

SAN JUAN BASIN ROYALTY TRUST

Form 10-Q

November 09, 2016

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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, 2016**

**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 No. 1-8032**

**SAN JUAN BASIN ROYALTY TRUST**

**(Exact name of registrant as specified in the Amended and Restated San Juan Basin Royalty Trust Indenture)**

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

**75-6279898**  
**(I.R.S. Employer**  
**Identification No.)**

**Compass Bank**

**300 W. 7<sup>th</sup> Street, Suite B**

**Fort Worth, Texas 76102**

**(Address of principal executive offices)**

**(Zip Code)**

**(866) 809-4553**

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

**N/A**

**(Former name, former address and former fiscal year, if changed since last report)**

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

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 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, or a non-accelerated filer, or a smaller reporting company. See definitions of large accelerated filer, accelerated filer, and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

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

Smaller reporting company

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

Number of Units of beneficial interest outstanding at November 9, 2016: 46,608,796



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**SIGNATURE**

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## SAN JUAN BASIN ROYALTY TRUST

## PART I

## FINANCIAL INFORMATION

## Item 1. Financial Statements.

## CONDENSED STATEMENTS OF ASSETS, LIABILITIES AND TRUST CORPUS

	September 30, 2016 (Unaudited)	December 31, 2015
<b>ASSETS</b>		
Cash and short-term investments	\$ 2,873,104	\$ 1,819,252
Net overriding royalty interest in producing oil and gas properties (net of accumulated amortization of \$125,131,738 and \$124,551,141 at September 30, 2016 and December 31, 2015, respectively)	8,143,790	8,724,387
	<b>\$ 11,016,894</b>	<b>\$ 10,543,639</b>
<b>LIABILITIES AND TRUST CORPUS</b>		
Distribution payable to Unit Holders	\$ 1,873,104	\$ 1,282,939
Cash reserves	1,000,000	536,313
Trust corpus 46,608,796 Units of beneficial interest authorized and outstanding	8,143,790	8,724,387
	<b>\$ 11,016,894</b>	<b>\$ 10,543,639</b>

## CONDENSED STATEMENTS OF DISTRIBUTABLE INCOME (UNAUDITED)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2016	2015	2016	2015
Royalty income	\$ 4,380,871	\$ 5,414,897	\$ 8,956,081	\$ 15,024,041
Interest income	162,569 <sup>(1)</sup>	614	163,823 <sup>(1)</sup>	81,057 <sup>(2)</sup>
Total revenue	4,543,440	5,415,511	9,119,904	15,105,098
General and administrative expenditures	(499,461)	(401,966)	(2,408,031)	(1,562,453)
Increase in cash reserves	(13,687)		(463,687)	(350,071)
Distributable income	\$ 4,030,292	\$ 5,013,545	\$ 6,248,186	\$ 13,192,574
Distributable income per Unit (46,608,796 Units)	\$ 0.086471	\$ 0.107567	\$ 0.134057	\$ 0.283050

*(1) Includes \$161,794 in interest on the late payment of gross proceeds as a result of the ongoing negotiation of compliance audit issues.*

*(2) Includes \$78,884 in interest on the late payment of gross proceeds as a result of the ongoing negotiation of compliance audit issues.*

*These Condensed Financial Statements should be read in conjunction with the accompanying Notes to Financial Statements included herein.*

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## CONDENSED STATEMENTS OF CHANGES IN TRUST CORPUS (UNAUDITED)

	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2016	2015	2016	2015
Trust corpus, beginning of period	\$ 8,420,606	\$ 9,081,135	\$ 8,724,387	\$ 9,362,757
Amortization of net overriding royalty interest	(276,816)	(189,109)	(580,597)	(470,731)
Distributable income	4,030,292	5,013,545	6,248,186	13,192,574
Distributions declared	(4,030,292)	(5,013,545)	(6,248,186)	(13,192,574)
Trust corpus, end of period	\$ 8,143,790	\$ 8,892,026	\$ 8,143,790	\$ 8,892,026

*These Condensed Financial Statements should be read in conjunction with the accompanying Notes to Financial*

*Statements included herein.*

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NOTES TO CONDENSED FINANCIAL STATEMENTS (UNAUDITED)

**1. Basis of Presentation**

The condensed financial statements included herein have been prepared without audit, pursuant to the rules and regulations of the Securities and Exchange Commission ( SEC ). These condensed financial statements should be read in conjunction with the financial statements and the notes thereto included in San Juan Basin Royalty Trust (the Trust ) Annual Report on Form 10-K for the year ended December 31, 2015. In the opinion of Compass Bank, the trustee of the Trust (the Trustee ), all adjustments, consisting only of normal recurring adjustments, have been included that are necessary to fairly present the assets, liabilities and trust corpus of the Trust at September 30, 2016 and December 31, 2015 and the distributable income and changes in trust corpus for the three-month periods and the nine-month periods ended September 30, 2016 and 2015. The distributable income for such interim periods is not necessarily indicative of the distributable income for the full year.

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

The net proceeds attributable to the 75% net overriding royalty interest (the Royalty ) that burdens certain oil and natural gas interests originally owned by Southland Royalty Company (the Subject Interests ) in properties located in the San Juan Basin of northwestern New Mexico (the Royalty Income ) recorded for a month is the amount computed and paid by Southland s successor, Burlington Resources Oil & Gas Company LP ( Burlington ), which is a wholly-owned subsidiary of ConocoPhillips, to the Trustee for the Trust. Royalty Income consists of the proceeds received by ConocoPhillips from the sale of production less accrued production costs, development and drilling costs, applicable taxes, operating charges, and other costs and deductions, multiplied by 75%. The calculation of net proceeds by ConocoPhillips for any month includes adjustments to proceeds and costs for prior months and impacts the Royalty Income paid to the Trust and the distribution to the holders of units of the Trust ( Unit Holders ) for that month.

Trust expenses recorded are based on liabilities paid and cash reserves established from Royalty Income for liabilities and contingencies.

Distributions to Unit Holders are recorded when declared by the Trustee.

The conveyance which transferred the Royalty to the Trust provides that any excess of production costs applicable to the Subject Interests over gross proceeds from such properties must be recovered from future net proceeds before Royalty Income is again paid to the Trust.

The financial statements of the Trust differ from financial statements prepared in accordance with GAAP because revenues are not accrued in the month of production; certain cash reserves may be established for liabilities and contingencies which would not be accrued in financial statements prepared in accordance with GAAP; expenses are recorded when paid instead of when incurred; and amortization of the Royalty calculated on a unit-of-production basis is charged directly to trust corpus instead of as an expense. Most accounting pronouncements apply to entities whose financial statements are prepared in accordance with 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. This comprehensive basis of accounting 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.

The Trustee routinely reviews its royalty interests in oil and natural gas properties for impairment whenever events or circumstances indicate that the carrying amount of an asset may not be recoverable. If an impairment event occurs and it is determined that the carrying value of the Trust's royalty interests may not be recoverable, an impairment will be recognized as measured by the amount by which the carrying amount of the royalty interests exceeds the fair value of these assets, which would likely be measured by discounting projected cash flows. There was no impairment of the assets as of September 30, 2016.

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### **2. Federal Income Taxes**

For federal income tax purposes, the Trust constitutes a fixed investment trust which is taxed as a grantor trust. A grantor trust is not subject to tax at the trust level. The Unit Holders 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 Unit Holder at the time such income is received or accrued by the Trust rather than when distributed by the Trust.

The Trust is a widely held fixed investment trust ( WHFIT ) classified as a non-mortgage widely held fixed investment trust ( NMWHFIT ) for federal income tax purposes. The Trustee is the representative of the Trust that will provide tax information in accordance with the applicable U.S. Treasury Regulations governing the information reporting requirements of the Trust as a WHFIT and a NMWHFIT.

The Royalty constitutes an economic interest in oil and natural gas properties for federal income tax purposes. Unit Holders must report their share of the production revenues of the Trust as ordinary income from oil and natural gas royalties and are entitled to claim depletion with respect to such income. The Royalty is treated as a single property for depletion purposes. The Trust has on file technical advice memoranda confirming such tax treatment.

Sales of natural gas production from certain coal seam wells drilled prior to January 1, 1993, qualified for federal income tax credits under Section 29 (now Section 45K) of the Internal Revenue Code of 1986, as amended (the Code ), through 2002 but not thereafter. Accordingly, under present law, the Trust's production and sale of natural gas from coal seam wells does not qualify for tax credit under Section 45K of the Code (the Section 45 Tax Credit ). Congress has at various times since 2002 considered energy legislation, including provisions to reinstate the Section 45 Tax Credit in various ways and to various extents, but no legislation that would qualify the Trust's current production for such credit has been enacted. No prediction can be made as to what future tax legislation affecting Section 45K of the Code may be proposed or enacted or, if enacted, its impact, if any, on the Trust and the Unit Holders.

The classification of the Trust's income for purposes of the passive loss rules may be important to a Unit Holder. Royalty income such as that derived through the Trust will generally be treated as portfolio income that may not be offset or reduced by passive losses.

Tax positions taken by the Trust related to the Trust's pass-through status and state tax positions have been reviewed, and the Trustee is of the opinion that material positions taken would more likely than not be sustained by examination. As of September 30, 2016, the Trust's tax years 2013 and thereafter remain subject to examination.

**Each Unit Holder should consult his or her own tax advisor regarding tax compliance matters related to such Unit Holder's interest in the Trust.**

### **3. Commitments and Contingencies**

Contingencies related to the Subject Interests that are unfavorably resolved would generally be reflected by the Trust as reductions to future Royalty Income payments to the Trust with corresponding reductions to cash distributions to Unit holders. See Note 4 Settlements and Litigation for a discussion of the status of pending litigation matters.

### **4. Settlements and Litigation**

On July 31, 2014, the Trustee filed a lawsuit (the 2014 Litigation ) against Burlington in New Mexico State Court. The Trust asserts claims for breach of contract and breach of the implied covenant of good faith and fair dealing, and seeks

a declaratory judgment arising out of a number of unresolved revenue and expense audit exceptions asserted by the Trust's auditors.

The parties participated in a full-day mediation on September 28, 2016. Although the case did not settle, the parties did make significant progress. The parties intend to continue settlement discussions and have agreed to a temporary discovery stand still to avoid continued litigation costs while those discussions take place. As a result, the parties are planning to present a joint motion to the trial court seeking entry of a new pre-trial scheduling order and a continuance of the non-jury trial setting until October 2017. For more information about the 2014 Litigation, see Part I, Item 3. Legal Proceedings of our Annual Report on Form 10-K for the year ended December 31, 2015.

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### **5. Subsequent Events**

On October 13, 2016, Burlington informed the Trust of an overpayment of \$17,418. This adjustment represents the amount of an overpayment by Burlington with respect to the September 2016 period. The amount overpaid was deducted from Royalty Income due to the Trust in October 2016. As the result of an audit exception raised by the Trustee, the October distribution also included a \$759,164 net credit adjustment from Burlington for lease operating expenses and capital costs associated with a unit expansion.

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

#### **Overview**

The Trust is an express trust created under the laws of the state of Texas by the San Juan Basin Royalty Trust Indenture entered into on November 1, 1980 between Southland Royalty Company ( "Southland" ) and The Fort Worth National Bank. Effective as of September 30, 2002, the original indenture was amended and restated and, effective as of December 12, 2007, the restated indenture was amended and restated, which we refer to as the "Indenture". As a result of a series of mergers and other transactions, the current Trustee of the Trust is Compass Bank, which is a wholly-owned subsidiary of Banco Bilbao Vizcaya Argentaria, S.A.

#### **The Conveyance and the Royalty**

Pursuant to the Net Overriding Royalty Conveyance (the "Conveyance" ) effective November 1, 1980, Southland conveyed to the Trust a 75% net overriding royalty interest (the "Royalty" ) that burdens certain of Southland's oil and natural gas interests (the "Subject Interests" ) in properties located in the San Juan Basin of northwestern New Mexico. Subsequent to the Conveyance of the Royalty, through a series of assignments and mergers, Southland's successor became Burlington Resources Oil & Gas Company LP ( "Burlington" ), which is an indirect wholly-owned subsidiary of ConocoPhillips.

The Royalty constitutes the principal asset of the Trust. The beneficial interest in the Royalty is divided into 46,608,796 units (the "Units" ) representing undivided fractional interests in the beneficial interest of the Trust equal to the number of shares of the common stock of Southland outstanding as of the close of business on November 3, 1980. Each stockholder of Southland of record at the close of business on November 3, 1980 received one freely tradable Unit for each share of the common stock of Southland then held. Holders of Units are referred to herein as "Unit Holders".

#### **The Trustee**

The primary function of the Trustee is to collect Royalty Income, to pay all expenses and charges of the Trust and distribute the remaining available income to the Unit Holders. The amount of income distributable to Unit Holders, which we refer to as "Distributable Income", depends on the amount of Royalty Income and interest received by the Trust, as well as the amount of expenses paid by the Trust and any change in cash reserves. The Trust has no employees, officers or directors. All administrative functions of the Trust are performed by the Trustee.

#### **ConocoPhillips**

Affiliates of ConocoPhillips are the principal operators of the majority of the Subject Interests. Burlington also is responsible, subject to the terms of an agreement with the Trust, for marketing the production from such properties, either under existing sales contracts or under future arrangements, at the best prices and on the best terms it shall deem

reasonably obtainable in the circumstances. A very high percentage of the Royalty Income is attributable to the production and sale by Burlington of natural gas from the Subject Interests. Accordingly, the market price for natural gas produced and sold from the San Juan Basin heavily influences the amount of Royalty Income distributed by the Trust and, by extension, the price of the Units.

### **Southwest Bank Proxy Campaign**

In August 2016, Southwest Bank and Robert Lansford, a senior business development officer at Southwest Bank (together, Southwest Bank ), began a campaign to call a special meeting and solicit proxies to remove Compass Bank as trustee of the Trust and to elect Southwest Bank as the successor trustee (the Southwest Bank Campaign ). The Trustee believes that a change in trustee is unnecessary and has opposed the Southwest Bank Campaign.

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Responding to the Southwest Bank Campaign has been, and likely will continue to be, a costly and time-consuming process for the Trust and may result in disruptions in the operations of the Trust, distraction of trust officers and employees, significantly increased Trust expenses (including expenses incurred by Compass Bank in fulfilling its fiduciary duties as trustee of the Trust) and reductions in distributable income. In addition, a change in trustee could result in significant transition expenses and disruptions to Trust operations. Specifically, the Trust's general and administrative expenses have increased during the third quarter of 2016 due to proxy solicitation expenses and legal and other advisor expenses. The Trust will likely incur higher general and administrative expenses for the fourth quarter of 2016 as a result of the Southwest Bank Campaign. In order to conserve Trust funds and to avoid having the Trust bear the costs of Compass Bank's opposition to its removal as trustee, Compass Bank has elected to bear for its own account certain of the fees and expenses of a proxy solicitor. A special meeting of the Unit Holders to vote on Southwest Bank's proposals has been called for November 21, 2016.

**Three and Nine Months Ended September 30, 2016 and 2015****Royalty Income**

Royalty Income consists of monthly net proceeds attributable to the Royalty. Royalty Income for the three and nine months ended September 30, 2016 and 2015 was determined as shown in the following table:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2016	2015	2016	2015
<b>Gross proceeds from the Subject Interests:</b>				
Natural Gas	\$ 12,864,569	\$ 16,946,191	\$ 35,473,374	\$ 58,295,133
Oil	731,851	1,183,252	1,623,450	2,385,664
Other		2,429 <sup>(1)</sup>	(310,241) <sup>(2)</sup>	(601) <sup>(3)</sup>
<b>Total</b>	<b>13,596,420</b>	<b>18,131,872</b>	<b>36,786,583</b>	<b>60,680,196</b>
<b>Production Costs:</b>				
Severance tax - gas	1,326,726	1,718,404	3,704,847	5,907,590
Severance tax - oil	76,635	106,872	165,312	225,537
Lease operating expense and property tax	6,235,693	7,489,995	20,006,039	23,162,431
Capital expenditures	116,205	1,596,738	968,944	11,352,584
<b>Total</b>	<b>7,755,259</b>	<b>10,912,009</b>	<b>24,845,142</b>	<b>40,648,142</b>
Net profits	5,841,161	7,219,863	11,941,441	20,032,054
Net overriding royalty interest	75%	75%	75%	75%
<b>Royalty Income</b>	<b>\$ 4,380,871</b>	<b>\$ 5,414,897</b>	<b>\$ 8,956,081</b>	<b>\$ 15,024,041</b>

(1) Additional revenue received in August as a result of the settlement of a gas imbalance.

(2)

*Burlington's revenue adjustment in May of \$310,241 for gas revenue reporting for production periods December 2014 - January 2016, offset by \$810 additional revenue received in January from the August 2015 settlement of a gas imbalance.*

- (3) *Consists of a \$3,030 credit to Burlington for duplicative payment in March 2016 of interest on granted and paid audit exceptions offset by \$2,429 additional revenue as a result of the settlement of a gas imbalance.*

The Royalty Income distributed to the Trust for the three and nine months ended September 30, 2016 was lower than that distributed during the same periods of 2015 primarily due to lower natural gas prices offset by higher capital expenditures in 2015. The average natural gas price decreased from \$2.26 per Mcf and \$2.66 per Mcf for the three and nine months ended September 30, 2015, respectively, to \$1.89 per Mcf and \$1.70 per Mcf for the three and nine month ended September 30, 2016, respectively.

*Gross Proceeds from Subject Interests.* Gross proceeds decreased approximately \$4.5 million or 25% for the three months ended September 30, 2016 compared to the three months ended September 30, 2015 and decreased \$23.9 million or 39% for the nine months ended September 30, 2016 compared to the nine months ended September 30, 2015. Such decreases for these periods were primarily attributable to lower natural gas and oil prices along with decreased natural gas volumes.

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*Capital Expenditures.* Capital expenditures decreased approximately \$1.5 million or 93% for the three months ended September 30, 2016 compared to the three months ended September 30, 2015 and decreased \$10.4 million or 91% for the nine months ended September 30, 2016 compared to the nine months ended September 30, 2015. Such decreases for these periods are attributable to the challenging price environment for natural gas and natural gas liquids along with ConocoPhillips' decision to suspend its drilling program in the San Juan Basin in 2016.

*Severance Taxes.* Aggregate severance taxes decreased \$0.4 million or 23% for the three months ended September 30, 2016 compared to the three months ended September 30, 2015 and decreased \$2.3 million or 37% for the nine months ended September 30, 2016 compared to the nine months ended September 30, 2015. Such decreases were primarily attributable to lower gross proceeds during these periods.

*Lease Operating Expenses and Property Taxes.* Lease operating expenses and property taxes decreased \$1.3 million or 17% for the three months ended September 30, 2016 compared to the three months ended September 30, 2015 and decreased \$3.2 million or 14% for the nine months ended September 30, 2016 compared to the nine months ended September 30, 2015. Such decreases were primarily attributable to Burlington's efforts to reduce contracted maintenance and repair costs as a result of declining commodity prices. Property taxes increased \$35,550 in the third quarter of 2016 compared to the third quarter of 2015, and increased \$282,388 in the first nine months of 2016 compared to the first nine months of 2015 because actual taxes for 2015 were more than accrued, which resulted in an increase in the current accruals based on a new estimate of ad valorem taxes for 2016.

Monthly lease operating expenses of the Subject Interests, exclusive of property taxes, in third quarter 2016 averaged approximately \$2.0 million, as compared to \$2.5 million in the third quarter of 2015. Monthly lease operating expenses of the Subject Interests, exclusive of property taxes, in the first nine months of 2016 averaged approximately \$2.2 million, as compared to \$2.5 million in the first nine months of 2015. Lease operating expenses averaged lower for these periods primarily because of reduced maintenance and repair labor.

**Distributable Income**

	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2016	2015	2016	2015
Royalty income	\$ 4,380,871	\$ 5,414,897	\$ 8,956,081	\$ 15,024,041
Interest income	162,569 <sup>(1)</sup>	614	163,823 <sup>(1)</sup>	81,057 <sup>(2)</sup>
Total revenue	4,543,440	5,415,511	9,119,904	15,105,098
General and administrative expenditures	(499,461)	(401,966)	(2,408,031)	(1,562,453)
Increase in cash reserves	(13,687)		(463,687)	(350,071)
Distributable income	\$ 4,030,292	\$ 5,013,545	\$ 6,248,186	\$ 13,192,574
Distributable income per Unit (46,608,796 Units)	\$ 0.086471	\$ 0.107567	\$ 0.134057	\$ 0.283050

(1) Includes \$161,794 in interest on the late payment of gross proceeds as a result of the ongoing negotiation of compliance audit issues.



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(2) Includes \$ 78,884 in interest on the late payment of gross proceeds as a result of the ongoing negotiation of compliance audit issues.

Distributable Income decreased by approximately \$1.0 million or 20% to \$4.0 million (\$0.086471 per Unit) for the three months ended September 30, 2016 from \$5.0 million (\$0.107567 per Unit) for the three months ended September 30, 2015. Distributable income decreased \$6.9 million or 53% to \$6.2 million (\$0.134057 per Unit) for the nine months ended September 30, 2016 from \$13.2 million (\$0.283050 per Unit) for the nine months ended September 30, 2015. Such decreases in Distributable Income were primarily attributable to a decrease in Royalty Income over these periods and increased General and Administrative Expenses directly related to audit and legal costs incurred in the Burlington litigation and responding to the Southwest Bank Campaign.

Based on 46,608,796 Units outstanding, the per-Unit distributions during the third quarter of 2016 were as follows:

July	\$ 0.027831
August	0.018452
September	0.040188
Quarter Total	\$ 0.086471

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*Interest Income.* Interest income was higher for the three and nine months ended September 30, 2016 as compared to the three and nine month periods ended September 30, 2015 primarily due to the receipt of \$161,794 in interest on the late payment of gross proceeds in July 2016.

*General & Administrative Expenses.* General and administrative expenses increased approximately \$0.1 million or 25% for the three months ended September 30, 2016 compared to the three months ended September 30, 2015 and increased \$0.8 million or 54% for the nine months ended September 30, 2016 compared to the nine months ended September 30, 2015. Such increases include higher audit costs and legal costs incurred related to the Burlington litigation and approximately \$88,000 incurred in responding to the Southwest Bank Campaign.

*Cash Reserves.* Total cash reserves for current Trust expenses were approximately \$1.0 million as of September 30, 2016. Cash reserves were increased by \$13,687 during the third quarter of 2016 in order to cover expenses in case of a future revenue shortfall resulting from lower commodity prices. The Trustee does not anticipate any further increases to the cash reserves in 2016.

Total cash reserves were approximately \$0.54 million as of December 31, 2015 and were increased by \$0.46 million during the first nine months of 2016 in order to cover expenses in case of a future revenue shortfall resulting from lower commodity prices.

## **Liquidity and Capital Resources**

The Trust's principal source of liquidity and capital is Royalty Income. The Trust's distribution of income to Unit Holders is funded by Royalty Income after payment of Trust expenses. The Trust is not liable for any production costs or liabilities attributable to the Royalty. If at any time the Trust receives more than the amount due under the Royalty, it is not obligated to return such overpayment, but the amounts payable to it for any subsequent period are reduced by such amount, plus interest, at a rate specified in the Conveyance. If the Trustee determines that the Trust does not have sufficient funds to pay its liabilities, the Trustee may borrow funds on behalf of the Trust, in which case no distributions will be made to Unit Holders until such borrowings are repaid in full. The Trustee may not sell or dispose of any part of the assets of the Trust without the affirmative vote the Unit Holders of 75% of all of the Units outstanding; however, the Trustee may sell up to 1% of the value of the Royalty (as determined pursuant to the Indenture) during any 12-month period without the consent of the Unit Holders.

### ***2016 Capital Expenditures***

ConocoPhillips announced 2016 capital plan for the Subject Interests anticipates capital expenditures of \$4.8 million, of which \$3.4 million is allocated to 20 facilities projects and \$1.4 million is allocated to 20 facilities projects attributable to the budgets for prior years. ConocoPhillips reports that based on its actual capital requirements, the pace of regulatory approvals, the mix of projects and swings in the price of natural gas, the actual capital expenditures for 2016 are subject to change. ConocoPhillips has reported to the Trustee that capital expenditures in 2016 have been lower than expected due to low commodity prices making many of the planned facility projects uneconomic.

Primarily due to depressed pricing for natural gas, ConocoPhillips has not allocated any capital expenditures for 2016 to its drilling program in the San Juan Basin. However, ConocoPhillips reported that it continually monitors natural gas prices and plans to restart the program at some point in the future, dependent upon such natural gas prices. Existing wells will continue to be operated.

ConocoPhillips has reported to the Trustee that there was no well activity during the first nine months of 2016. During the first quarter of 2015, eight gross (4.8 net) conventional wells were completed on the properties underlying the

Subject Interests. During the second quarter of 2015, one gross (1.0 net) conventional well was completed on the properties underlying the Subject Interests. There was no well activity during the third quarter of 2015.

### **Oil and Natural Gas Production**

Royalty Income for the quarter ended September 30, 2016 is associated with actual oil and natural gas production during May 2016 through July 2016 from the Subject Interests. Royalty income for the nine months ended September 30, 2016 is associated with actual gas and oil production during November 2015 through July 2016 from the Subject Interests.

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Production of oil and natural gas and related average sales prices attributable to each of the Subject Interests and the Royalty for the three months ended September 30, 2016 and 2015, were as follows:

	For the Three Months Ended September 30, 2016		2015	
	Natural Gas (Mcf)	Oil and Condensate (Bbls)	Natural Gas (Mcf)	Oil and Condensate (Bbls)
<b>Production</b>				
Subject Interests	6,815,105	21,563	7,490,209	21,652
Royalty	2,397,847	7,422	2,438,862	8,114
Average Price (per Mcf/Bbl)	\$ 1.89	\$ 33.94	\$ 2.26	\$ 54.65

Production of oil and natural gas and related average sales prices attributable to each of the Subject Interests and the Royalty for the nine months ended September 30, 2016 and 2015, were as follows:

	For the Nine Months Ended September 30, 2016		2015	
	Natural Gas (Mcf)	Oil and Condensate (Bbls)	Natural Gas (Mcf)	Oil and Condensate (Bbls)
<b>Production</b>				
Subject Interests	20,817,077	56,788	21,928,454	50,542
Royalty	5,529,372	15,453	5,802,191	14,856
Average Price (per Mcf/Bbl)	\$ 1.70	\$ 28.59	\$ 2.66	\$ 47.20

The Trust recognizes production during the month in which the related net proceeds attributable to the Royalty are paid to the Trust. Royalty Income for a calendar year is based on the actual natural gas and oil production during the period beginning with November of the preceding calendar year through October of the current calendar year. Sales volumes attributable to the Royalty are determined by dividing the net profits by the Trust from the sale of oil and natural gas, respectively, by the prices received for sales of such volumes from the Subject Interests, taking into consideration production taxes attributable to the Subject Interests. Because the oil and natural gas sales attributable to the Royalty are based upon an allocation formula dependent on such factors as price and cost, including capital expenditures, the aggregate sales amounts from the Subject Interests may not provide a meaningful comparison to sales attributable to the Royalty.

The fluctuations in natural gas production that have occurred during the three-month and nine-month periods ended September 30, 2016 and 2015, respectively, generally resulted from changes in the demand for natural gas during that time, market conditions, and variances in capital spending to generate production from new and existing wells, as offset by the natural production decline curve. Also, production from the Subject Interests is influenced by the line pressure of the natural gas gathering systems in the San Juan Basin. As noted above, oil and natural gas sales attributable to the Royalty are based on an allocation formula dependent on many factors, including oil and natural gas prices and capital expenditures.

**Marketing**

There were no changes to the contracts pursuant to which ConocoPhillips sells production from the Subject Interests and for the gathering and processing of production during the third quarter of 2016.

**Off-Balance Sheet Arrangements**

None.

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**Critical Accounting Policies and Estimates**

For a discussion of significant accounting policies and estimates that impact the Trust's financial statements, see Part I, Item 1. Unaudited Financial Statements, Note 1 Basis of Presentation and Part II, Item 8. Financial Statements and Supplemental Data contained in our Annual Report on Form 10-K for the year ended December 31, 2015.

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**Information Regarding Forward-Looking Information**

Certain information included in this Quarterly Report on Form 10-Q contains, and other materials filed or to be filed by the Trust with the SEC (as well as information included in oral statements or other written statements made or to be made by the Trust) may contain or include, forward-looking statements within the meaning of Section 21E of the Securities Exchange Act of 1934, as amended (the Exchange Act ) and Section 27A of the Securities Act of 1933, as amended. Such forward-looking statements may be or may concern, among other things, capital expenditures, drilling activity, development activities, production efforts and volumes, hydrocarbon prices, estimated future net revenues, estimates of reserves, the results of the Trust's activities, and regulatory matters. Such forward-looking statements generally are accompanied by words such as may, will, estimate, expect, predict, project, anticipate, assume, believe, plan, intend, or other words that convey the uncertainty of future events or outcomes. Such statements are based on certain assumptions of Compass Bank, the Trustee and by ConocoPhillips, the owner of the working interest, with respect to future events; are based on an assessment of, and are subject to, a variety of factors deemed relevant by the Trustee and ConocoPhillips; and involve risks and uncertainties. However, whether actual results and developments will conform with such expectations and predictions is subject to a number of risks and uncertainties which could affect the future results of the energy industry in general, and the Trust and ConocoPhillips in particular, and could cause those results to differ materially from those expressed in such forward-looking statements. The actual results or developments anticipated may not be realized or, even if substantially realized, they may not have the expected consequences to or effects on ConocoPhillips's business and the Trust. Such statements are not guarantees of future performance and actual results or developments may differ materially from those projected in such forward-looking statements. The Trust undertakes no obligation to publicly update or revise any forward-looking statements, except as required by applicable law.

**ConocoPhillips Information**

As a holder of a net overriding royalty interest, the Trust relies on ConocoPhillips for information regarding ConocoPhillips and its affiliates, including Burlington; the Subject Interests, including the operations, acreage, well and completion count, working interests, production volumes, sales revenues, capital expenditures, operating expenses, reserves, drilling plans, drilling results and leasehold terms related to the Subject Interests, and factors and circumstances that have or may affect the foregoing. See Part I, Item 4. Controls and Procedures.

**Item 3. Quantitative and Qualitative Disclosures about Market Risk.**

There have been no material changes to our market risk during 2016. For information on our exposure to market risk, please see Part II, Item 7A, Quantitative and Qualitative Disclosures About Market Risk contained in our Annual Report on Form 10-K for the year ended December 31, 2015.

**Item 4. Controls and Procedures.**

The Trust maintains a system of disclosure controls and procedures that is designed to ensure that information required to be disclosed in the Trust's filings under the Exchange Act is recorded, processed, summarized, and reported within the time periods specified in the SEC's rules and forms. Due to the pass-through nature of the Trust, ConocoPhillips provides much of the information disclosed in this Form 10-Q and the other periodic reports filed by the Trust with the SEC. Consequently, the Trust's ability to timely disclose relevant information in its periodic reports is dependent upon ConocoPhillips's delivery of such information. Accordingly, the Trust maintains disclosure controls and procedures designed to ensure that ConocoPhillips accurately and timely accumulates and delivers such relevant information to the Trustee and those who participate in the preparation of the Trust's periodic reports to allow for the preparation of such periodic reports and any decisions regarding disclosure.

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The Indenture does not require ConocoPhillips to update or provide information to the Trust. However, the Conveyance transferring the Royalty to the Trust obligates Burlington to provide the Trust with certain information, including information concerning calculations of net proceeds owed to the Trust. Pursuant to the settlement of litigation in 1996 between the Trust and Burlington, Burlington agreed to newer, more formal financial reporting and audit procedures as compared to those provided in the Conveyance.

In order to help ensure the accuracy and completeness of the information required to be disclosed in the Trust's periodic reports, the Trust engages independent public accountants, compliance auditors, marketing consultants, attorneys and petroleum engineers. These outside professionals advise the Trustee in its review and compilation of this information for inclusion in this Form 10-Q and the other periodic reports provided by the Trust to the SEC.



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The Trustee has evaluated the Trust's disclosure controls and procedures as of September 30, 2016 and has concluded that such disclosure controls and procedures are effective, at the reasonable assurance level (as such term is used in Rule 13a-15(f) of the Exchange Act), to ensure that material information related to the Trust is gathered on a timely basis to be included in the Trust's periodic reports and recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms. In reaching its conclusion, the Trustee has considered the Trust's dependence on ConocoPhillips to deliver timely and accurate information to the Trust.

Additionally, during the quarter ended September 30, 2016 there were no changes in the Trust's internal control over financial reporting (as such term is used in Rule 13a-15(f) of the Exchange Act) that materially affected, or are reasonably likely to materially affect, the Trust's internal control over financial reporting. Because the Trust does not have, nor does the Indenture provide for, officers, a board of directors or an independent audit committee, the Trustee has reviewed neither the Trust's disclosure controls and procedures nor the Trust's internal control over financial reporting in concert with management, a board of directors or an independent audit committee.

## **PART II**

### **OTHER INFORMATION**

#### **Item 1. Legal Proceedings.**

For a discussion of legal proceedings, see Part I, Item 1. Unaudited Financial Statements, Note 4 Settlements and Litigation, which is incorporated by reference into this Part II, Item 1, as well as the discussion in Part I, Item 3. Legal Proceedings, of our Annual Report on Form 10-K for the year ended December 31, 2015.

#### **Item 1A. Risk Factors.**

There have been no material changes from the risk factors disclosed in Item 1A. Risk Factors of our Annual Report on Form 10-K for the year ended December 31, 2015, except for the following:

*Southwest Bank's campaign to elect itself as trustee of the Trust may adversely affect the results of the Trust's operations.*

The Trust has incurred and expects to incur significant expenses in responding to Southwest Bank's campaign to call a special meeting and solicit proxies to remove Compass Bank as trustee of the Trust and to elect Southwest Bank as trustee (the Southwest Bank Campaign). The Trustee believes that a change in trustee is unnecessary and has opposed the Southwest Bank Campaign. Responding to the Southwest Bank Campaign has been, and likely will continue to be, a costly and time-consuming process for the Trust and may result in disruptions in the operations of the Trust, distraction of trust officers and employees, significantly increased Trust expenses (including expenses incurred by Compass Bank in fulfilling its fiduciary duties as trustee of the Trust) and reductions in distributable income. In addition, if the Southwest Bank Campaign is successful, a change in trustees of the Trust could result in significant transition expenses and disruptions to the operations of the Trust. We cannot predict, and no assurances may be given, as to the outcome of the special meeting or the total costs to the Trust of the Southwest Bank Campaign, and such uncertainties may negatively affect the market price and trading volatility of the Units.

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

None.

**Item 3. Defaults Upon Senior Securities.**

None.

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**Item 4. Mine Safety Disclosures.**

Not applicable.

**Item 5. Other Information.**

None.

**Item 6. Exhibits.**

The information required by this Part II, Item 6 is set forth in the Index to the Exhibits accompanying this Quarterly Report on Form 10-Q and is incorporated by reference into this Part II, Item 6.

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**SIGNATURE**

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.

COMPASS BANK, AS TRUSTEE OF THE  
SAN JUAN BASIN ROYALTY TRUST

By: /s/ Joshua R. Peterson  
Joshua R. Peterson  
Vice President and Senior Trust Officer

Date: November 9, 2016

(The Trust has no directors or executive officers.)

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**EXHIBIT INDEX**

<b>Exhibit Number</b>	<b>Description</b>
(4)(a)	San Juan Basin Amended and Restated Royalty Trust Indenture, dated December 12, 2007 , filed as Exhibit 99.2 to the Trust's Current Report on Form 8-K filed with the SEC on October 1, 2002, and incorporated herein by reference.*
(4)(b)	Net Overriding Royalty Conveyance from Southland Royalty Company to The Fort Worth National Bank, as Trustee, dated November 3, 1980 (without Schedules), filed as Exhibit 4(b) to the Trust's Annual Report on Form 10-K filed with the SEC for the year ended December 31, 2006 on March 1, 2007, and incorporated herein by reference.*
(4)(c)	Assignment of Net Overriding Interest (San Juan Basin Royalty Trust), dated September 30, 2002, between Bank One, N.A. and Texas Bank, filed as Exhibit 4(c) to the Trust's Quarterly Report on Form 10-Q filed with the SEC for the quarter ended September 30, 2002, and incorporated herein by reference.*
31	Certification required by Rule 13a-14(a), dated November 9, 2016, by Joshua R. Peterson, Vice President and Senior Trust Officer of Compass Bank, the Trustee of the Trust.**
32	Certification required by Rule 13a-14(b), dated November 9, 2016, by Joshua R. Peterson, Vice President and Senior Trust Officer of Compass Bank, on behalf of Compass Bank, the Trustee of the Trust.***

\* A copy of this exhibit is available to any Unit Holder (free of charge) upon written request to the Trustee, Compass Bank, 300 W. 7th Street, Suite B, Fort Worth, Texas 76102.

\*\* Filed herewith.

\*\*\* Furnished herewith.