

EASTERN AMERICAN NATURAL GAS TRUST
Form 10-Q
November 14, 2001

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

FORM 10-Q

(MARK ONE)

QUARTERLY REPORT UNDER SECTION 13 OR 15 (D)
OF THE SECURITIES EXCHANGE ACT OF 1934

FOR THE QUARTERLY PERIOD ENDED SEPTEMBER 30, 2001

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 1-11748

EASTERN AMERICAN NATURAL GAS TRUST
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

36-7034603
(I.R.S. Employer
Identification No.)

BANK OF NEW YORK
CARE OF BNY MIDWEST TRUST COMPANY
2 NORTH LASALLE STREET
CHICAGO, ILLINOIS 60602
(Address of principal executive offices)
(Zip Code)

(312) 827-8553
(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

As of November 9, 2001, 5,900,000 Units of Beneficial Interest in Eastern American Natural Gas Trust were outstanding.

PART I - FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

EASTERN AMERICAN NATURAL GAS TRUST
 STATEMENTS OF DISTRIBUTABLE INCOME
 (UNAUDITED)

| | Nine Months Ended September 30 | | |
|---|-----------------------------------|--------------|------|
| | 2001 | 2000 | |
| Royalty Income | \$ 11,020,013 | \$ 7,883,492 | \$ 2 |
| Operating Expenses: | | | |
| Taxes on production and property | 747,026 | 534,262 | |
| Operating cost charges | 384,831 | 366,504 | |
| Total Operating Expenses | 1,131,857 | 900,766 | |
| Net Proceeds to the Trust | 9,888,156 | 6,982,726 | 2 |
| General and Administrative Expenses | (411,156) | (398,143) | |
| Interest Income | 4,228 | 7,318 | |
| Cash Proceeds on Sale of Net Profits Interests | 0 | 0 | |
| Distributable Income | \$ 9,481,228 | \$ 6,591,901 | \$ 2 |
| Distributable Income Per Unit (5,900,000 units authorized and outstanding) | \$ 1.6070 | \$ 1.1173 | \$ |

THE ACCOMPANYING NOTES ARE AN INTEGRAL PART OF THESE FINANCIAL STATEMENTS.

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| | SEPTEMBER 30, 2001 | DECEMBER 31, 2000 |
|---|----------------------|-------------------|
| | ----- (UNAUDITED) | ----- |
| Assets: | | |
| Cash | \$ 1,276 | \$ 270 |
| Net Proceeds Receivable | 2,547,327 | 3,313,449 |
| Net Profits Interests in Gas Properties | 93,162,180 | 93,162,180 |
| Accumulated Amortization | (48,877,805) | (45,511,230) |
| | ----- | ----- |
| Total Assets | \$ 46,832,978 | \$ 50,964,669 |
| | ===== | ===== |
| Liabilities and Trust Corpus: | | |
| Trust General and Administrative Expenses Payable | \$ 104,469 | \$ 128,885 |
| Distributions Payable | 2,444,134 | 3,184,834 |
| Trust Corpus (5,900,000 Trust Units authorized and outstanding) | 44,284,375 | 47,650,950 |
| | ----- | ----- |
| Total Liabilities and Trust Corpus | \$ 46,832,978 | \$ 50,964,669 |
| | ----- | ----- |

THE ACCOMPANYING NOTES ARE AN INTEGRAL PART OF THESE FINANCIAL STATEMENTS.

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EASTERN AMERICAN NATURAL GAS TRUST
STATEMENT OF CHANGES IN TRUST CORPUS
(UNAUDITED)

| | Nine Months Ended September 30, 2001 | Nine Months Ended September 30, 2000 |
|---|--|--|
| | ----- | ----- |
| Trust Corpus, Beginning of Period | \$ 47,650,950 | \$ 53,087,803 |
| Distributable Income | 9,481,228 | 6,591,901 |
| Distributions Payable to Unitholders | (9,481,228) | (6,591,901) |
| Amortization of Net Profits Interests in Gas Properties | (3,366,575) | (4,108,007) |
| | ----- | ----- |
| Trust Corpus, End of Period | \$ 44,284,375 | \$ 48,979,796 |
| | ----- | ----- |

THE ACCOMPANYING NOTES ARE AN INTEGRAL PART OF THESE FINANCIAL STATEMENTS.

EASTERN AMERICAN NATURAL GAS TRUST

NOTES TO UNAUDITED FINANCIAL STATEMENTS

NOTE 1. Organization of the Trust

The Eastern American Natural Gas Trust (the "Trust") was formed under the Delaware Business Trust Act pursuant to a Trust Agreement (the "Trust Agreement") among Eastern American Energy Corporation ("Eastern American"), as grantor, Bank of Montreal Trust Company, as Trustee ("Trustee"), and Wilmington Trust Company, as Delaware Trustee (the "Delaware Trustee"). The Trust was formed to acquire and hold net profits interests (the "Net Profits Interests") created from the working interests owned by Eastern American in 650 producing gas wells and 65 proved development well locations in West Virginia and Pennsylvania (the "Underlying Properties"). The Net Profits Interests consisted of a royalty interest in 322 wells and a term interest in the remaining wells and locations. Prior to or on May 15, 2013, the Trustee is required to sell the royalty interests and liquidate the Trust.

On March 15, 1993, 5,900,000 Depositary Units were issued in a public offering at an initial public offering price of \$20.50 per Depositary Unit. Each Depositary Unit consists of beneficial ownership of one unit of beneficial interest ("Trust Unit") in the Trust and a \$20 face amount beneficial ownership interest in a \$1,000 face amount zero coupon United States Treasury Obligation ("Treasury Obligation") maturing on May 15, 2013.

Effective May 8, 2000, The Bank of New York acquired the corporate trust business of the Bank of Montreal Trust Company / Harris Trust. Consequently, the Bank of New York serves as Trustee.

The Net Profits Interests are passive in nature, and neither the Trustee nor the Delaware Trustee has management control or authority over, nor any responsibility relating to, the operation of the properties subject to the Net Profits Interests. The Trust Agreement provides, among other things, that the Trust shall not engage in any business or commercial activity or acquire any asset other than the Net Profits Interests initially conveyed to the Trust; the Trustee may establish a reserve for payment of any liability which is contingent, uncertain in amount or that is not currently due and payable; the Trustee is authorized to borrow funds required to pay liabilities of the Trust, provided that such borrowings are repaid in full prior to further distributions to Unitholders; and the Trustee will make quarterly cash distributions to Unitholders from funds of the Trust.

NOTE 2. Basis of Presentation

The information furnished is based upon certain estimates of production for the periods presented and is therefore subject to adjustment in future periods to reflect actual production for the periods presented. The information furnished reflects all adjustments which are, in the opinion of the Trustee, necessary for a fair presentation of the results for the interim periods presented. The

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NOTES TO UNAUDITED FINANCIAL STATEMENTS - (CONTINUED)

accompanying financial statements are unaudited interim financial statements, and should be read in conjunction with the audited financial statements and notes thereto included in the Trust's Annual Report on Form 10-K for the year ended December 31, 2000.

NOTE 3. Trust Accounting Policies

The Trust serves as a pass-through entity, with items of depletion, interest income and expense, and income tax attributes being based upon the status and elections of Unitholders. Thus, the Statements of Distributable Income show Distributable Income, defined as Trust income available for distribution to Unitholders before application of those Unitholders' additional expenses, if any, for depletion, interest expense, and income taxes. The Trust uses the accrual basis to recognize revenue, with Royalty Income recognized as reserves are extracted from properties and sold. Expenses are also presented on an accrual basis. Actual cash receipts will vary from the accrual of revenues due to, among other reasons, the payment provisions of the gas purchase contract between the Trust and Eastern Marketing Corporation (a subsidiary of Eastern American), which requires payment with respect to gas production for a calendar quarter to be made to the Trust on or before the tenth day of the third month following such quarter.

Net Profits Interests in Gas Properties are periodically assessed to determine whether their net capitalized cost is impaired. The Trust will determine if a writedown is necessary to its investment in the Net Profits Interests in gas properties to the extent that total capitalized costs, less accumulated amortization, exceed undiscounted future net revenues attributable to proved gas reserves of the Underlying Properties. The Trust will then provide a writedown to the extent that the net capitalized costs exceed the discounted future net revenues attributable to proved gas reserves of the Underlying Properties. Any such writedown would not reduce distributable income, although it would reduce Trust Corpus.

Amortization of the Net Profits Interests in Gas Properties is calculated on a units-of-production basis, whereby the Trust's cost basis in the properties is divided by total Trust proved reserves to derive an amortization rate per reserve unit. Such amortization does not reduce distributable income, rather it is charged directly to Trust Corpus.

NOTE 4. Income Taxes

The Trust is a grantor trust and is not required to pay federal or state income taxes. Accordingly, no provision for federal or state income taxes has been made. All income is taxed to the Unitholders of the Trust.

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

Cautionary Statement

The Trustee and Eastern American, its officers or its agents on behalf of the Trust may, from time to time, make forward-looking statements (other than statements of historical fact). When used herein, the words "anticipates," "expects," "believes," "intends" or "projects" and similar expressions are intended to identify forward-looking statements. To the extent that any

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forward-looking statements are made, the Trust is unable to predict future changes in gas prices, gas production levels, economic activity, legislation and regulation, and certain changes in expenses of the Trust. In addition, the Trust's future results of operations and other forward looking statements contained in this item and elsewhere in this report involve a number of risks and uncertainties. As a result of variations in such factors, actual results may differ materially from any forward-looking statements. Some of these factors are described below. The Trustee and Eastern American, disclaims any obligations to update forward looking statements and all such forward-looking statements in this document are expressly qualified in their entirety by the cautionary statements in this paragraph and by the statements in the Annual Report on Form 10-K.

General

The Trust does not conduct any operations or activities. The Trust's purpose is, in general, to hold the Net Profits Interests, to distribute the cash proceeds to Unitholders which the Trust receives in respect of the Net Profits Interests (net of Trust expenses), and to perform certain administrative functions in respect of the Net Profits Interests and the Depositary Units. Accordingly, the Trust derives substantially all of its income and cash flows from the Net Profits Interests. The Trust has no source of liquidity or capital resources other than the cash flows from the Net Profits Interests.

The Net Profits Interests were created pursuant to conveyances (the "Conveyances") from Eastern American to the Trust. In connection therewith, Eastern American assigned its rights under a gas purchase contract (the "Gas Purchase Contract") which obligates Eastern Marketing Corporation, a subsidiary of Eastern American, to purchase all of the natural gas produced from the Underlying Properties which is attributable to the Net Profits Interests.

The Conveyances and the Gas Purchase Contract entitle the Trust to receive an amount of cash for each calendar quarter equal to the Net Proceeds for such quarter. "Net Proceeds" for any calendar quarter generally means an amount of cash equal to (a) 90% of a volume of gas equal to (i) the volume of gas produced during such quarter attributable to the Underlying Properties less (ii) a volume of gas equal to "Chargeable Costs" for such quarter, multiplied by (b) the applicable price for such quarter under the Gas Purchase Contract. "Chargeable Costs" is that volume of gas which equates in value, determined by reference to the relevant sales price under the Gas Purchase Contract or the Conveyances, as applicable, to the sum of the "Operating Cost Charge", "Capital Costs" and "Taxes". The "Operating Cost Charge" for 2001 is based on an annual rate of \$513,106, and for 2000 was an annual rate of \$488,672. In subsequent years, the Operating Cost Charge will escalate, based on increases in the index of average weekly earnings of Crude Petroleum and Gas Production Workers

(published by the United States Department of Labor, Bureau of Labor Statistics), but not more than 5% per year. The Operating Cost Charge was not increased as Development Wells were completed but will be reduced for each well that is sold (free of the Net Profits Interests) or plugged and abandoned. "Capital Costs" means Eastern American's working interest share of capital costs for operations on the Underlying Properties, but only for items having a useful life of at least three years, and not including any capital costs incurred in drilling the Development Wells. "Taxes" means ad valorem taxes, production and severance taxes, and other taxes imposed on the Trust's interest in the Underlying Properties, or production therefrom.

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Pursuant to the Gas Purchase Contract, Eastern Marketing is obligated to purchase such gas production at a purchase price per Mcf equal to the Index Price. The Index Price for any quarter is determined solely by reference to the Variable Price component. The Variable Price for any quarter is equal to the Henry Hub Average Spot Price (as defined) per MMBtu plus \$0.30 per MMBtu, multiplied by 110% to effect a fixed adjustment for Btu content. The Henry Hub Average Spot Price is defined as the price per MMBtu determined for any calendar quarter equal to the price obtained with respect to each of the three months in such quarter, in the manner specified below, and then taking the average of the prices determined for each of such three months. The price determined for any month of such quarter is equal to the average of (i) the final settlement price per MMBtu for Henry Hub Gas Futures Contracts (as defined), as reported in THE WALL STREET JOURNAL, for such contracts which expired in each of the five months prior to such month, (ii) the final settlement price per MMBtu for Henry Hub Gas Futures Contracts, as reported in THE WALL STREET JOURNAL, for such contracts which expire during such month and (iii) the closing settlement price per MMBtu of Henry Hub Gas Futures Contracts determined as of the contract settlement date for such month, as reported in THE WALL STREET JOURNAL, for such contracts which expire in each of the six months following such month. A Henry Hub Gas Futures Contracts is defined as a gas futures contract for gas to be delivered to the Henry Hub which is traded on the New York Mercantile Exchange.

Accordingly, the Index Price payable to the Trust for production may be higher or lower based on the fluctuations in natural gas futures prices during the relevant calculation period. The price payable to the Trust will have a direct impact, positively or negatively, on the quarterly distributions payable by the Trust to its unit holders.

Eastern American had a disagreement with the Trust over Eastern American's obligation to drill certain Development Wells that were closely offset by third parties. The Trust agreed that in lieu of drilling these closely offset Development Wells that Eastern American could provide the Trust, on an annual basis commencing on April 1, 1997, and over the remaining life of the Trust, a volume of gas which is equal to the projected volumes of the wells as if they had been drilled. These volumes have been estimated by Ryder Scott Company, independent petroleum engineers. During the quarter ended September 30, 2001, an additional volume of 5,833 Mcf was delivered to the Trust, as compared to 6,625 Mcf for the quarter ended September 30, 2000. These additional volumes fulfill Eastern American's obligation to provide volumes for Development Wells that had been closely offset by third parties.

Eastern American has fulfilled its obligation with respect to the drilling of the Development Wells. Since the inception of the Trust, Eastern has drilled a total of 59 Development Wells, which are online

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and producing. (See the Trust's Form 10-K for the fiscal year ended December 31, 2000 for a more complete description of the Development Wells.) COMPARISON OF RESULTS OF OPERATIONS FOR THREE MONTHS ENDED SEPTEMBER 30, 2001 AND THREE MONTHS ENDED SEPTEMBER 30, 2000

The Trust's distributable income was \$2,444,134 for the three months ended September 30, 2001 as compared to \$2,639,046 for the three months ended September 30, 2000. This decrease was due to a decrease in the price payable to the Trust under the Gas Purchase Contract as discussed below (\$4.514 per Mcf for the three months ended September 30, 2001; \$4.668 per Mcf for the three months ended September 30, 2000). This decrease was also due to a decrease in production of gas attributable to the Net Profits Interests for the three months ended September 30, 2001 (636 Mmcf) as compared to the three months ended

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September 30, 2000 (659 Mmcf). The decline in production is primarily attributable to natural production declines together with the effects of Dominion Transmission, Inc (DTI) revised gas gathering and processing rates as filed with and approved by the Federal Energy Regulatory Commission (FERC Docket No. RP 97-406) effective January 1, 2001. The new rates provide for a percentage of gas to be retained by DTI as shrink for gas moving through their gathering system(s) and for extraction of liquids on gas production required to be processed in order to meet the gas quality requirements of the pipeline transmission companies to which the gas is delivered.

The price payable to the Trust for gas production attributable to the Net Profits Interests was \$4.514 per Mcf for the three months ended September 30, 2001 and \$4.668 per Mcf for the three months ended September 30, 2000. The price per Mcf was lower for the three months ended September 30, 2001 than for the corresponding three month period ended September 30, 2000 due to a decrease in the average spot market price for gas delivered at the Henry Hub near Henry, Louisiana (\$3.804 per Dth for the three months ended September 30, 2001; \$3.944 per Dth for the three months ended September 30, 2000).

COMPARISON OF RESULTS OF OPERATIONS FOR NINE MONTHS ENDED SEPTEMBER 30, 2001 AND NINE MONTHS ENDED SEPTEMBER 30, 2000

The Trust's distributable income was \$9,481,228 for the nine months ended September 30, 2001 as compared to \$6,591,901 for the nine months ended September 30, 2000. This increase was due to an increase in the average price payable to the Trust under the Gas Purchase Contract as discussed below (\$5.901 per Mcf for the nine months ended September 30, 2001; \$3.847 per Mcf for the nine months ended September 30, 2000). This increase was partially offset by a decrease in production of gas attributable to the Net Profits Interests for the nine months ended September 30, 2001 (1,870 Mmcf) as compared to the nine months ended September 30, 2000 (2,053 Mmcf). The decline in production is primarily attributable to natural production declines together with the effects of Dominion Transmission, Inc (DTI) revised gas gathering and processing rates as filed with and approved by the Federal Energy Regulatory Commission (FERC Docket No. RP 97-406) effective January 1, 2001. The new rates provide for a percentage of gas to be retained by DTI as shrink for gas moving through their gathering system(s) and for extraction of liquids on gas production required to be processed in order to meet the gas quality requirements of the pipeline transmission companies to

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which the gas is delivered. Taxes on production and property were \$747,026 for the nine months ended September 30, 2001 as compared to \$534,262 for the nine months ended September 30, 2000.

The increase in taxes was due to an increase in Royalty Income for the nine months ended September 30, 2001 (\$11,020,013) as compared to the nine months ended September 30, 2000 (\$7,883,492).

The average price payable to the Trust for gas production attributable to the Net Profits Interests was \$5.901 per Mcf for the nine months ended September 30, 2001 and \$3.847 per Mcf for the nine months ended September 30, 2000. The average price per Mcf was higher for the nine months ended September 30, 2001 than for the corresponding nine month period ended September 30, 2000 due to an increase in the average spot market price for gas delivered at the Henry Hub near Henry, Louisiana (\$5.064 per Dth for the nine months ended September 30, 2001; \$3.198 per Dth for the nine months ended September 30, 2000).

PART II - OTHER INFORMATION

ITEM 1. Legal Proceedings.

None.

ITEM 2. Changes in Securities.

None.

ITEM 3. Defaults Upon Senior Securities.

None.

ITEM 4. Submission of Matters to a Vote of Security Holders.

None.

ITEM 5. Other Information.

For the calendar quarter ended September 30, 2001, the high and low closing prices of the Treasury Obligations (which have \$1,000 face principal amount), as quoted in the over-the-counter market for United States Treasury obligations, were \$549.30 and \$503.70 respectively. On September 30, 2001 the closing price of the Treasury Obligations, as quoted on such market, was \$545.80.

The Trust provides Unitholders with the option to separate the related Treasury Obligation from the Trust Units. Upon exercising this option, the Trustee transfers such Trust Units from the name of the Depositary to the name of the withdrawing Unitholder. As of September 30, 2001, this option was exercised on 7,900 Trust Units. (See the Trust's 10-K for the fiscal year ended December 31, 2000 for a more complete description of the Withdrawal of Trust Units and Restriction on Transfer.)

ITEM 6. Exhibits and Reports on Form 8-K.

(a) Exhibits

None

(b) Reports on Form 8-K

No reports on Form 8-K were filed during the fiscal quarter ended September 30, 2001.

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.

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EASTERN AMERICAN NATURAL GAS TRUST

By: Bank of New York, Trustee

/s/ ROBERT FOLTZ

Name: Robert Foltz

Title: Agent

Date: November 13, 2001

The Registrant, Eastern American Natural Gas 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.