

CROSS TIMBERS ROYALTY TRUST

Form 10-Q

August 04, 2017

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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 June 30, 2017

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

75-6415930

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

(State or other jurisdiction of incorporation or organization)

Southwest Bank
Trustee
P.O. Box 962020, Fort Worth, Texas **76162-2020**
(Address of principal executive offices) **(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

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth 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
Emerging growth company

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If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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 August 1, 2017

6,000,000

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FORM 10-Q FOR THE QUARTERLY PERIOD ENDED JUNE 30, 2017

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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 substantially all 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.

underlying properties

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.

working interest

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 for a fair statement of the assets, liabilities and trust corpus of the Cross Timbers Royalty Trust at June 30, 2017, and the distributable income and changes in trust corpus for the three- and six-month periods ended June 30, 2017 and 2016, 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, 2017, and for the three-month and six-month periods ended June 30, 2017 and 2016 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, 2017, and the related condensed statements of distributable income and changes in trust corpus for the three-month and six-month periods ended June 30, 2017 and 2016. 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 interim 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, 2016, 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 10, 2017, 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, 2016 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 4, 2017

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

	June 30, 2017	December 31, 2016
ASSETS		
Cash and short-term investments	\$ 1,511,375	\$ 1,544,252
Interest to be received	587	182
Net profits interests in oil and gas properties net (Note 1)	9,680,286	9,903,800
	\$ 11,192,248	\$ 11,448,234
LIABILITIES AND TRUST CORPUS		
Distribution payable to unitholders	\$ 511,962	\$ 544,434
Expense reserve (a)	1,000,000	1,000,000
Trust corpus (6,000,000 units of beneficial interest authorized and outstanding)	9,680,286	9,903,800
	\$ 11,192,248	\$ 11,448,234

(a) Expense reserve allows Trustee to pay its obligations should it be unable to pay them out of the net profits income. As of June 30, 2017, the reserve currently established by the Trustee is fully funded at \$1,000,000. 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)

	Three Months Ended		Six Months Ended	
	June 30		June 30	
	2017	2016	2017	2016
Net profits income	\$ 1,633,117	\$ 1,391,073	\$ 3,257,788	\$ 4,097,179
Interest income	1,532	183	2,519	241
Total income	1,634,649	1,391,256	3,260,307	4,097,420
Administration expense	113,097	116,076	355,335	341,258
Cash reserves withheld for Trust expenses		300,000		600,000
Distributable income	\$ 1,521,552	\$ 975,180	\$ 2,904,972	\$ 3,156,162
Distributable income per unit (6,000,000 units)	\$ 0.253592	\$ 0.162530	\$ 0.484162	\$ 0.526027

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)**

	Three Months Ended		Six Months Ended	
	June 30		June 30	
	2017	2016	2017	2016
Trust corpus, beginning of period	\$ 9,786,540	\$ 10,328,091	\$ 9,903,800	\$ 10,542,236
Amortization of net profits interests	(106,254)	(135,605)	(223,514)	(349,750)
Distributable income	1,521,552	975,180	2,904,972	3,156,162
Distributions declared	(1,521,552)	(975,180)	(2,904,972)	(3,156,162)
Trust corpus, end of period	\$ 9,680,286	\$ 10,192,486	\$ 9,680,286	\$ 10,192,486

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 (the 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 (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. In addition to those costs, the 75% net profits interests include deductions for production expense, development 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 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 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.

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Impairment of Net Profits Interest

The Trustee reviews the Trust's net profits interests (NPI) in oil and gas properties for impairment whenever events or circumstances indicate that the carrying value of the NPI may not be recoverable. In general, the Trustee does not view temporarily low prices as an indication of impairment. The markets for crude oil and natural gas have a history of significant price volatility and though prices will occasionally drop significantly, industry prices over the long term will continue to be driven by market supply and demand. If events and circumstances indicated the carrying value may not be recoverable, the Trustee would use the estimated undiscounted future net cash flows from the NPI to evaluate the recoverability of the Trust assets. If the undiscounted future net cash flows from the NPI are less than the NPI carrying value, the Trust would recognize an impairment loss for the difference between the NPI carrying value and the estimated fair value of the NPI. The determination as to whether the NPI is impaired requires a significant amount of judgment by the Trustee and is based on the best information available to the Trustee at the time of the evaluation. There was no impairment of the assets as of June 30, 2017.

Net profits interests in oil and gas properties

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 \$51,420,163 as of June 30, 2017 and \$51,196,649 as of December 31, 2016.

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.

Table of Contents**4. Excess Costs**

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 other conveyances.

The following summarizes excess costs activity and cumulative balances by conveyance:

	TX WI	Underlying OK WI	Total
Cumulative excess costs remaining at 12/31/16	\$ 1,747,819	\$ 655,835	\$ 2,403,654
Net excess costs (recovery) for the quarter ended 3/31/17	45,131	(317,927)	(272,796)
Net excess costs (recovery) for the quarter ended 6/30/17	55,628	(249,993)	(194,365)
Cumulative excess costs remaining at 6/30/17	\$ 1,848,578	\$ 87,915	\$ 1,936,493

	TX WI	NPI OK WI	Total
Cumulative excess costs remaining at 12/31/16	\$ 1,310,865	\$ 491,876	\$ 1,802,741
Net excess costs (recovery) for the quarter ended 3/31/17	33,848	(238,445)	(204,597)
Net excess costs (recovery) for the quarter ended 6/30/17	41,721	(187,495)	(145,774)
Cumulative excess costs remaining at 6/30/17	\$ 1,386,434	\$ 65,936	\$ 1,452,370

Continued lower oil prices in relation to operating expenses and increased development costs resulted in net excess costs on properties underlying the Texas working interests for the quarter ended June 30, 2017.

Improved oil prices resulted in the partial recovery of excess costs on properties underlying the Oklahoma working interests for the quarter ended June 30, 2017.

Underlying cumulative excess costs for the Texas and Oklahoma working interest conveyances remaining as of June 30, 2017 totaled \$1,936,493 (NPI \$1,452,370).

5. XTO Energy Inc.

In computing net proceeds for the 75% net profits interests, XTO Energy deducts an overhead charge as reimbursement for costs associated with monitoring these interests. This charge at June 30, 2017 was \$39,246 per month and is subject to annual adjustment based on an oil and gas industry index.

XTO Energy deducts a monthly overhead charge for reimbursement of administrative expenses as operator of the Hewitt Unit, which is one of the properties underlying the Oklahoma 75% net profits interests. As of June 30, 2017, this charge was approximately \$28,000 per month and is subject to annual adjustment based on an oil and gas industry index. Other than this property, XTO Energy and ExxonMobil do not operate or control any of the underlying properties or related working interests.

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The following discussion should be read in conjunction with the Trustee's discussion and analysis contained in the Trust's 2016 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.

Distributable Income*Quarter*

For the quarter ended June 30, 2017, net profits income was \$1,633,117 compared to \$1,391,073 for second quarter 2016. This 17% increase in net profits income is primarily the result of increased oil and gas prices (\$1.2 million), partially offset by decreased oil and gas production (\$0.4 million), net excess costs activity on the Texas and Oklahoma working interest properties (\$0.2 million), increased development costs (\$0.2 million) and increased taxes, transportation, and other (\$0.2 million). See "Net Profits Income" below.

After considering interest income of \$1,532 and administration expense of \$113,097, distributable income for the quarter ended June 30, 2017 was \$1,521,552, or \$0.253592 per unit of beneficial interest. Administration expense for the quarter decreased \$2,979 from the prior year quarter, primarily related to the timing of receipt and payment of Trust expenses and terms of professional services. Changes in interest income are attributable to fluctuations in net profits income and interest rates. For second quarter 2016, distributable income was \$975,180, or \$0.162530 per unit.

Distributions to unitholders for the quarter ended June 30, 2017 were:

Record Date	Payment Date	Distribution per Unit
April 28, 2017	May 12, 2017	\$ 0.091469
May 31, 2017	June 14, 2017	0.076796
June 30, 2017	July 17, 2017	0.085327
		\$0.253592

Six Months

For the six months ended June 30, 2017, net profits income was \$3,257,788 compared to \$4,097,179 for the same 2016 period. This 20% decrease in net profits income is primarily the result of decreased oil and gas production (\$1.6 million), net excess costs activity on the Texas and Oklahoma working interest properties (\$0.8 million) and increased development costs (\$0.1 million), partially offset by increased oil and gas prices (\$1.5 million) and decreased production expense (\$0.2 million). See "Net Profits Income" below.

After considering interest income of \$2,519 and administration expense of \$355,335, distributable income for the six months ended June 30, 2017 was \$2,904,972 or \$0.484162 per unit of beneficial interest. Administration expense for the six months ended June 30, 2017 increased \$14,077 from the prior year six-month period, primarily related to the timing of receipt and payment of Trust expenses and terms of professional services. Changes in interest income are

attributable to fluctuations in net profits income and interest rates. For the six months ended June 30, 2016, distributable income was \$3,156,162, or \$0.526027 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 primarily royalty and overriding royalty interests, the calculation of net profits income from these interests 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, development costs and overhead 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 Ended			Six Months Ended		
	June 30 (a)		Increase	June 30 (a)		Increase
	2017	2016	(Decrease)	2017	2016	(Decrease)
Sales Volumes						
Oil (Bbls) (b)						
Underlying properties	51,434	57,269	(10%)	104,798	116,135	(10%)
Average per day	578	636	(9%)	579	638	(9%)
Net profits interests	11,997	17,157	(30%)	25,099	33,372	(25%)
Gas (Mcf) (b)						
Underlying properties	381,833	432,502	(12%)	802,267	1,144,289	(30%)
Average per day	4,243	4,753	(11%)	4,408	6,253	(30%)
Net profits interests	335,180	402,610	(17%)	705,090	1,038,416	(32%)
Average Sales Prices						
Oil (per Bbl)	\$47.76	\$32.19	48%			