

MARINE PETROLEUM TRUST

Form 10-Q

May 15, 2007

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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 March 31, 2007

OR

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934**

For the Transition period from _____ to _____ .

Commission file number 000-08565

Marine Petroleum Trust

(Exact name of registrant as specified in its charter)

Texas

(State or other jurisdiction
of incorporation or organization)

75-6008017

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

Bank of America, N.A.

P.O. Box 830650, Dallas, Texas

(Address of principal executive offices)

75283-0650

(Zip Code)

Registrant's telephone number, including area code (800) 985-0794

None

(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 is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "accelerated filer" and "large accelerated filer" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer ☐ Accelerated filer ☐ Non-accelerated filer ☒

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

Indicate number of units of beneficial interest outstanding as of the latest practicable date:

As of April 30, 2007, we had 2,000,000 units of beneficial interest outstanding.

**MARINE PETROLEUM TRUST
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CONDENSED CONSOLIDATED BALANCE SHEETS****March 31, 2007 and June 30, 2006****(Unaudited)**

	March 31, 2007	June 30, 2006
ASSETS		
Current Assets:		
Cash and cash equivalents	\$ 1,678,603	\$ 1,454,283
Oil and gas royalties receivable	934,430	919,494
Receivable from affiliate	322,545	67,123
Total current assets	\$ 2,935,578	\$ 2,440,900
Investment in affiliate	622,044	343,856
Producing oil and gas properties	7	7
	\$ 3,557,629	\$ 2,784,763
LIABILITIES AND TRUST EQUITY		
Current Liabilities		
Federal income taxes payable	\$ 2,800	\$ 1,800
Trust Equity:		
Corpus authorized 2,000,000 units of beneficial interest, issued 2,000,000 units at nominal value	8	8
Undistributed income	3,554,821	2,782,955
Total trust equity	3,554,829	2,782,963
	\$ 3,557,629	\$ 2,784,763

See accompanying notes to condensed consolidated financial statements.

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MARINE PETROLEUM TRUST AND SUBSIDIARY
CONDENSED CONSOLIDATED STATEMENTS OF INCOME
AND UNDISTRIBUTED INCOME
For the Three Months and Nine Months Ended March 31, 2007 and 2006
(Unaudited)

	Three Months Ended March 31,		Nine Months Ended March 31,	
	2007	2006	2007	2006
Income:				
Oil and gas royalties	\$ 1,291,548	\$ 1,009,414	\$ 3,576,320	\$ 2,536,112
Equity in earnings of affiliate	383,626	36,081	838,906	346,121
Interest income	19,232	11,742	58,478	38,140
	1,694,406	1,057,237	4,473,704	2,920,373
Expenses:				
General and administrative	62,099	73,198	174,543	171,417
Income before Federal income taxes	1,632,307	984,039	4,299,161	2,748,956
Federal income taxes of subsidiary	4,600	1,800	12,000	5,000
Net income	1,627,707	982,239	4,287,161	2,743,956
Undistributed income at beginning of year	3,152,728	2,045,682	2,782,955	3,080,014
	4,780,435	3,027,921	7,070,116	5,823,970
Distributions to unitholders	1,225,614	783,002	3,515,295	3,579,052
Undistributed income at end of year	\$ 3,554,821	\$ 2,244,919	\$ 3,554,821	\$ 2,244,918
Net income per unit	\$ 0.81	\$ 0.49	\$ 2.14	\$ 1.37
Distributions per unit	\$ 0.61	\$ 0.39	\$ 1.76	\$ 1.79

See accompanying notes to condensed consolidated financial statements.

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MARINE PETROLEUM TRUST AND SUBSIDIARY
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
For the Nine Months Ended March 31, 2007 and 2006
(Unaudited)

	Nine Months Ended March 31,	
	2007	2006
Cash flows from operating activities:		
Net income	\$ 4,287,161	\$ 2,743,956
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation		1,137
Equity in undistributed earnings of affiliate	(838,906)	(346,120)
Distributions of earnings of affiliate	560,718	529,079
Change in assets and liabilities:		
Oil and gas royalties receivable	(14,936)	504,659
Receivable from affiliate	(255,422)	178,400
Interest receivable		1,426
Income taxes payable	1,000	2,000
Net cash provided by operating activities	3,739,615	3,614,537
Cash flows from investing activities proceeds from U.S. Agency bonds		200,000
Cash flows used in financing activities distributions to unitholders	(3,515,295)	(3,579,052)
Net increase in cash and cash equivalents	224,320	235,485
Cash and cash equivalents at beginning of period	1,454,283	1,171,006
Cash and cash equivalents at end of period	\$ 1,678,603	\$ 1,406,491

See accompanying notes to condensed consolidated financial statements.

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**MARINE PETROLEUM TRUST AND SUBSIDIARY
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

March 31, 2007

(Unaudited)

Accounting Policies

The financial statements include the financial statements of Marine Petroleum Trust (the Trust) and its wholly-owned subsidiary, Marine Petroleum Corporation (MPC). The financial statements are condensed and should be read in conjunction with the Trust 's annual report on Form 10-K for the fiscal year ended June 30, 2006. The financial statements included herein are unaudited, but in the opinion of management they include all adjustments necessary for a fair presentation of the results of operations for the periods indicated. Operating results for the three and nine months ended March 31, 2007 are not necessarily indicative of the results that may be expected for the fiscal year ending June 30, 2007.

As an overriding royalty owner, actual production results are not known to us until reported by the operator, which could be a period of 60-90 days later than the actual month of production. To comply with accounting principles generally accepted in the United States of America, we must estimate earned but unpaid royalties from this production. To estimate this amount, we utilize historical information based on the latest production reports from the individual leases and current average prices as reported for oil by Chevron Corporation and the well head price for natural gas as reported by the Energy Information Agency, a division of the U.S. Department of Energy for the period under report.

Distributable Income

The Trust 's Indenture provides that the trustee is to distribute all cash in the trust, less an amount reserved for the payment of accrued liabilities and estimated future expenses, to unitholders on the 28th day of March, June, September and December of each year. If the 28th falls on a Saturday, Sunday or legal holiday, the distribution is payable on the immediately preceding business day.

As stated under Accounting Policies above, the financial statements in this Form 10-Q are the condensed and consolidated account balances of the Trust and MPC. However, distributable income is paid from the unconsolidated account balances of the Trust. Distributable income is comprised of (i) royalties from offshore Texas leases owned directly by the Trust, (ii) 98% of the royalties received from offshore Louisiana leases owned by MPC that are paid to the Trust on a quarterly basis, (iii) cash distributions from the Trust 's equity interest in the Tidelands Royalty Trust B (Tidelands), a separate publicly traded royalty trust, (iv) dividends paid by MPC, less (v) administrative expenses incurred by the Trust.

The Trust relies on public records for information regarding drilling operations. The public records available up to the date of this report indicate that there were 36 new well completions made during the nine months ended March 31, 2007 on leases in which the Trust has an interest. Public records also indicate that there were 13 wells in the process of being drilled and 6 permits for wells to be drilled in the future.

Based on the latest public records reviewed by the Trust, there are approximately 230 wells subject to the Trust 's overriding royalty interest that are listed as active oil or natural gas wells on the records of the Minerals Management Service.

The Trust cannot project either net income or distributable net income in the future.

Undistributed Income

A contract between the Trust and MPC provides that 98% of the overriding royalties received by MPC are paid to the Trust each quarter. MPC retains the remaining 2% of the overriding royalties along with other items of income and expense until such time as MPC 's Board of Directors declares a dividend out of the retained earnings. Beginning in the first quarter of 2004 the Board of Directors of MPC has declared quarterly dividends equal to 2%

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of overriding royalties collected each quarter. On March 31, 2007, undistributed income of the Trust and MPC amounted to \$2,662,112 and \$892,709, respectively.

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

Financial Condition Liquidity and Capital Resources

The Trust is a royalty trust that was created in 1956 under the laws of the State of Texas. The Trust is not permitted to engage in any business activity because it was organized for the sole purpose of providing an efficient, orderly, and practical means for the administration and liquidation of rights to payments from certain oil and natural gas leases in the Gulf of Mexico, pursuant to license agreements and amendments between the Trust's predecessors and Gulf Oil Corporation (Gulf). As a result of various transactions that have occurred since 1956, the Gulf interests now are held by Chevron Corporation, Elf Exploration, Inc., and their assignees.

The Trust's rights are generally referred to as overriding royalty interests in the oil and natural gas industry. An overriding royalty interest is created by an assignment by the owner of a working interest. The ownership rights associated with an overriding royalty interest terminate when the underlying lease terminates. All production and marketing functions are conducted by the working interest owners of the leases. Revenues from the overriding royalties are paid to the Trust either (i) on the basis of the selling price of oil, natural gas and other minerals produced, saved or sold, or (ii) at the value at the wellhead as determined by industry standards, when the selling price does not reflect the value at the wellhead.

The Trust holds an overriding royalty interest equal to three-fourths of 1% of the value at the well of any oil, natural gas, or other minerals produced and sold from 59 leases covering 215,136 gross acres located in the Gulf of Mexico. The Trust's overriding royalty interest applies only to existing leases and does not apply to any new leases that Chevron or Elf may acquire. The Trust also owns a 32.6% equity interest in Tidelands. Tidelands has an overriding royalty interest in five leases covering 22,948 gross acres located in the Gulf of Mexico. As a result of this ownership, the Trust receives periodic distributions from Tidelands.

Due to the limited purpose of the Trust as stated in the Trust's Indenture, there is no requirement for capital. The Trust's only obligation is to distribute to unitholders the net income actually collected. As an administrator of oil and natural gas royalty properties, the Trust collects royalties monthly, pays administration expenses, and disburses all net royalties collected to its unitholders each quarter. Because all of the Trust's revenues are invested in liquid funds pending distribution, the Trust does not experience any liquidity problems.

The Trust's Indenture (and MPC's charter and by-laws) expressly prohibits the operation of any kind of trade or business. The Trust's oil and natural gas properties are depleting assets and are not being replaced due to the prohibition against these investments. Because of these restrictions, the Trust does not require short term or long term capital. These restrictions, along with other factors, allow the Trust to be treated as a grantor trust. Thus, all income and deductions, for tax purposes, should flow through to each individual unitholder. The Trust is not a taxable entity.

Critical Accounting Policies

As an overriding royalty owner, actual production results are not known to us until reported by the operator, which could be a period of 60-90 days later than the actual month of production. To comply with accounting principles generally accepted in the United States of America, we must estimate earned but unpaid royalties from this production. To estimate this amount, we utilize historical information based on the latest production reports from the individual leases and current average prices as reported for oil by Chevron USA and the well head price for natural gas as reported by the Energy Information Agency, a division of the U.S. Department of Energy for the period under report.

We did not have any changes in our critical accounting policies or in our significant accounting estimates during the nine months ended March 31, 2007. Please see our annual report on Form 10-K for the year ended June 30, 2006 for a detailed discussion of our critical accounting policies.

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The Trust realized 59% of its revenue from the sale of oil and 41% from the sale of natural gas during the nine months ended March 31, 2007. Revenue includes estimated royalties of oil and natural gas produced but payment for that production has not been received from producers.

Distributions fluctuate from quarter to quarter due to changes in oil and natural gas prices and production quantities. Net income is determined by the revenue from oil and natural gas produced and sold during the accounting period. Distributions, however, are determined by the cash available to the Trust on the determination date.

Current operations and hurricane damage. Wells in the South Timbalier Block 131, South Marsh Island Block 48 and East Cameron Block 64 fields remained shut in during the current quarter. The Minerals Management Service granted a suspension of production on these fields until the second quarter of 2007.

Summary Review of Operating Results

Net income for the nine months ended March 31, 2007 increased approximately 56% to \$2.14 per unit as compared to \$1.37 per unit for the comparable period in 2006. Oil production for the nine months ended March 31, 2007 increased approximately 11,700 barrels and natural gas production increased approximately 79,600 mcf from the levels realized in the comparable period in 2006. For the nine months ended March 31, 2007, the average price realized for a barrel of oil increased \$5.03 over the price realized in the comparable period in 2006 and the average price realized for a thousand cubic feet (mcf) of natural gas decreased \$2.26 over the price realized in the comparable period in 2006.

Distributions to unitholders amounted to \$1.76 per unit for the nine months ended March 31, 2007, a decrease of approximately 2% from the \$1.79 distribution for the comparable period in 2006.

The following table presents the net production quantities of oil and natural gas and net income and distributions per unit for the last five quarters.

Quarter	Production (1)		Net Income	Cash Distribution
	Oil (bbls)	Natural Gas (mcf)		
March 31, 2006	7,482	61,295	0.49	0.39
June 30, 2006	13,704	85,681	0.72	0.45
September 30, 2006	12,327	54,523	0.68	0.57
December 31, 2006	7,975	108,885(2)	0.65	0.58
March 31, 2007	13,089	62,392	0.81	0.61

(1) Excludes the Trust's equity interest in Tidelands.

(2) Natural gas volumes for December 31, 2006 reflect the increased demand due to summer and fall weather conditions.

The Trust's revenues are derived from the oil and natural gas production activities of unrelated parties. The Trust's revenues and distributions fluctuate from period to period based upon factors beyond the Trust's control, including, without limitation, the number of productive wells drilled and maintained on leases subject to the Trust's interest, the

level of production over time from such wells and the prices at which the oil and natural gas from such wells are sold. The Trust believes that it will continue to have enough revenues to allow distributions to be made to unitholders for the foreseeable future, although no assurance can be made regarding the amount of any future distributions. The foregoing sentence is a forward-looking statement. For more information, see Forward-Looking Statements. Actual results may differ from expected results because of reductions in the price or demand for oil and natural gas, which might then lead to decreased production; reductions in production due to the depletion of

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existing wells or disruptions in service, which may be caused by storm damage to production facilities, blowouts or other production accidents, or geological changes such as cratering of productive formations; and the expiration or release of leases subject to the Trust's interests.

Important aspects of the Trust's operations are conducted by third parties. Oil and natural gas companies that lease tracts subject to the Trust's interests are responsible for the production and sale of oil and natural gas and the calculation of royalty payments to the Trust. The Trust's distributions are processed and paid by Mellon Investor Services LLC as the agent for the trustee of the Trust.

Results of Operations Three Months Ended March 31, 2007 and 2006

Net income increased 66% to \$1,627,707 for the three months ended March 31, 2007, from \$982,239 realized for the comparable three months in 2006.

Oil and gas production in the three months ended March 31, 2007 increased substantially over the volumes realized in the quarter ended March 31, 2006. Production in the three months ended March 31, 2006 was down due to the damages caused by Hurricane Katrina in the fall of 2005. Other factors include an increase in the price realized for crude oil which was offset somewhat by a decrease in the price realized for natural gas.

The Trust's revenue is dependent on the operations of the working interest owners of the leases burdened with the Trust's overriding royalty interest. The only obligation of the working interest owners to the Trust is to make monthly overriding royalty payments of the Trust's interest in the oil and natural gas sold. The volume of oil and gas produced and its selling price are primary factors in the calculation of overriding royalty payments. Production is affected by the declining capability of the producing wells, the number of new wells drilled, the number of existing wells re-worked and placed back in production. Production from existing wells is anticipated to decrease in the future due to normal well depletion. The Trust has no input with the operators regarding future drilling operations which could impact the Trust's future oil and natural gas production.

Revenue from oil royalties, excluding the Trust's equity interest in Tidelands, for the three months ended March 31, 2007 increased 95% to approximately \$816,000, from approximately \$418,000 realized for the comparable three months in 2006. There was a 75% increase in production and a 12% increase in the price realized.

Revenue from natural gas royalties, excluding the Trust's equity interest in Tidelands, decreased 20% to approximately \$475,000 from approximately \$593,000 for the comparable three months in 2006. There was a 2% increase in production and a 21% decrease in the price realized.

Income from the Trust's equity in Tidelands increased approximately 963% for the three months ended March 31, 2007 as compared to the comparable three months of 2006. The wells on West Cameron Block 165 that were shut-in due to hurricane damage to the pipeline transporting the natural gas from this field were back on production during the current quarter.

The following table presents the quantities of oil and natural gas sold and the average price realized from current operations for the three months ended March 31, 2007, and those realized in the comparable three months in 2006, excluding the Trust's equity interest in Tidelands.

	Three Months Ended March 31,	
	2007	2006
OIL		
Barrels sold	13,089	7,482
Average price	\$ 62.35	\$ 55.87
NATURAL GAS		
Mcf sold	62,392	61,295
Average price	\$ 7.62	\$ 9.67

Table of Contents**Results of Operations Nine Months Ended March 31, 2007 and 2006**

Net income increased 56% to \$4,287,161 for the nine months ended March 31, 2007, from \$2,743,956 realized for the comparable nine months in 2006.

Operations in the Gulf of Mexico during the nine months ended March 31, 2006 were affected by two hurricanes. Hurricane Katrina made landfall near New Orleans on August 29, 2005 and Hurricane Rita made landfall near Port Arthur on September 24, 2005. Because of these storms, a number of fields were shut in during the nine months ended March 31, 2006.

The Trust's revenue is dependent on the operations of the working interest owners of the leases burdened with the Trust's overriding royalty interest. The only obligation of the working interest owners to the Trust is to make monthly overriding royalty payments of the Trust's interest in the oil and natural gas sold. The volume of oil and gas produced and its selling price are primary factors in the calculation of overriding royalty payments. Production is affected by the declining capability of the producing wells, the number of new wells drilled, the number of existing wells re-worked and placed back in production. Production from existing wells is anticipated to decrease in the future due to normal well depletion. The Trust has no input with the operators regarding future drilling operations which could impact the Trust's future oil and natural gas production.

Revenue from oil royalties, excluding the Trust's equity interest in Tidelands, for the nine months ended March 31, 2007 increased 68% to approximately \$2,099,000, from approximately \$1,251,000 realized for the comparable nine months in 2006. There was a 54% increase in production and a 9% increase in the price realized.

Revenue from natural gas royalties, excluding the Trust's equity interest in Tidelands, increased 15% to approximately \$1,477,000 from approximately \$1,286,000 for the comparable nine months in 2006. There was a 55% increase in production and a 26% decrease in the price realized.

Income from the Trust's equity in Tidelands increased approximately 142% for the nine months ended March 31, 2007 as compared to the comparable nine months of 2006. The wells on West Cameron Block 165 that were shut-in due to hurricane damage to the pipeline transporting the natural gas from this field were back in production during the current nine-month period.

The following table presents the quantities of oil and natural gas sold and the average price realized from current operations for the nine months ended March 31, 2007, and those realized in the comparable nine months in 2006, excluding the Trust's equity interest in Tidelands.

	Nine Months Ended March 31,	
	2007	2006
OIL		
Barrels sold	33,391	21,632
Average price	\$ 62.86	\$ 57.83
NATURAL GAS		
Mcf sold	225,800	146,130
Average price	\$ 6.54	\$ 8.80

State Tax Considerations

In May 2006, the State of Texas passed legislation to implement a new margin tax at a rate of 1% to be imposed on revenues less certain costs, as specifically set forth in the new legislation. The effective date of the new legislation is January 1, 2008, but the tax generally will be imposed on revenues generated in 2007 and thereafter. Entities subject to tax generally include trusts unless otherwise exempt, and most other types of entities. Trusts that meet certain statutory requirements are generally exempt from the margin tax as passive entities. Although the income of the Trust is passive as it consists primarily of royalty income from the sale of crude oil and natural gas, there is no clear authority that the Trust satisfies all the margin tax statutory requirements for the exemption for

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passive entities to apply. Therefore, pending additional legislative action or the issuance of applicable administrative rules promulgated by the Texas Comptroller, it is uncertain whether the Trust would be exempt from the margin tax as a passive entity or subject to the margin tax at the trust level. Approximately 65% of the Trust's royalty income is generated in Texas.

If the Trust is exempt from the margin tax at the Trust level as a passive entity, each unitholder that is a taxable entity would generally include its share of the Trust's revenue in its margin tax computation. If, however, the margin tax is imposed on the Trust at the Trust level, each unitholder would generally exclude its share of the Trust's net income from its margin tax calculation.

Each unitholder is urged to consult his own tax advisor regarding the requirements for filing state tax returns.

Forward-Looking Statements

The statements discussed in this quarterly report on Form 10-Q regarding our future financial performance and results, and other statements that are not historical facts, are forward-looking statements as defined in Section 27A of the Securities Act of 1933. We use the words may, expect, anticipate, estimate, believe, continue, intend, or other similar words to identify forward-looking statements. You should read statements that contain these words carefully because they discuss future expectations, contain projections of our financial condition, and/or state other

forward-looking information. Events may occur in the future that we are unable to accurately predict, or over which we have no control. If one or more of these uncertainties materialize, or if underlying assumptions prove incorrect, actual outcomes may vary materially from those forward-looking statements included in this Form 10-Q.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

As described elsewhere herein, the Trust's only function is to collect overriding royalties from leases operated by others and distribute those royalties to its unitholders after paying the cost of collection and administration. The Trust's income is highly dependent on the prices realized from the sale of oil and natural gas. Oil and natural gas prices have historically experienced significant volatility. The Trust does not attempt to manage its commodity price risk through the use of fixed price contracts or financial derivatives.

Due to the short span of time between receipts and disbursements, cash held by the Trust is held in a non-interest bearing trust account.

Oil and natural gas royalties received by MPC prior to payment of the 98% net profits interest are held in money market accounts that invest in U.S. Treasury securities and are considered not at risk.

The retained earnings of MPC are held in either money market accounts or U.S. Treasury or agency securities to be held to maturity. Funds held in money market accounts and U.S. Treasury securities that mature in less than one year are considered not at risk.

Item 4. Controls and Procedures

Bank of America, N.A., as Trustee of the Trust, is responsible for establishing and maintaining the Trust's disclosure controls and procedures. These controls and procedures were designed to ensure that material information relating to the Trust and its subsidiary is communicated to the Trustee. As of the end of the period covered by this report, the Trustee evaluated the effectiveness of the design and operation of the Trust's disclosure controls and procedures pursuant to Exchange Act Rules 13a-15 and 15d-15. Based upon that evaluation, the Trustee concluded that the Trust's disclosure controls and procedures are effective to ensure that information required to be disclosed by the Trust in the reports that it files or submits under the Exchange Act (i) is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms and (ii) is accumulated and communicated to the Trustee to allow timely decisions regarding required disclosure. There has not been any change in the Trust's internal control over financial reporting during the period covered by this report

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that has materially affected, or is reasonably likely to materially affect, the Trust's internal control over financial reporting.

PART II. OTHER INFORMATION

Item 6. Exhibits

The following exhibits are included herein:

31.1 Certification of the Corporate Trustee pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

32.1 Certification of the Corporate Trustee pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

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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.

MARINE PETROLEUM TRUST

Bank of America, N.A., Trustee

May 15, 2007

By: /s/ RON E. HOOPER

Ron E. Hooper

Senior Vice President

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**Marine Petroleum Trust
c/o Bank of America, N.A.
P.O. Box 830650
Dallas, Texas 75283-0650**