SAN JUAN BASIN ROYALTY TRUST
Form 10-Q
May 11, 2015

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

x **Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**
For the Quarterly Period Ended March 31, 2015

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	**75-6279898**
(State or other jurisdiction of incorporation or organization)	**(I.R.S. Employer Identification No.)**

Compass Bank

300 W. 7th 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 x 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 x	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 x

Number of Units of beneficial interest outstanding at May 11, 2015: 46,608,796

SAN JUAN BASIN ROYALTY TRUST

PART I

FINANCIAL INFORMATION

Item 1. Financial Statements.

The condensed financial statements included herein have been prepared without audit, pursuant to the rules and regulations of the Securities and Exchange Commission. The financial statements of the San Juan Basin Royalty Trust (the Trust) continue to be prepared in a manner that differs from generally accepted accounting principles in the United States of America (GAAP); this form of presentation is customary to other royalty trusts. Certain information and footnote disclosures normally included in annual financial statements have been condensed or omitted pursuant to the rules and regulations of the Securities and Exchange Commission. Nonetheless, Compass Bank, the trustee of the Trust (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 Annual Report on Form 10-K for the year ended December 31, 2014. In the opinion of 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 March 31, 2015 and the distributable income and changes in trust corpus for the three-month periods ended March 31, 2015 and 2014. The distributable income for such interim periods is not necessarily indicative of the distributable income for the full year.

CONDENSED STATEMENTS OF ASSETS, LIABILITIES AND TRUST CORPUS

	March 31, 2015 *(Unaudited)*	December 31, 2014
Cash and short-term investments	$ 1,431,327	$ 4,011,340
Net overriding royalty interest in producing oil and gas properties (net of accumulated amortization of $124,112,747 and $123,912,771 at March 31, 2015 and December 31, 2014, respectively)	9,162,781	9,362,757
	$ 10,594,108	$ 13,374,097
LIABILITIES AND TRUST CORPUS		
Distribution payable to Unit Holders	$ 1,245,085	$ 3,825,098
Cash reserves	186,242	186,242
Trust corpus - 46,608,796 Units of beneficial interest authorized and outstanding	9,162,781	9,362,757
	$ 10,594,108	$ 13,374,097

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

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CONDENSED STATEMENTS OF DISTRIBUTABLE INCOME (UNAUDITED)

	Three Months Ended March 31, 2015	2014
Royalty Income	$ 7,344,601	$ 14,525,726
Interest income	79,947[(1)]	1,454
Total revenue	7,424,548	14,527,180
General and administrative expenditures	(661,738)	(437,337)
Distributable income	$ 6,762,810	$ 14,089,843
Distributable income per Unit (46,608,796 Units)	$ 0.145098	$ 0.302300

(1) Includes $78,883.50 in interest on the late payment of gross proceeds as a result of the ongoing negotiation of compliance audit exceptions.

CONDENSED STATEMENTS OF CHANGES IN TRUST CORPUS (UNAUDITED)

	Three Months Ended March 31, 2015	2014
Trust corpus, beginning of period	$ 9,362,757	$ 10,968,996
Amortization of net overriding royalty interest	(199,976)	(396,410)
Distributable income	6,762,810	14,089,843
Distributions declared	(6,762,810)	(14,089,843)
Trust corpus, end of period	$ 9,162,781	$ 10,572,586

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

NOTES TO CONDENSED FINANCIAL STATEMENTS (UNAUDITED)

1. BASIS OF ACCOUNTING

The San Juan Basin Royalty Trust (the Trust) was established as of November 1, 1980. The financial statements of the Trust are prepared on the following basis:

The net proceeds attributable to the Royalty (the Royalty Income) recorded for a month is the amount computed and paid with respect to the Trust s 75% net overriding royalty interest (the Royalty) in certain oil and gas leasehold and royalty interests (the Underlying Properties) by Burlington Resources Oil & Gas Company LP (Burlington), the present owner of the Underlying Properties, to Compass Bank (the Trustee) as the Trustee for the Trust. Royalty Income consists of the proceeds received by Burlington from the sale of production from the Underlying Properties 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 Burlington 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 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 development and production costs applicable to the Underlying Properties 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 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 the Trust corpus instead of as an expense. The basis of accounting used by the Trust is widely used by royalty trusts for financial reporting purposes.

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.

Additionally, 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 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 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 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 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. As a result of the Tax Reform Act of 1986, 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.

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. CONTINGENCIES

On April 20, 2015, the Trust issued a press release and filed a Form 8-K reporting that it would not declare a monthly cash distribution to the Unit Holders for the month of April 2015. Normally a distribution would have been made based principally upon production during the month of February 2015. However, the Royalty Income for April was only $92,095, primarily due to lower natural gas pricing and higher capital costs during the month of February. As previously reported, Burlington anticipates no new drilling or recompletion activity to be commenced during 2015 after the first quarter of the year. Cash reserves were used to pay Trust administrative expenses of $189,743 in April. No cash distributions will be made by the Trust until future net proceeds are sufficient to pay then-current Trust liabilities and replenish cash reserves, and no assurances can be given as to the timing or amount of any such future distributions.

See Part II, Item 1 Legal Proceedings, concerning the status of litigation matters.

4. SETTLEMENTS AND LITIGATION

On July 31, 2014, the Trustee filed a lawsuit (the 2014 Litigation) against Burlington in the 1st Judicial District Court for the County of Santa Fe, State of New Mexico. The case is styled Compass Bank, in its Capacity as Trustee of the San Juan Basin Royalty Trust v. Burlington Resources Oil & Gas Company LP and BROG GP LLC, No. D-101-CV-2014-01765. 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. More particularly, the claims involve Burlington s failure to properly account for and pay net overriding royalty interests to the Trust with respect to oil and gas production from numerous properties in the San Juan Basin of northwestern New Mexico. Based on information currently available to the Trust and its auditors, the Trust seeks monetary relief (including actual and punitive damages, costs, expenses, interest and attorney fees) in excess of $12,000,000, along with specific performance of certain contractual obligations, declaratory relief and a judgment for other relief to which it may show itself to be justly entitled. Burlington has filed an answer, the parties have commenced discovery and are working to establish a schedule for mediation.

On March 14, 2008, Burlington notified the Trust that the distribution for March would be reduced by $4,921,578. Burlington described this amount as the Trust s portion of what Burlington had paid to settle claims for the underpayment of royalties in the case styled United States of America ex rel. Harrold E. (Gene) Wright v. AGIP Petroleum Co. et al., Civil Action No. 5:03CV264 (formerly 9:98-CV-30) (E.D. Tex.). The Trust has objected to Burlington s unilateral decision to deduct any amount of the settlement paid by Burlington from the distributions payable to the Trust and formally complained of that action as part of the 2014 Litigation. The Trust argues that no part of the settlement should have been allocated to the Trust because the claim which gave rise to the settlement was presented to Burlington for payment prior to the effective date of a mutual release of all claims entered into by Burlington and the Trust in 1996. In the alternative, the Trust contends that even if Burlington s allocation of part of the Wright settlement was not barred by the mutual release, the amount allocated to the Trust by Burlington was improper and excessive.

Burlington has informed the Trust that pursuant to an Order to Perform issued by the Minerals Management Service (MMS) dated June 10, 1998 (the MMS Order), the Jicarilla Apache Nation (the Jicarilla) alleged that in valuing production for royalty purposes one must perform (i) a major portion analysis, which calculates value on the highest price

paid or offered for a major portion of the gas produced from the field where the leased lands are situated; and (ii) a dual accounting calculation, which computes royalties on the greater of (a) the value of gas prior to processing or (b) the combined value of processed residue gas and plant products plus the value of any condensate recovered downstream without processing. The MMS Order alleged that Burlington s dual accounting calculations on Native American leases were based on less than major portion prices. In 2000, Burlington and the Jicarilla entered into a settlement agreement resolving the issues associated with the dual accounting calculation. The major portion calculation issue remains outstanding. Burlington takes the position that a judgment or settlement could entitle Burlington to reimbursement from the Trust for past periods.

In 2007 Burlington obtained an Administrative Order from the Department of the Interior (the DOI) rejecting that portion of the MMS Order requiring Burlington to calculate and pay additional royalties based on the major portion price derived by the MMS. The Jicarilla filed suit solely against the DOI in the United States District Court for the District of Columbia in an action entitled 1:07-CV-00803-RJL, Jicarilla Apache Nation v. Department of Interior (the DOI Case) seeking a declaration that the Administrative Order is unlawful and of no force and effect, as well as an injunction requiring enforcement of the underlying major portion orders that were rejected by the Assistant Secretary. In 2009, a summary judgment was entered by the district court in the DOI Case upholding the Administrative Order and dismissing the Jicarilla s claims. The Jicarilla appealed to the U.S. Court of Appeals for the D.C. Circuit. On July 16, 2010, the U.S. Court of Appeals held that the 2007 Administrative Order dismissing the Jicarilla claims was arbitrary and capricious with respect to January 1984 through February 1988 production periods and by Memorandum Order dated October 7, 2011, remanded the matter to the DOI for further proceedings. While a judgment or settlement in the DOI Case could impact the Royalty Income of the Trust, Burlington has informed the Trust that it does not have sufficient information to estimate a range of loss for the Trust because the DOI has not provided a major portion calculation for the January 1984 to February 1988 time period as required by the July 16, 2010 Court of Appeals ruling described above. Burlington indicates that the situation will not be alleviated until the DOI provides Burlington with a new Order to Perform or similar notice, but that it cannot predict when or if the DOI will provide such information or notice. The Trust s consultants will continue to monitor development in this matter and analyze the appropriateness of the allocation, if any, by Burlington of any portion of any settlement or judgment in calculating the Royalty**.**

Item 2. Trustee s Discussion and Analysis of Financial Condition and Results of Operations.
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 Securities and Exchange Commission (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. 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, goal, should, plan, intend, or other words that convey the uncertainty of future events or outcomes. Such statements reflect the current view of Burlington Resources Oil & Gas Company LP (Burlington), the working interest owner, 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 Burlington; and involve risks and uncertainties. These risks and uncertainties include volatility of oil and gas prices, product supply and demand, competition, regulation or government action, litigation and uncertainties about estimates of reserves. Should one or more of these risks or uncertainties occur, actual results may vary materially and adversely from those anticipated.

Business Overview

The Trust is an express trust created under the laws of the state of Texas by the San Juan Basin Royalty Trust Indenture (the Original Indenture) entered into on November 3, 1980 between Southland Royalty Company (Southland Royalty) and The Fort Worth National Bank. Effective as of September 30, 2002, the Original Indenture was amended and restated (the Original Indenture, as amended and restated, the First Restated Indenture) and, effective as of December 12, 2007 the First Restated Indenture was amended and restated (the First Restated Indenture, as amended and restated, the Indenture). The Trustee of the Trust is Compass Bank.

On October 23, 1980, the stockholders of Southland Royalty approved and authorized that company s conveyance of a 75% net overriding royalty interest (equivalent to a net profits interest) to the Trust for the benefit of the stockholders of Southland Royalty of record at the close of business on the date of the conveyance (the Royalty) carved out of that company s oil and gas leasehold and royalty interests (the Underlying Properties) in properties located in the San Juan Basin of northwestern New Mexico. Pursuant to the Net Overriding Royalty Conveyance (the Conveyance) the Royalty was transferred to the Trust on November 3, 1980 effective as to production from and after November 1, 1980.

The Royalty constitutes the principal asset of the Trust. The beneficial interests in the Royalty are divided into that number of Units of Beneficial Interest (the Units) of the Trust equal to the number of shares of the common stock of Southland Royalty outstanding as of the close of business on November 3, 1980. Each stockholder of Southland Royalty 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 Royalty then held. Holders of Units are referred to herein as Unit Holders. Subsequent to the Conveyance of the Royalty, through a series of assignments and mergers, Southland Royalty s successor became Burlington. On March 31, 2006, a subsidiary of ConocoPhillips completed its acquisition of Burlington Resources, Inc., Burlington s parent. As a result, ConocoPhillips became the parent of Burlington Resources, Inc., which in turn, is the parent of Burlington.

The function of the Trustee is to collect the net proceeds attributable to the Royalty (Royalty Income), to pay all expenses and charges of the Trust and distribute the remaining available income to the Unit Holders. The Trust does not operate the Underlying Properties and, in fact, is not empowered to carry on any business activity. The Trust has no employees, officers or directors. All administrative functions of the Trust are performed by the Trustee.

Burlington is the principal operator of the Underlying Properties. A very high percentage of the Royalty Income is attributable to the production and sale by Burlington of natural gas from the Underlying Properties. 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.

Three Months Ended March 31, 2015 and 2014

The Trust received Royalty Income of $7,344,601 and interest income of $79,947 during the first quarter of 2015. After deducting administrative expenses of $661,738, distributable income for the quarter was $6,762,810 ($0.145098 per Unit). In the first quarter of 2014, Royalty Income was $14,525,726, and interest income was $1,454. After deducting administrative expenses of $437,337, distributable income for the first quarter of 2014 was $14,089,843 ($0.302300 per Unit). Based on 46,608,796 Units outstanding, the per-Unit distributions during the first quarter of 2015 were as follows:

January	$ .048547
February	.069837

March	.026714
Quarter Total	$ .145098

On April 20, 2015, the Trust issued a press release and filed a Form 8-K reporting that it would not declare a monthly cash distribution to the Unit Holders for the month of April 2015. Normally a distribution would have been made based principally upon production during the month of February 2015. However, the Royalty Income for April was only $92,095, primarily due to lower natural gas pricing and higher capital costs during the month of February. As previously reported, Burlington anticipates no new drilling or recompletion activity to be commenced during 2015 after the first quarter of the year. Cash reserves were used to pay Trust administrative expenses of $189,743 in April. No cash distributions will be made by the Trust until future net proceeds are sufficient to pay then-current Trust liabilities and replenish cash reserves, and no assurances can be given as to the timing or amount of any such future distributions.

The Royalty Income distributed in the first quarter of 2015 was lower than that distributed in the first quarter of 2014 primarily due to lower gas prices and increased capital costs and administrative expenses. The average gas price decreased from $4.13 per Mcf for the first quarter of 2014 to $3.35 for the first quarter of 2015. Interest income was higher for the quarter ended March 31, 2015 as compared to the quarter ended March 31, 2014 due to additional interest Burlington paid to the Trust in March 2015 as a result of the granting of certain audit exceptions. Administrative expenses were higher in 2015 primarily as a result of increased legal costs incurred in the 2014 Litigation and differences in timing in the receipt and payment of certain of these expenses.

The capital costs attributable to the Underlying Properties for the first quarter of 2015 and deducted by Burlington in calculating Royalty Income were approximately $4.7 million as compared to approximately $1.3 million of capital costs in the first quarter of 2014.

Burlington informed the Trust that its budget for capital expenditures for the Underlying Properties in 2015 is estimated at $14 million. Burlington 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 2015 are subject to change.

Burlington anticipates 91 projects in 2015. Approximately $5.5 million will be attributable to six new wells to be operated by Burlington and $1.7 million of the budget is allocable to 40 miscellaneous facilities projects. The $6.8 million balance is attributable to the budgets for 2014 and prior years projects and will be applied to five wells commenced in 2014, and 40 miscellaneous capital projects such as workovers and operated facility projects. In light of the challenged price environment for natural gas and natural gas liquids, Burlington plans to suspend its drilling program in the San Juan Basin in March 2015. However, Burlington reported that it continually monitors natural gas prices and plans to restart the program at some point in the future, dependent upon such gas prices. Existing wells will continue to be operated.

Lease operating expenses and property taxes were $7,692,984 and $7,604, respectively, for the first quarter of 2015, as compared to $8,999,505 and $82,235, respectively, for the first quarter of 2014. Burlington indicates the decrease in operating expenses in the first quarter of 2015 is due to its efforts throughout 2014 to reduce contracted maintenance and repair costs which continued into the first quarter of 2015. Property taxes for the first quarter of 2015 were lower because actual taxes for 2014 were less than accrued and due to a reduction in the accrual based on a new estimate of ad valorem taxes for 2015.

Burlington has reported to the Trustee that during the first quarter of 2015, eight gross (4.75 net) conventional wells were completed on the Underlying Properties. One gross (1.00 net) conventional well was in progress at March 31, 2015.

There were no conventional wells completed on the Underlying Properties during the first quarter of 2014. There were no wells in progress at March 31, 2014.

There were 4,000 gross (1,154.80 net) producing wells being operated subject to the Royalty as of December 31, 2014, calculated on a well bore basis and not including multiple completions as separate wells. Of those wells, seven gross (five net) are oil wells and the balance are gas wells. Burlington reports that approximately 845 gross (322.52 net) of the wells are multiple completion wells resulting in a total of 4,845 gross (1,477.62 net) completions.

Gross acres or wells, for purposes of this discussion, means the entire ownership interest of all parties in such properties, and Burlington s interest therein is referred to as the net acres or wells. In calculating the number of net wells, where a well is completed to multiple formations, Burlington indicates it (a) multiplies the working interest for each zone by a fraction equal to one divided by the total number of completions in that well bore, and (b) adds the interests so calculated for each zone to obtain the net ownership interest in that well. A payadd is the completion of an additional productive interval in an existing completed zone in a well.

Royalty Income for the quarter ended March 31, 2015 is associated with actual gas and oil production during November 2014 through January 2015 from the Underlying Properties. Gas and oil sales from the Underlying Properties for the three months ended March 31, 2015 and 2014 were as follows:

	Three Months Ended March 31,	
	2015	2014
Gas:		
Total sales (Mcf)	7,199,704	7,769,282
Mcf per day	78,258	84,449
Average price (per Mcf)	$ 3.35	$ 4.13
Oil:		
Total sales (Bbls)	12,357	18,737
Bbls per day	134	204
Average price (per Bbl)	$ 47.53	$ 81.92

During the first quarter of 2015, average gas prices were $0.78 per Mcf lower than the average prices reported during the first quarter of 2014. The average price per barrel of oil during the first quarter of 2015 was $34.39 per barrel lower than that received for the first quarter of 2014.

Gas produced from the Underlying Properties is processed at one of the following five plants: Chaco, Val Verde, Milagro, Ignacio, and Kutz, all located in the San Juan Basin. All of such gas other than that processed at Kutz is being sold to Chevron USA, Inc. (Chevron) under a contract with Burlington dated April 1, 2015 which provides for the delivery of gas through March 31, 2016, at which time it will terminate unless both parties agree to extend it on or before October 1, 2015.

Gas produced from the Underlying Properties and processed at Kutz was being sold under three separate contracts with EDF Trading North America, LLC (EDF), Shell Energy North America (US), LP (Shell) and New Mexico Gas Company, Inc. (NMGC). The NMGC contract for the sale of certain winter-only supplies of the Kutz gas is for a five-year term expiring March 31, 2017. The contracts effective as of April 1, 2014 with EDF and Shell were set to expire March 31, 2015. Burlington circulated another round of requests for proposal for the purchase of those volumes and entered into a new contract with EDF for the purchase of the volumes covered by both the prior Shell and EDF contracts through March 31, 2016.

All three of the current contracts provide for (i) the delivery of such gas at various delivery points through their respective termination dates; and (ii) the sale of such gas at prices which fluctuate in accordance with the published indices for gas sold in the San Juan Basin of northwestern New Mexico.

Burlington contracts with Williams Four Corners, LLC (WFC) and Enterprise Field Services, LLC (EFS) for the gathering and processing of virtually all of the gas produced from the Underlying Properties. Four new contracts were entered into with WFC, each of which is effective for a term of 15 years, which commenced April 1, 2010. Burlington has signed a similar agreement with EFS which was effective November 1, 2011 for a term of 15 years. Burlington has disclosed to the Trust a summary of that agreement which the Trust has reviewed with its consultants, subject to conditions of confidentiality.

Confidentiality agreements with gatherers and purchasers of gas produced from the Underlying Properties prohibit public disclosure of certain terms and conditions of gas sales contracts with those entities, including specific pricing terms and gas receipt points. Such disclosure could compromise the ability to compete effectively in the marketplace for the sale of gas produced from the Underlying Properties.

CALCULATION OF ROYALTY INCOME

	Three Months Ended March 31,	
	2015	2014
Gross proceeds of sales from the Underlying Properties:		
Gas proceeds	$ 24,141,615	$ 32,106,422
Oil proceeds	587,348	1,535,014
Total	24,728,963	33,641,436
Less production costs:		
Severance tax Gas	2,444,317	3,711,609
Severance tax Oil	56,852	157,675
Lease operating expense and property tax	7,700,588	9,081,740
Capital expenditures	4,734,404	1,322,778
Total	14,936,161	14,273,802
Net profits	9,792,802	19,367,634
Net overriding royalty interest	75%	75%
Royalty Income	$ 7,344,601	$ 14,525,726

Contractual Obligations

Under the Indenture governing the Trust, the Trustee is entitled to an administrative fee for its administrative services and the preparation of quarterly and annual statements of: (i) 1/20 of 1% of the first $100 million of the annual gross revenue of the Trust, and 1/30 of 1% of the annual gross revenue of the Trust in excess of $100 million and (ii) the Trustee s standard hourly rates for time in excess of 300 hours annually, provided that the administrative fee due under items (i) and (ii) above will not be less than $36,000 per year (as adjusted annually to reflect the increase (if any) in the Producers Price Index as published by the U.S. Department of Labor, Bureau of Labor Statistics, since December 31, 2003).

Effects of Securities Regulation

As a publicly-traded trust listed on the New York Stock Exchange (the NYSE), the Trust is and will continue to be subject to extensive regulation under, among others, the Securities Act of 1933, the Securities Exchange Act of 1934 (which contains many of the provisions of the Sarbanes-Oxley Act of 2002), and the rules and regulations of the NYSE. Issuers failing to comply with such authorities risk serious consequences, including criminal as well as civil and administrative penalties. In most instances, these laws, rules, and regulations do not specifically address their applicability to publicly-traded trusts, such as the Trust. In particular, the Sarbanes-Oxley Act of 2002 provides for the adoption by the Securities and Exchange Commission (the Commission) and NYSE of certain rules and regulations that may be impossible for the Trust to literally satisfy because of its nature as a pass-through trust. It is the Trustee s intention to follow the Commission s and NYSE s rulemaking closely, attempt to comply with such rules and regulations and, where appropriate, request relief from these rules and regulations. However, if the Trust is unable to comply with such rules and regulations or to obtain appropriate relief, the Trust may be required to expend presently unknown but potentially material costs to amend the Indenture that governs the Trust to allow for compliance with such rules and regulations. To date, the rules implementing the Sarbanes-Oxley Act of 2002 have generally made appropriate accommodation for passive entities such as the Trust.

Critical Accounting Policies

In accordance with the Commission s rules and regulations and consistent with other royalty trusts, the financial statements of the Trust are prepared on the following basis:

Royalty Income recorded for a month is the amount computed and paid pursuant to the Conveyance by Burlington to the Trustee for the Trust. Royalty Income consists of the proceeds received by Burlington from the sale of production from the Underlying Properties 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 Burlington 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 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 development and production costs applicable to the Underlying Properties 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 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 the Trust corpus instead of as an expense.

Item 3. Quantitative and Qualitative Disclosures About Market Risk.

The Trust invests in no derivative financial instruments, and has no foreign operations or long-term debt instruments. The Trust is a passive entity and is prohibited from engaging in a trade or business, including borrowing transactions, other than as periodically necessary to pay expenses, liabilities and obligations of the Trust that cannot be paid out of cash held by the Trust. The Trust is also permitted to hold short-term investments acquired with funds held by the Trust pending distribution to Unit Holders and funds held in reserve for the payment of Trust expenses and liabilities. Because of the short-term nature of these borrowings and investments and certain limitations upon the types of such investments which may be held by the Trust, the Trustee believes that the Trust is not subject to any material interest rate risk. The Trust is not permitted to engage in transactions in foreign currencies which could expose the Trust or Unit Holders to any foreign currency related market risk. The Trust is not permitted to market the gas, oil or natural gas liquids from the Underlying Properties; Burlington is responsible for such marketing.

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 Securities Exchange Act of 1934 is recorded, processed, summarized, and reported within the time periods specified in the Commission s rules and forms. Due to the pass-through nature of the Trust, Burlington provides much of the information disclosed in this Form 10-Q and the other periodic reports filed by the Trust with the Commission. Consequently, the Trust s ability to timely disclose relevant information in its periodic reports is dependent upon Burlington s delivery of such information. Accordingly, the Trust maintains disclosure controls and procedures designed to ensure that Burlington 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.

The Indenture does not require Burlington 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 Commission.

The Trustee has evaluated the Trust s disclosure controls and procedures as of March 31, 2015 and has concluded that such disclosure controls and procedures are effective, at the reasonable assurance level, 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 Commission s rules and forms. In reaching its conclusion, the Trustee has considered the Trust s dependence on Burlington to deliver timely and accurate information to the Trust. Additionally, during the quarter ended March 31, 2015 there were no changes in the Trust s internal control over financial reporting that materially affected, or are reasonably likely to materially affect, the Trust s internal control over financial reporting. 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. The Trust does not have, nor does the Indenture provide for, officers, a board of directors or an independent audit committee.

PART II

OTHER INFORMATION

Item 1. Legal Proceedings.

As discussed above under Part I, Item 4 Controls and Procedures, due to the pass-through nature of the Trust, Burlington provides much of the information disclosed in this Form 10-Q and the other periodic reports filed by the Trust with the Commission. Although the Trustee receives periodic updates from Burlington regarding activities which may relate to the Trust, the Trust s ability to timely report certain information required to be disclosed in the Trust s periodic reports is dependent on Burlington s timely delivery of the information to the Trust.

On July 31, 2014, the Trustee filed a lawsuit (the 2014 Litigation) against Burlington in the st Judicial District Court for the County of Santa Fe, State of New Mexico. The case is styled Compass Bank, in its Capacity as Trustee of the San Juan Basin Royalty Trust v. Burlington Resources Oil & Gas Company LP and BROG GP LLC, No.

D-101-CV-2014-01765. 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. More particularly, the claims involve Burlington s failure to properly account for and pay net overriding royalty interests to the Trust with respect to oil and gas production from numerous properties in the San Juan Basin of northwestern New Mexico. Based on information currently available to the Trust and its auditors, the Trust seeks monetary relief (including actual and punitive damages, costs, expenses, interest and attorney fees) in excess of $12,000,000, along with specific performance of certain contractual obligations, declaratory relief and a judgment for other relief to which it may show itself to be justly entitled. Burlington has filed an answer, the parties have commenced discovery and are working to establish a schedule for mediation.

On March 14, 2008, Burlington notified the Trust that the distribution for March would be reduced by $4,921,578. Burlington described this amount as the Trust s portion of what Burlington had paid to settle claims for the underpayment of royalties in the case styled United States of America ex rel. Harrold E. (Gene) Wright v. AGIP Petroleum Co. et al., Civil Action No. 5:03CV264 (formerly 9:98-CV-30) (E.D. Tex.). The Trust has objected to Burlington s unilateral decision to deduct any amount of the settlement paid by Burlington from the distributions payable to the Trust and formally complained of that action as part of the 2014 Litigation. The Trust argues that no part of the settlement should have been allocated to the Trust because the claim which gave rise to the settlement was presented to Burlington for payment prior to the effective date of a mutual release of all claims entered into by Burlington and the Trust in 1996. In the alternative, the Trust contends that even if Burlington s allocation of part of the Wright settlement was not barred by the mutual release, the amount allocated to the Trust by Burlington was improper and excessive.

Burlington has informed the Trust that pursuant to an Order to Perform issued by the Minerals Management Service (MMS) dated June 10, 1998 (the MMS Order), the Jicarilla Apache Nation (the Jicarilla) alleged that in valuing production for royalty purposes one must perform (i) a major portion analysis, which calculates value on the highest price paid or offered for a major portion of the gas produced from the field where the leased lands are situated; and (ii) a dual accounting calculation, which computes royalties on the greater of (a) the value of gas prior to processing or (b) the combined value of processed residue gas and plant products plus the value of any condensate recovered downstream without processing. The MMS Order alleged that Burlington s dual accounting calculations on Native American leases were based on less than major portion prices. In 2000, Burlington and the Jicarilla entered into a settlement agreement resolving the issues associated with the dual accounting calculation. The major portion calculation issue remains outstanding. Burlington takes the position that a judgment or settlement could entitle Burlington to reimbursement from the Trust for past periods.

In 2007 Burlington obtained an Administrative Order from the Department of the Interior (the DOI) rejecting that portion of the MMS Order requiring Burlington to calculate and pay additional royalties based on the major portion price derived by the MMS. The Jicarilla filed suit solely against the DOI in the United States District Court for the District of Columbia in an action entitled 1:07-CV-00803-RJL, Jicarilla Apache Nation v. Department of Interior (the DOI Case) seeking a declaration that the Administrative Order is unlawful and of no force and effect, as well as an injunction requiring enforcement of the underlying major portion orders that were rejected by the Assistant Secretary. In 2009, a summary judgment was entered by the district court in the DOI Case upholding the Administrative Order and dismissing the Jicarilla s claims. The Jicarilla appealed to the U.S. Court of Appeals for the D.C. Circuit. On July 16, 2010, the U.S. Court of Appeals held that the 2007 Administrative Order dismissing the Jicarilla claims was arbitrary and capricious with respect to January 1984 through February 1988 production periods and by Memorandum Order dated October 7, 2011, remanded the matter to the DOI for further proceedings. While a judgment or settlement in the DOI Case could impact the Royalty Income of the Trust, Burlington has informed the Trust that it does not have sufficient information to estimate a range of loss for the Trust because the DOI has not provided a major portion calculation for the January 1984 to February 1988 time period as required by the July 16, 2010 Court of Appeals ruling described above. Burlington indicates that the situation will not be alleviated until the DOI provides Burlington with a new Order to Perform or similar notice, but that it cannot predict when or if

the DOI will provide such information or notice. The Trust s consultants will continue to monitor development in this matter and analyze the appropriateness of the allocation, if any, by Burlington of any portion of any settlement or judgment in calculating the Royalty.

Item 6. Exhibits.

(4)(a)	Amended and Restated Royalty Trust Indenture, dated September 30, 2002 (the original Royalty Trust Indenture, dated November 1, 1980, having been entered into between Southland Royalty Company and The Fort Worth National Bank, as Trustee), heretofore filed as Exhibit 99.2 to the Trust s Current Report on Form 8-K filed with the Commission on October 1, 2002, is 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), heretofore filed as Exhibit 4(b) to the Trust s Annual Report on Form 10-K filed with the Commission for the fiscal year ended December 31, 2007, is 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 TexasBank, heretofore filed as Exhibit 4(c) to the Trust s Quarterly Report on Form 10-Q filed with the Commission for the quarter ended September 30, 2002, is incorporated herein by reference.*
31	Certification required by Rule 13a-14(a), dated May 11, 2015, by Lee Ann Anderson, Vice President and Senior Trust Officer of Compass Bank, the Trustee of the Trust.**
32	Certification required by Rule 13a-14(b), dated May 11, 2015, by Lee Ann Anderson, 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.

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.

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

By: /s/ Lee Ann Anderson
Lee Ann Anderson
Vice President and Senior Trust Officer

Date: May 11, 2015

(The Trust has no directors or executive officers.)

INDEX TO EXHIBITS

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