SemGroup"). The amount recoverable by each producer depends on various factors, including the dates of sale to the SemGroup. Pursuant to the Plan, producers that sold oil and gas to the SemGroup on and between July 2, 2008 and July 22, 2008 (the "July Sales") are to receive 100% of their

MV OIL TRUST

NOTES TO CONDENSED FINANCIAL STATEMENTS (Continued)

(Unaudited)

Note 7 Distributions to Unitholders (Continued)

undisputed allowed claims and producers that sold oil and gas to the SemGroup between June 1, 2008 and July 1, 2008 are to receive a proportionate allocation of the remaining cash for the allowed secured producer claims.

On December 1, 2009, the SemGroup filed with the bankruptcy court a verification that the conditions had been met for the Plan to become effective and that the settlement with producers proposed in the Plan would be funded, and in connection therewith, emerged from bankruptcy. In April 2010, MV Partners received payment of \$5,627,233, representing 100% of its claims for the July Sales. Because MV Partners received this payment in April 2010, such amount was included in the calculation of net proceeds attributable to the net profits interest of the Trust for the second quarter of 2010 and is reflected in the Trust's third quarter of 2010 financial statements.

In September 2010, Vess Oil Corporation ("Vess Oil") and Murfin Drilling Company, Inc. ("Murfin Drilling"), which are the operators of the underlying royalty properties of MV Partners, received funds for the collection of the sale of oil volumes to SemCrude and Eaglwing for the period between June 1, 2008 and July 1, 2008. The collected funds represent the payout on proofs of claims filed by Vess Oil and Murfin Drilling and will be assessed and allocated among the various working interest owners, overriding royalty owners and royalty owners. At this time, the amount allocable to MV Partners cannot be determined. Such allocation, and ultimate distribution to the Trust of its allocable portion, is expected to occur in the fourth quarter of 2010, with the Trust distributing such funds in connection with the quarterly payment for the period ending December 31, 2010. See " Note 9 Subsequent Events."

The first quarterly distribution during 2010 was \$ 0.575 per Trust unit and was made on January 25, 2010 to Trust unitholders owning Trust units as of January 15, 2010. Such distribution included the net proceeds of production collected by MV Partners from October 1, 2009 through December 31, 2009. This distribution also included 80% of all amounts paid to MV Partners from hedge contract counterparties for settlements related to the period from October 1, 2009 to December 31, 2009.

The second quarterly distribution during 2010 was \$0.605 per Trust unit and was made on April 23, 2010 to Trust unitholders owning Trust units as of April 15, 2010. Such distribution included the net proceeds of production collected by MV Partners from January 1, 2010 through March 31, 2010. There were no amounts paid to MV Partners from hedge contract counterparties for settlements related to the period from January 1, 2010 to March 31, 2010.

The third quarterly distribution during 2010 was \$0.965 per Trust unit and was made on July 23, 2010 to Trust unitholders owning Trust units as of July 15, 2010. Such distribution included the net proceeds of production collected by MV Partners from April 1, 2010 through June 30, 2010. This distribution also included 80% of the \$5,627,233 payment received by MV Partners for the July Sales in April 2010 in connection with the SemGroup bankruptcy. There were no amounts paid to MV Partners

MV OIL TRUST

NOTES TO CONDENSED FINANCIAL STATEMENTS (Continued)

(Unaudited)

Note 7 Distributions to Unitholders (Continued)

from hedge contract counterparties for settlements related to the period from April 1, 2010 to June 30, 2010.

The first quarterly distribution during 2009 was \$ 0.08534252 per Trust unit and was made on January 26, 2009 to Trust unitholders owning Trust units as of January 15, 2009. Such distribution included the net proceeds of production collected by MV Partners from October 1, 2008 through December 31, 2008. There were no amounts paid to MV Partners from hedge contract counterparties for settlements related to the period from October 1, 2008 to December 31, 2008. This distribution reflects that there were sufficient net proceeds collected by MV Partners to cover the excess expenses and costs over revenues of an aggregate of \$6,049,283 (with the Trust's 80% portion equal to \$4,839,426) from the underlying properties for the three months ended September 30, 2008, plus interest of \$49,753. As noted above, Eaglwing purchased substantially all of the oil produced from the underlying properties during June 2008 and the first 18 days of July 2008 and subsequently filed bankruptcy. Because of the nonpayment by Eaglwing and decreased sales by MV Partners during July and August 2008, there were not sufficient net proceeds collected by MV Partners from July 1, 2008 through September 30, 2008 for MV Partners to distribute cash to the Trust with respect to the net profits interest relating thereto. As a result, the scheduled quarterly distribution by the Trust in October 2008 was not made and the January 2009 distribution was substantially impacted.

The second quarterly distribution during 2009 was \$0.41900285 per Trust unit and was made on April 27, 2009 to Trust unitholders owning Trust units as of April 15, 2009. Such distribution included the net proceeds of production collected by MV Partners from January 1, 2009 through March 31, 2009. This distribution included 80% of all amounts paid to MV Partners from hedge contract counterparties for settlements related to the period from January 1, 2009 to March 31, 2009.

The third quarterly distribution during 2009 was \$0.46103699 per Trust unit and was made on July 24, 2009 to Trust unitholders owning Trust units as of July 15, 2009. Such distribution included the net proceeds of production collected by MV Partners from April 1, 2009 through June 30, 2009. This distribution also included 80% of all amounts paid to MV Partners from hedge contract counterparties for settlements related to the period from April 1, 2009 to June 30, 2009.

Note 8 Advance for Trust Expenses

Under the terms of the Trust Agreement, the Trustee is allowed to borrow money to pay Trust expenses. During the quarters ended September 30, 2010 and 2009, there were no borrowings or amounts owed for money borrowed in previous quarters. Advances are shown as additions to Trust Corpus and repayments are shown as reductions to Trust Corpus.

MV OIL TRUST

NOTES TO CONDENSED FINANCIAL STATEMENTS (Continued)

(Unaudited)

Note 9 Subsequent Events

The fourth quarterly distribution during 2010 was \$0.61 per Trust unit and was made on October 25, 2010 to Trust unitholders owning Trust units as of October 15, 2010. Such distribution included the net proceeds of production collected by MV Partners from July 1, 2010 through September 30, 2010. There were no amounts paid to MV Partners from hedge contract counterparties for settlements related to the period from July 1, 2010 to September 30, 2010.

As previously reported, the Trust's third quarterly distribution during 2010 included amounts for collections from SemCrude and Eaglwing for the July Sales. As also previously reported, Vess Oil and Murfin Drilling filed proofs of claims in the bankruptcy case on a lease by lease basis on their own behalf and on behalf of various working interest owners (inclusive of MV Partners' interests), overriding royalty owners and royalty owners. Vess Oil and Murfin Drilling received funds in late September 2010 for the collection of the sale of oil volumes to SemCrude and Eaglwing for the period between June 1, 2008 and July 1, 2008. Such funds represent the payout on such claims, less certain charges allowed by the bankruptcy court. Such funds are being assessed and allocated among the various working interest owners, overriding royalty owners and royalty owners. At this time, the amount allocable to MV Partners cannot be determined. Such allocation, and ultimate distribution to the Trust of its allocable portion, is expected to occur in the fourth quarter of 2010, with the Trust distributing such funds in connection with the quarterly payment for the period ending December 31, 2010.

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

The following discussion of the Trust's financial condition and results of operations should be read in conjunction with the financial statements and notes thereto. The Trust's purpose is, in general, to hold the net profits interest and the assigned interest in the hedge contracts, to distribute to the Trust unitholders cash that the Trust receives in respect of the net profits interest and the assigned interest in the hedge contracts and to perform certain administrative functions in respect of the net profits interest and the Trust units. The Trust derives substantially all of its income and cash flows from the net profits interest and the hedge contracts.

Results of Operations for the Quarters Ended September 30, 2010 and 2009

Eaglwing, L.P. ("Eaglwing"), an affiliate of SemCrude, L.P. ("SemCrude," and together with Eaglwing, the "SemGroup"), purchased substantially all of the oil produced from the underlying properties during June 2008 and the first 18 days of July 2008 and filed bankruptcy on July 22, 2008. Beginning July 18, 2008, substantially all of the production from the underlying properties subject to the net profits interest went into on-location storage tanks and a portion of the oil production was shut-in pending resolution of the marketing process for the production. From July 18, 2008 until July 31, 2008, only minor amounts of crude oil production from the underlying properties were sold. As of July 31, 2008, Vess Oil Corporation ("Vess Oil") and Murfin Drilling Company, Inc. ("Murfin Drilling") recommenced general sales of production from the underlying properties, to several purchasers other than Eaglwing, including MV Purchasing, LLC ("MV Purchasing"), under short-term arrangements using market sensitive pricing. MV Purchasing is majority owned by the indirect equity owners of MV Partners. These sales to purchasers are under terms ranging from one month to six months, using market sensitive pricing. Since mid-August 2008, three purchasers, including MV Purchasing, have been purchasing substantially all of the crude oil production, and a substantial portion of the crude oil production may be acquired by one or more single purchasers. For the quarter ended September 30, 2010, MV Purchasing purchased a majority of the production from the underlying properties. Because of the nonpayment by Eaglwing and decreased crude oil sales by MV Partners during July and August 2008, there were not sufficient net proceeds collected by MV Partners from July 1, 2008 through September 30, 2008 for MV Partners to distribute cash to the Trust with respect to the net profits interest relating thereto. See " Other Events."

For the three months ended September 30, 2008, direct operating expenses and lease equipment and development costs from the underlying properties exceeded revenues from the underlying properties by an aggregate of \$6,049,283 (with the Trust's 80% portion equal to \$4,839,426). The deficiency was primarily attributable to the failure of Eaglwing to pay MV Partners the aggregate of approximately \$15.5 million originally owing for Eaglwing's purchase of production during June 2008 and the first 18 days of July 2008 and a related decrease in sales of oil production in July and August 2008. Included in the amounts for the three-month period are payments to settle hedges totaling \$12,758,898 for the three months ended September 30, 2008. No amounts were received to settle hedges for the three months ended September 30, 2008.

The cash received by the Trust from MV Partners during the quarter ended September 30, 2010 substantially represents the production by MV Partners from March 2010 through May 2010. The cash received by the Trust during the quarter ended September 30, 2009 substantially represents the production by MV Partners from March 2009 through May 2009. The revenues from oil production are typically received by MV Partners one month after production. Excess of revenues over direct operating

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expenses and lease equipment and development costs from the underlying properties increased \$9,641,209 to \$14,143,363 for the period from April 1, 2010 through June 30, 2010 from \$4,502,154 for the period from April 1, 2009 through June 30, 2009. There were no payments by MV Partners to settle hedges for the period from April 1, 2010 through June 30, 2010 or for the period from April 1, 2009 through June 30, 2009. In addition, amounts received to settle hedges decreased \$2,344,003 to \$0 for the period from April 1, 2010 through June 30, 2010 from \$2,344,003 for the period from April 1, 2009 through June 30, 2009, which resulted in total cash receipts over cash disbursements of \$14,143,363 and \$6,846,157, respectively, for the two periods. The Trust's income from net profits interest and hedge activities (80%) of these totals were \$11,314,690 and \$5,476,925, respectively, which was decreased by a Trust holdback for future expenses of \$217,190 for the quarter ended September 30, 2010 and repayment of an advance of \$175,000 for the quarter ended September 30, 2009, resulting in distributable income of \$11,097,500 and \$5,301,925 for the quarters ended September 30, 2010 and 2009, respectively. The increase in distributable income in 2010 from 2009 is primarily attributable to higher realized prices for unhedged volumes of oil for the 2010 period as compared to the 2009 period, and from the collection of funds in connection with the SemGroup bankruptcy.

In April 2010, MV Partners received payment of \$5,627,233 in connection with the SemGroup bankruptcy, representing 100% of its claims for oil and gas sold to Eaglwing on and between July 2, 2008 and July 22, 2008 (the "July Sales"). Because MV Partners received this payment in April 2010, such amount is included in the calculation of net proceeds attributable to the net profits interest of the Trust for the second quarter of 2010 and is reflected in the Trust's third quarter of 2010 financial statements.

The Trustee paid general and administrative expenses of \$180,156 and \$67,866 for the quarters ended September 30, 2010 and 2009, respectively. The distributable income for the quarter ended September 30, 2010 was \$11,097,500, an increase of \$5,795,575 from distributable income of \$5,301,925 for the quarter ended September 30, 2009.

The average price received for crude oil sold was \$72.99 per Bbl while the average price received for natural gas sold was \$3.93 per Mcf for the period from April 1, 2010 through June 30, 2010. The average price received for crude oil sold was \$45.59 per Bbl while the average price received for natural gas sold was \$2.22 per Mcf for the period from April 1, 2009 through June 30, 2009.

The overall production sales volumes collected attributable to the 80% net profits interest that is for the oil and gas production collected during the period from April 1, 2010 through June 30, 2010 were 190,324 Bbls of oil, 16,229 Mcf of natural gas and 722 Bbls of natural gas liquids for a total equivalent barrels of oil of 193,498.

The overall production sales volumes collected attributable to the 80% net profits interest that is for the oil and gas production collected during the period from April 1, 2009 through June 30, 2009 were 185,801 Bbls of oil, 17,810 Mcf of natural gas and 1,082 Bbls of natural gas liquids for a total equivalent barrels of oil of 189,473.

As noted above, the amounts included in the accompanying financial statements for the Trust's quarter ended September 30, 2010 reflect cash received by the Trust during such quarter. Such cash is primarily derived from production by MV Partners from March 2010 through May 2010. MV Partners distributed cash to the Trust in October 2010 that will be reflected in the Trust's financial statements for the year ending December 31, 2010. The cash distributed to the Trust in October 2010 was primarily derived from production by MV Partners from June 2010 through August 2010. The

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discussion below relates to cash received by MV Partners during the quarters ended September 30, 2010 and 2009 and distributed to the Trust in October 2010 and 2009, respectively, which will be reflected in the Trust's financial statements for the year ending December 31, 2010.

Excess of revenues over direct operating expenses and lease equipment and development costs from the underlying properties increased \$467,407 to \$9,090,380 for the period from July 1, 2010 through September 30, 2010 from \$8,622,973 for the period from July 1, 2009 through September 30, 2009. Included in these amounts are payments by MV Partners to settle hedges totaling \$1,773,491 for the period from July 1, 2010 through September 30, 2010 and \$486,749 for the period from July 1, 2009 through September 30, 2009. Amounts received to settle hedges decreased \$124,288 to \$0 for the period from July 1, 2010 through September 30, 2010 from \$124,288 for the period from July 1, 2009 through September 30, 2009, which resulted in total cash receipts over cash disbursements of \$9,090,380 and \$8,747,261, respectively, for the two periods. The Trust's income from net profits interest and hedge activities (80%) of these totals were \$7,272,304 and \$6,997,809, respectively, which was decreased by a Trust holdback for future expenses of \$257,304 and \$155,309 for the quarter ended September 30, 2010 and 2009, respectively, resulting in distributable income of \$7,015,000 and \$6,842,500 for the quarters ended September 30, 2010 and 2009, respectively.

The average price received for crude oil sold was \$68.91 per Bbl while the average price received for natural gas sold was \$3.28 per Mcf for the period from July 1, 2010 through September 30, 2010. The average price received for crude oil sold was \$62.23 per Bbl while the average price received for natural gas sold was \$2.30 per Mcf for the period from July 1, 2009 through September 30, 2009.

The overall production sales volumes collected attributable to the 80% net profits interest that is for the oil and gas production collected during the period from July 1, 2010 through September 30, 2010 were 191,514 Bbls of oil, 15,962 Mcf of natural gas and 1,078 Bbls of natural gas liquids for a total equivalent barrels of oil of 194,876.

The overall production sales volumes collected attributable to the 80% net profits interest that is for the oil and gas production collected during the period from July 1, 2009 through September 30, 2009 were 189,438 Bbls of oil, 16,054 Mcf of natural gas and 1,125 Bbls of natural gas liquids for a total equivalent barrels of oil of 192,844.

Results of Operations for the Nine Months Ended September 30, 2010 and 2009

As noted above, the revenues from oil production are typically received by MV Partners one month after production, thus the cash received by the Trust during the nine months ended September 30, 2010 substantially represents the production by MV Partners from September 2009 through May 2010 and the cash received by the Trust during the nine months ended September 30, 2009 substantially represents the production by MV Partners from September 2008 through May 2009. Excess of revenues over direct operating expenses and lease equipment and development costs from the underlying properties increased \$16,095,423 to \$31,549,582 for the period from October 1, 2009 through June 30, 2010 from \$15,454,159 for the period from October 1, 2008 through June 30, 2009. Included in these amounts are payments to settle hedges totaling \$5,592,030 and \$3,429,721, respectively. In addition, amounts received to settle hedges were \$18,183 for the period from October 1, 2009 through June 30, 2010 and \$5,690,937 for the period from October 1, 2008 through June 30, 2009, which resulted in a total cash receipts over cash disbursements of \$31,567,765 and \$21,145,096, respectively. The increase for the period ended June 30, 2010 compared to the period ended June 30, 2009 is

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primarily attributable to higher realized prices for unhedged volumes of oil for the 2010 period compared to the 2009 period. The Trust's income from net profits interest and hedge activities (80%) of these totals were \$25,254,211 and \$16,916,076, respectively, with the 2009 result reduced by a recovery of deficiency from the fourth quarter of 2008 in the amount of \$4,889,179 which included applicable interest of \$49,753, resulting in the income from net profits interest and hedge activities of \$12,026,897 for the nine months ended September 30, 2009.

The Trustee paid general and administrative expenses of \$615,972 and \$563,411 for the nine months ended September 30, 2010 and 2009, respectively. The distributable income for the nine months ended September 30, 2010 was \$24,667,500, an increase of \$13,565,596 from distributable income of \$11,101,904 for the nine months ended September 30, 2009.

The average price received for crude oil sold was \$69.92 per Bbl while the average price received for natural gas sold was \$3.51 per Mcf for the period from October 1, 2009 through June 30, 2010. The average price received for crude oil sold was \$51.33 per Bbl while the average price received for natural gas sold was \$3.70 per Mcf for the period from October 1, 2008 through June 30, 2009.

The overall production sales volumes collected attributable to the 80% net profits interest that is for the oil and gas production collected during the period from October 1, 2009 through June 30, 2010 were 566,373 Bbls of oil, 48,153 Mcf of natural gas and 2,386 Bbls of natural gas liquids for a total equivalent barrels of oil of 575,949.

The overall production sales volumes collected attributable to the 80% net profits interest that is for the oil and gas production collected during the period from October 1, 2008 through June 30, 2009 were 576,081 Bbls of oil, 54,243 Mcf of natural gas and 3,213 Bbls of natural gas liquids for a total equivalent barrels of oil of 587,210.

As noted above, the amounts reflected in the accompanying financial statements for the Trust's nine month period ended September 30, 2010 reflect cash received by the Trust during such nine month period. Such cash is primarily derived from production by MV Partners from September 2009 through May 2010, and from the collection of funds in connection with the SemGroup bankruptcy. MV Partners distributed cash to the Trust in October 2010 that will be reflected in the Trust's financial statements for the year ending December 31, 2010. The cash distributed to the Trust in October 2010 is primarily derived from production of the underlying properties from June 2010 through August 2010. The discussion below relates to cash received by MV Partners during the nine months ended September 30, 2010 and 2009 and distributed to the Trust in April, July and October 2010 and 2009, respectively.

Excess of revenues over direct operating expenses and lease equipment and development costs from the underlying properties increased \$16,057,963 to \$32,171,822 for the nine months ended September 30, 2010 from \$16,113,859 for the nine months ended September 30, 2009. Included in these amounts are payments to settle hedges totaling \$5,950,363 and \$486,749, respectively. In addition, amounts received to settle hedges decreased \$5,815,225 to \$0 for the nine months ended September 30, 2010 from \$5,815,225 for the nine months ended September 30, 2009, which resulted in total cash receipts over cash disbursements of \$32,171,822 and \$21,929,084, respectively. The Trust's income from net profits interest and hedge activities (80%) of these totals were \$25,737,457 and \$17,543,267, respectively, which was decreased by a Trust holdback for future expenses of \$667,458 and \$580,309 for the nine months ended September 30, 2010 and 2009, respectively, resulting in distributable income of \$25,070,000 and \$16,962,958 for the nine months ended September 30, 2010 and 2009, respectively.

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In April 2010, MV Partners received payment of \$5,627,233 in connection with the SemGroup bankruptcy, representing 100% of its claims for the July Sales. Because MV Partners received this payment in April 2010, such amount was included in the calculation of net proceeds attributable to the net profits interest of the Trust for the second quarter of 2010 and is reflected in the Trust's third quarter of 2010 financial statements.

The average price received for crude oil sold was \$70.41 per Bbl while the average price received for natural gas sold was \$3.78 per Mcf for the period from January 1, 2010 through September 30, 2010. The average price received for crude oil sold was \$47.21 per Bbl while the average price received for natural gas sold was \$2.71 per Mcf for the period from January 1, 2009 through September 30, 2009.

The overall production sales volumes collected attributable to the 80% net profits interest that is for the oil and gas production collected during the period from January 1, 2010 through September 30, 2010 were 569,346 Bbls of oil, 47,746 Mcf of natural gas and 2,495 Bbls of natural gas liquids for a total equivalent barrels of oil of 578,925.

The overall production sales volumes collected attributable to the 80% net profits interest that is for the oil and gas production collected during the period from January 1, 2009 through September 30, 2009 were 570,387 Bbls of oil, 52,398 Mcf of natural gas and 3,222 Bbls of natural gas liquids for a total equivalent barrels of oil of 581,214.

Liquidity and Capital Resources

Other than Trust administrative expenses, including any reserves established by the Trustee for future liabilities, the Trust's only use of cash is for distributions to Trust unitholders. Administrative expenses include payments to the Trustee as well as an annual administrative fee to MV Partners pursuant to an administrative services agreement. Each quarter, the Trustee determines the amount of funds available for distribution. Available funds are the excess cash, if any, received by the Trust from the net profits interest, payments from the hedge contracts and other sources (such as interest earned on any amounts reserved by the Trustee) in that quarter, over the Trust's expenses paid for that quarter. Available funds are reduced by any cash the Trustee decides to hold as a reserve against future liabilities; in connection with its periodic internal review processes, the Trustee is considering the establishment of such a reserve for future liabilities. The Trustee may cause the Trust to borrow funds required to pay expenses if the Trustee determines that the cash on hand and the cash to be received are insufficient to cover the Trust's liabilities. If the Trust borrows funds, the Trust unitholders will not receive distributions until the borrowed funds are repaid. The Trust expense holdback in the third quarter of 2008 was not sufficient to pay the third quarter expenses, so the Trust borrowed \$100,000 from MV Partners to pay Trust expenses during the quarter ended September 30, 2008. The Trust borrowed an additional \$150,000 from MV Partners during the quarter ended December 31, 2008. Both of these advances were repaid during the quarter ended March 31, 2009. The Trustee withheld an additional \$250,000 as a reserve against future expenses during the quarter ended March 31, 2009. During the quarter ended September 30, 2010, there were no borrowings; there was also no outstanding amount for any money borrowed in previous quarters.

Income to the Trust from the net profits interest is based on the calculation and definitions of "gross proceeds" and "net proceeds" contained in the conveyance.

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As substantially all of the underlying properties are located in mature fields, MV Partners does not expect future costs for the underlying properties to change significantly as compared to recent historical costs other than changes due to fluctuations in the general cost of oilfield services.

The Trust does not have any transactions, arrangements or other relationships with unconsolidated entities or persons that could materially affect the Trust's liquidity or the availability of capital resources.

As noted above, Eaglwing purchased substantially all of the oil produced from the underlying properties during June 2008 and the first 18 days of July 2008 and subsequently filed bankruptcy. Because of the nonpayment by Eaglwing and decreased sales by MV Partners during July and August 2008, there were not sufficient net proceeds collected by MV Partners from July 1, 2008 through September 30, 2008 for MV Partners to distribute cash to the Trust with respect to the net profits interest relating thereto. As a result, the scheduled quarterly distribution by the Trust in October 2008 was not made and the January 2009 distribution was substantially impacted. There was no impact from such nonpayment by Eaglwing on the April 2009 distribution.

In April 2010, MV Partners received payment of \$5,627,233 in connection with the SemGroup bankruptcy, representing 100% of its claims for the July Sales. Because MV Partners received this payment in April 2010, such amount was included in the calculation of net proceeds attributable to the net profits interest of the Trust for the second quarter of 2010 and is reflected in the Trust's third quarter of 2010 financial statements. See " Other Events."

In September 2010, Vess Oil and Murfin Drilling received funds for the collection of the sale of oil volumes to SemCrude and Eaglwing for the period between June 1, 2008 and July 1, 2008. The collected funds represent the payout on proofs of claims filed by Vess Oil and Murfin Drilling and will be assessed and allocated among the various working interest owners, overriding royalty owners and royalty owners. At this time, the amount allocable to MV Partners cannot be determined. Such allocation, and ultimate distribution to the Trust of its allocable portion, is expected to occur in the fourth quarter of 2010, with the Trust distributing such funds in connection with the quarterly payment for the period ending December 31, 2010. See " Other Events."

Hedge Contracts

The revenues derived from the underlying properties depend substantially on prevailing crude oil and, to a lesser extent, natural gas and natural gas liquid prices. As a result, commodity prices also affect the amount of cash flow available for distribution to the Trust unitholders. Lower prices may also reduce the amount of oil, natural gas and natural gas liquids that MV Partners can economically produce. MV Partners sells the oil, natural gas and natural gas liquid production from the underlying properties under floating market price contracts each month. MV Partners has entered into hedge contracts to reduce the exposure of the revenues from oil production from the underlying properties for 2010 to fluctuations in crude oil prices and to achieve more predictable cash flow. However, these contracts limit the amount of cash available for distribution if prices increase. The terms of the conveyance of the net profits interest prohibit MV Partners from entering into new hedging arrangements for the benefit of the Trust. The Trust does not enter into derivative contracts for trading or speculative purposes. The hedge contracts consist of fixed price swap contracts that have been placed with major trading counterparties who MV Partners believes represent relatively low credit risks. MV Partners cannot provide assurance, however, that any of these trading counterparties will not

become credit risks in the future. For 2010, approximately 70% of the volumes subject to the swap contracts are under swap contracts with Union Bank, N.A.; the remaining volumes are under swap contracts with Bank of America.

The crude oil swap contracts will settle based on the average of the settlement price for each commodity business day in the contract month. In a swap transaction, the counterparty is required to make a payment to MV Partners for the difference between the fixed price and the settlement price if the settlement price is below the fixed price. MV Partners is required to make a payment to the counterparty for the difference between the fixed price and the settlement price if the settlement price is above the fixed price. From October 1, 2010 through December 31, 2010, MV Partners' crude oil price risk management positions in swap contracts are as follows:

| Month | Fixed Price Swaps | |
|---------------|-------------------|--|
| | Volumes (Bbls) | Weighted Average Price (Per Bbl) |
| October 2010 | 53,150 | 65.03 |
| November 2010 | 53,150 | 65.03 |
| December 2010 | 53,150 | 65.03 |

MV Partners has agreed to convey to the Trust 80% of all proceeds that it receives upon settlement of the hedge contracts. There are certain risks associated with this conveyance in the event that MV Partners becomes involved as a debtor in bankruptcy proceedings. See "Risk Factors If the financial position of MV Partners degrades in the future, MV Partners may not be able to satisfy its obligations to the trust" in the Trust's Annual Report on Form 10-K for the year ended December 31, 2009. In addition, the aggregate amounts paid by MV Partners on settlement of the hedge contracts will be deducted from the gross proceeds available for payment to the Trust under the net profits interest. See "Business Computation of Net Proceeds Net Profits Interest" also contained in the Trust's Annual Report on Form 10-K for the year ended December 31, 2009.

Other Events

As publicly reported, on July 22, 2008, SemCrude and certain of its affiliates, including Eaglwing, filed voluntarily petitions for reorganization under Chapter 11 of the United States Bankruptcy Code. Eaglwing purchased substantially all of the crude oil production of the underlying properties for the month of June 2008 and for the first 18 days of July 2008, after which date further sales to Eaglwing were terminated. Payment for approximately \$9.5 million of sales in June to Eaglwing was due by July 20, 2008, and payment for approximately \$5.9 million of sales in July to Eaglwing was due by August 20, 2008. The specified dollar amounts are associated with all production from the underlying properties, and not just the 80% portion attributable to the net profits interest held by the Trust.

On October 26, 2009, a bankruptcy judge confirmed the Plan. Under the Plan, producers are to recover a portion of their undisputed allowed claims against the SemGroup. The amount recoverable by each producer depends on various factors, including the dates of sale to the SemGroup. Pursuant to the Plan, producers are to receive 100% of their undisputed allowed claims for the July Sales and producers that sold oil and gas to the SemGroup between June 1, 2008 and July 1, 2008 are to receive a proportionate allocation of the remaining cash for the allowed secured producer claims.

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On December 1, 2009, the SemGroup filed with the bankruptcy court a verification that the conditions had been met for the Plan to become effective and that the settlement with producers proposed in the Plan would be funded, and in connection therewith, emerged from bankruptcy. In April 2010, MV Partners received payment of \$5,627,233, representing 100% of its claims for the July Sales. Because MV Partners received this payment in April 2010, such amount was included in the calculation of net proceeds attributable to the net profits interest of the Trust for the second quarter of 2010 and is reflected in the Trust's third quarter of 2010 financial statements.

Vess Oil and Murfin Drilling, which are the operators of the underlying royalty properties of MV Partners, also filed proofs of claims in the bankruptcy case on a lease by lease basis on their own behalf and on behalf of various working interest owners (inclusive of MV Partners' interests), overriding royalty owners and royalty owners. Vess Oil and Murfin Drilling received funds in late September 2010 for the collection of the sale of oil volumes to SemCrude and Eaglwing for the period between June 1, 2008 and July 1, 2008. Such funds represent the payout on such claims, less certain charges allowed by the bankruptcy court. Such funds are being assessed and allocated among the various working interest owners, overriding royalty owners and royalty owners. At this time, the amount allocable to MV Partners cannot be determined. Such allocation, and ultimate distribution to the Trust of its allocable portion, is expected to occur in the fourth quarter of 2010, with the Trust distributing such funds in connection with the quarterly payment for the period ending December 31, 2010.

Hedge contracts relating to 30,000 Bbls of oil per month were with SemCrude for each month during 2008. SemCrude owed MV Partners under the hedge contracts for the months of November and December 2008 because the average of the settlement price for each commodity business day in the contract month was below \$60.70 and SemCrude did not pay such amounts due. MV Partners did not pay SemCrude approximately \$480,717 under the terms of the hedge contract with SemCrude for October 2008, and instead filed a claim with SemCrude that netted the amounts due for SemCrude with the amount due by MV Partners, with a net payment due from SemCrude of approximately \$16,000. There can be no assurance that MV Partners will collect any amounts owing from SemCrude under such contracts.

During July 2010, MV Partners informed the Trust that, for the period from inception of the Trust to December 31, 2009, MV Partners had understated in its reports to the Trust in connection with the net profits interest the barrel quantities that have been produced from the underlying properties. Pursuant to MV Partners' recalculation, the underlying properties have produced 7,782 more barrels of oil equivalents (6,226 relating to the Trust's 80% net profits interest) than previously reported to the Trust. This adjustment in the production from the underlying properties does not increase the proceeds distributable to the Trust because the actual amount of cash collected formed the basis for paying the net profits interest; MV Partners has informed the Trust that, for timing reasons, many of the prior reportings utilized estimates of actual quantities of oil equivalents.

Note Regarding Forward-Looking Statements

This Form 10-Q includes "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. All statements other than statements of historical facts included in this Form 10-Q, including without limitation the statements under "Management's Discussion and Analysis of Financial Condition and Results of Operations" are forward-looking statements. Although MV Partners advised the Trust that they believe that the expectations reflected in the forward-looking statements contained herein are

reasonable, no assurance can be given that such expectations will prove to have been correct. Important factors that could cause actual results to differ materially from expectations ("Cautionary Statements") are disclosed in this Form 10-Q and in the Trust's Annual Report on Form 10-K for the year ended December 31, 2009, including under the section "Item 1A. Risk Factors". All subsequent written and oral forward-looking statements attributable to the Trust or persons acting on its behalf are expressly qualified in their entirety by the Cautionary Statements.

Item 3. Quantitative and Qualitative Disclosures About Market Risk.

The only assets of and sources of income to the Trust are cash and the net profits interest, which generally entitle the Trust to receive 80% of the net proceeds from oil and gas production from the underlying properties, and the Trust's interest in the hedge contracts, which generally entitle the Trust to receive 80% of any proceeds received by MV Partners from the settlement of certain hedges in existence on January 24, 2007. Consequently, the Trust is exposed to market risk from fluctuations in oil and gas prices. For more information regarding the hedge contracts, please see "Trustee's Discussion and Analysis of Financial Condition and Results of Operations Hedge Contracts" in this Form 10-Q and "Trustee's Discussion and Analysis of Financial Condition and Results of Operations Hedge Contracts" in the Trust's Annual Report on Form 10-K for the year ended December 31, 2009. Although the Trust may borrow money to pay expenses of the Trust, the amount of any such borrowings is unlikely to be material to the Trust. As a result, the Trust is not subject to any material interest rate market risk.

Item 4. Controls and Procedures.

Evaluation of Disclosure Controls and Procedures. The Trustee maintains 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 promulgated by the SEC. 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 MV Partners to The Bank of New York Mellon Trust Company, N.A., as Trustee of the Trust, and its employees who participate in the preparation of the Trust's periodic reports as appropriate to allow timely decisions regarding required disclosure.

As of the end of the period covered by this report, the Trustee carried out an evaluation of the Trust's disclosure controls and procedures. Mike Ulrich, as Trust Officer of the Trustee, has concluded that the disclosure controls and procedures of the Trust are effective.

Due to the contractual arrangements of (i) the Trust Agreement and (ii) the conveyance of the net profits interest, the Trustee relies on (A) information provided by MV Partners, including historical operating data, plans for future operating and capital expenditures, reserve information and information relating to projected production, and (B) conclusions and reports regarding reserves by the Trust's independent reserve engineers. See "Risk Factors The trust and the public trust unitholders have no voting or managerial rights with respect to MV Partners, the operator of the underlying properties. As a result, public trust unitholders have no ability to influence the operation of the underlying properties" in the Trust's Annual Report on Form 10-K for the year ended December 31, 2009, and "Trustee's Discussion and Analysis of Financial Condition and Results of Operations" in the Trust's Annual Report on Form 10-K for the year ended December 31, 2009, for a description of

certain risks relating to these arrangements and reliance on information when reported by MV Partners to the Trustee and recorded in the Trust's results of operations.

Changes in Internal Control over Financial Reporting. During the quarter ended September 30, 2010, there was no change in the Trust's internal control over financial reporting that has materially affected, or is reasonably likely to materially affect, the Trust's internal control over financial reporting. The Trustee notes for purposes of clarification that it has no authority over, and makes no statement concerning, the internal control over financial reporting of MV Partners.

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

There have not been any material changes from the risk factors previously disclosed in the Trust's response to Item 1A. to Part 1 of its Form 10-K for the year ended December 31, 2009.

Item 6. Exhibits.

(Asterisk indicates exhibit previously filed with the SEC and incorporated herein by reference.)

| Exhibit Number | Description |
|-----------------------|---|
| 3.1* | Certificate of Trust of MV Oil Trust. (Incorporated herein by reference to Exhibit 3.3 to the Registration Statement on Form S-1, filed on August 14, 2006 (Registration No. 333-136609)) |
| 3.2* | Amended and Restated Trust Agreement, dated January 24, 2007, among MV Partners, LLC, The Bank of New York Trust Company, N.A. and Wilmington Trust Company. (Incorporated herein by reference to Exhibit 3.1 to our Current Report on Form 8-K filed on January 25, 2007 (File No. 1-33219)) |
| 10.1* | Conveyance of Net Profits Interest, dated January 24, 2007, from MV Partners, LLC to The Bank of New York Trust Company, N.A. as Trustee of MV Oil Trust. (Incorporated herein by reference to Exhibit 10.1 to our Current Report on Form 8-K filed on January 25, 2007 (File No. 1-33219)) |
| 10.2* | Administrative Services Agreement, dated January 24, 2007, by and between MV Partners, LLC and The Bank of New York Trust Company, N.A. as Trustee of MV Oil Trust. (Incorporated herein by reference to Exhibit 10.2 to our Current Report on Form 8-K filed on January 25, 2007 (File No. 1-33219)) |
| 10.3* | Registration Rights Agreement, dated January 24, 2007, by and between MV Partners, LLC and The Bank of New York Trust Company, N.A. as Trustee of MV Oil Trust. (Incorporated herein by reference to Exhibit 4.1 to our Current Report on Form 8-K filed on January 25, 2007 (File No. 1-33219)) |
| 10.4* | Assignment of Hedge Proceeds, dated January 24, 2007, by and between MV Partners, LLC and The Bank of New York Trust Company, N.A. as Trustee of MV Oil Trust. (Incorporated herein by reference to Exhibit 10.3 to our Current Report on Form 8-K filed on January 25, 2007 (File No. 1-33219)) |
| 31 | Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 |
| 32 | Certification pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 |

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.

MV OIL TRUST

By: The Bank of New York Mellon Trust Company, N.A.,
as Trustee

By: /s/ MIKE ULRICH

Mike Ulrich
Vice President

Date: November 8, 2010

The Registrant, MV Oil Trust, has no principal executive officer, principal financial officer, board of directors or persons performing similar functions. Accordingly, no additional signatures are available and none have been provided. In signing the report above, the Trustee does not imply that it has performed any such function or that such function exists pursuant to the terms of the Trust Agreement under which it serves.

QuickLinks

PART I. FINANCIAL INFORMATION

Item 1. Financial Statements.

MV OIL TRUST CONDENSED STATEMENTS OF DISTRIBUTABLE INCOME (Unaudited)

CONDENSED STATEMENTS OF ASSETS AND TRUST CORPUS

CONDENSED STATEMENTS OF CHANGES IN TRUST CORPUS (Unaudited)

MV OIL TRUST NOTES TO CONDENSED FINANCIAL STATEMENTS (Unaudited)

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

Item 3. Quantitative and Qualitative Disclosures About Market Risk.

Item 4. Controls and Procedures.

PART II. OTHER INFORMATION

Item 1A. Risk Factors.

Item 6. Exhibits.

SIGNATURES