

MARINE PETROLEUM TRUST

Form 10-Q

November 06, 2009

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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, 2009

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.)

c/o The Corporate Trustee:

**U.S. Trust, Bank of America Private Wealth
Management**

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 has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

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

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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 November 5, 2009, Marine Petroleum Trust had 2,000,000 units of beneficial interest outstanding.

**MARINE PETROLEUM TRUST
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MARINE PETROLEUM TRUST AND SUBSIDIARY
CONSOLIDATED STATEMENTS OF ASSETS, LIABILITIES AND TRUST CORPUS
As of September 30, 2009 and June 30, 2009

	September 30, 2009 (Unaudited)	June 30, 2009 (Audited)
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 1,176,029	\$ 1,038,850
Federal income taxes refundable	14,425	14,425
Producing oil and gas properties	7	7
Total assets	\$ 1,190,461	\$ 1,053,282
LIABILITIES AND TRUST CORPUS		
Current liabilities:		
Federal income taxes payable	\$	\$
Total current liabilities	\$	\$
Trust corpus authorized 2,000,000 units of beneficial interest, issued 2,000,000 units at nominal value	\$ 1,190,461	\$ 1,053,282
	\$ 1,190,461	\$ 1,053,282

See accompanying notes to condensed consolidated financial statements.

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MARINE PETROLEUM TRUST AND SUBSIDIARY
CONDENSED CONSOLIDATED STATEMENTS OF DISTRIBUTABLE INCOME
For the Three Months Ended September 30, 2009 and 2008
(Unaudited)

	Three Months Ended	
	September 30,	
	2009	2008
Income:		
Oil and gas royalties	\$ 448,556	\$1,480,498
Oil and gas royalties from affiliate	248,858	284,937
Interest income	11	7,939
Total income	\$ 697,425	\$1,773,374
Expenses:		
General and administrative	\$ 68,241	\$ 119,455
Distributable income before Federal income taxes	629,184	1,653,919
Federal income taxes of subsidiary		3,600
Distributable income	\$ 629,184	\$1,650,319
Distributable income per unit	\$ 0.31	\$ 0.83
Distributions per unit	\$ 0.25	\$ 0.77
Units outstanding	2,000,000	2,000,000

See accompanying notes to condensed consolidated financial statements.

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**MARINE PETROLEUM TRUST AND SUBSIDIARY
CONSOLIDATED STATEMENTS OF CHANGES IN TRUST CORPUS
For the Three Months Ended September 30, 2009 and 2008
(Unaudited)**

	Three Months Ended September 30,	
	2009	2008
Trust corpus, beginning of period	\$ 1,053,282	\$ 1,670,467
Distributable income	629,184	1,650,319
Distributions to unitholders	492,005	1,539,573
Trust corpus, end of period	\$ 1,190,461	\$ 1,781,213

See accompanying notes to condensed consolidated financial statements.

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**MARINE PETROLEUM TRUST AND SUBSIDIARY
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
September 30, 2009
(Unaudited)**

Note 1. Accounting Policies

The financial statements include the financial statements of Marine Petroleum Trust (the Trust) and its wholly-owned subsidiary, Marine Petroleum Corporation (MPC, and collectively with the Trust, Marine). The financial statements are condensed and consolidated and should be read in conjunction with Marine s Annual Report on Form 10-K for the fiscal year ended June 30, 2009. The financial statements included herein are unaudited, but in the opinion of the trustee of the Trust, they include all adjustments necessary for a fair presentation of the results of operations for the periods indicated. Operating results for the interim periods reported herein are not necessarily indicative of the results that may be expected for the fiscal year ending June 30, 2010.

Note 2. Basis of Accounting

The financial statements of Marine are prepared on the modified cash basis method and are not intended to present financial position and results of operations in conformity with accounting principles generally accepted in the United States of America (GAAP). Under the modified cash basis method:

Royalty income is recognized in the month when received by Marine.

Marine s expenses (which include accounting, legal, and other professional fees, trustees fees and out-of-pocket expenses) are recorded on an accrual basis. Reserves for liabilities that are contingent or uncertain in amount may also be established if considered necessary.

Distributions to unitholders are recognized when declared by the trustee of the Trust.

The financial statements of Marine differ from financial statements prepared in conformity with GAAP because of the following:

Royalty income is recognized in the month received rather than in the month of production.

Reserves may be established for contingencies that would not be recorded under GAAP.

This comprehensive basis of accounting corresponds to the accounting principles permitted for royalty trusts by the U.S. Securities and Exchange Commission (the SEC), as specified by Staff Accounting Bulletin Topic 12:E, Financial Statements of Royalty Trusts.

Note 3. Distributable Income

The Trust s Indenture (the 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 day falls on a Saturday, Sunday or legal holiday, the distribution is payable on the immediately succeeding business day.

As stated under Accounting Policies above, the financial statements in this Quarterly Report on Form 10-Q are the condensed and consolidated account balances of the Trust and MPC. However, distributable income is paid from the 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, which are retained by and delivered to the Trust on a quarterly basis, (iii) cash distributions from the Trust s interest in Tideland Royalty Trust B (Tideland), a separate publicly traded royalty trust, (iv) dividends paid by MPC, less (v) administrative expenses incurred by the Trust. Distributions fluctuate from quarter to quarter primarily due to changes in oil and natural gas prices and production quantities.

Table of Contents**Note 4. Subsequent Event**

Subsequent events have been evaluated through November 6, 2009, the issue date of the condensed consolidated financial statements of Marine for the quarter ended September 30, 2009.

Note 5. Investment in Affiliate Tidelands Royalty Trust B

At September 30, 2009 and 2008, the Trust owned 32.6% of the outstanding units of beneficial interest in Tidelands.

The following summary financial statements have been derived from the unaudited consolidated financial statements of Tidelands:

TIDELANDS CONSOLIDATED STATEMENTS OF DISTRIBUTABLE INCOME

	Three Months Ended September 30,	
	2009	2008
Income	\$ 793,305	\$ 1,390,370
Expenses	66,819	107,525
Distributable income before Federal income taxes	726,486	1,282,845
Federal income taxes of Tidelands subsidiary	3,800	13,100
Distributable income	\$ 722,686	\$ 1,269,745

Tidelands is a reporting company under the Securities Exchange Act of 1934, as amended, and has filed its Annual Report on Form 10-K for the fiscal year ended December 31, 2008. Consolidated statements of distributable income data concerning Tidelands has been presented through September 30, 2008, the latest period for which such information is publicly available in Tidelands Quarterly Report on Form 10-Q for the period ended September 30, 2009. Reference should be made to Tidelands public filings for current information concerning Tidelands and its financial position and results of operations.

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

Organization

The Trust is a royalty trust that was created in 1956 under the laws of the State of Texas. U.S. Trust, Bank of America Private Wealth Management serves as corporate trustee (the Trustee). The Indenture provides that the term of Trust will expire on June 1, 2021, unless extended by the vote of the holders of a majority of the outstanding units of beneficial interest. 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 (Chevron) and its assignees. The Trust holds title to interests in properties that are situated offshore of Texas.

The Trust's wholly-owned subsidiary, MPC, holds title to interests in properties that are situated offshore of Louisiana because at the time the Trust was created, trusts could not hold these interests under Louisiana law. MPC is prohibited from engaging in a trade or business and does only those things necessary for the administration and liquidation of its properties.

Marine'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 in an oil or gas lease. The royalty 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. Income from overriding royalties is paid to Marine either (i) on the basis of the selling price of oil, natural gas and other minerals produced, saved and 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 Trustee assumes that some units of beneficial interest are held by middlemen, as such term is broadly defined in U.S. Treasury Regulations (and includes custodians, nominees, certain joint owners, and brokers holding an interest for a customer in street name). Therefore, the Trustee considers the Trust to be a widely held fixed investment trust (WHFIT) for U.S. Federal income tax purposes. Accordingly, the Trust will provide tax information in accordance with applicable U.S. Treasury Regulations governing the information reporting requirements of the Trust as a WHFIT. The representative of the Trust that will provide the required information is U.S. Trust, Bank of America Private Wealth Management and the contact information for the representative is as follows:

U.S. Trust, Bank of America Private Wealth Management

P.O. Box 830650

Dallas, Texas 75283-0650

Telephone number: (800) 985-0794

Each unitholder should consult his or her own tax advisor for compliance matters.

Liquidity and Capital Resources

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 distributable 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.

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. These restrictions, along with other factors, allow the Trust to be treated as a grantor trust. As a grantor trust, all income and deductions for state and U.S. Federal tax purposes generally flow through to each individual unitholder. In May 2006, the State of Texas passed legislation to implement a new franchise or margin tax. The Trust does not believe that it is subject to the franchise tax because at least 90% of

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its income is from passive sources. Please see Marine's Annual Report on Form 10-K for the fiscal year ended June 30, 2009 for further information. MPC is a taxable entity and pays state and U.S. Federal taxes on its income. However, MPC's income specifically excludes 98% of oil and natural gas royalties collected by MPC, which are retained by and delivered to the Trust in respect of the Trust's net profits interest.

The Leases

Marine relies on public records for information regarding drilling operations. The public records available up to the date of this report indicate that there were three new well completions made during the three months ended September 30, 2009 on leases in which Marine has an interest. Public records also indicate that there were three wells in the process of being drilled and no permits for wells to be drilled in the future.

Marine 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 58 leases covering 209,376 gross acres located in the Gulf of Mexico. Marine's overriding royalty interest applies only to existing leases and does not apply to any new leases that Chevron may acquire. The Trust also owns a 32.6% 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.

Critical Accounting Policies and Estimates

In accordance with SEC Staff Accounting Bulletin Topic 12:E, Financial Statements of Royalty Trusts, Marine uses the modified cash basis method of accounting. Under this accounting method, royalty income is recorded when received, and distributions to unitholders are recorded when declared by the Trustee of the Trust. Expenses of Marine (which include accounting, legal, and other professional fees, trustees' fees and out-of-pocket expenses) are recorded on an accrual basis. Marine also reports distributable income instead of net income under the modified cash basis method of accounting. Cash reserves are permitted to be established by the Trustee for certain contingencies that would not be recorded under GAAP.

Marine did not have any changes in critical accounting policies or in significant accounting estimates during the three months ended September 30, 2009. Please see Marine's Annual Report on Form 10-K for the fiscal year ended June 30, 2009 for a detailed discussion of critical accounting policies.

General

During the three months ended September 30, 2009, Marine realized 66.4% of its royalty income from the sale of oil and 33.6% from the sale of natural gas, excluding its interest in Tidelands. Royalty income consists of oil and natural gas royalties received from producers.

Marine's royalty income is derived from the oil and natural gas production activities of unrelated parties. Marine's royalty income fluctuates from period to period based upon factors beyond Marine's control, including, without limitation, the number of productive wells drilled and maintained on leases subject to Marine'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.

Important aspects of Marine's operations are conducted by third parties. Marine's royalty income is dependent on the operations of the working interest owners of the leases on which Marine has an overriding royalty interest. The oil and natural gas companies that lease tracts subject to Marine's interests are responsible for the production and sale of oil and natural gas and the calculation of royalty payments to Marine. The only obligation of the working interest owners to Marine is to make monthly overriding royalty payments of Marine's interest in the oil and natural gas sold. Marine's distributions are processed and paid by American Stock Transfer & Trust Company, LLC as the agent for Marine.

The volume of oil and natural 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 and the number of existing wells re-worked and placed back in production. Production from

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existing wells is anticipated to decrease in the future due to normal well depletion. Marine has no input with the operators regarding future drilling or re-working operations which could impact the oil and natural gas production on the leases on which Marine has an overriding royalty interest.

Hurricanes Gustav and Ike

In September 2008, Hurricanes Gustav and Ike hit the Gulf Coast, which generally caused (i) a disruption of oil and natural gas production, (ii) damage to offshore production platforms and (iii) damage to onshore oil and natural gas pipeline facilities.

Because Marine is not the operator of the leases on which it has an overriding royalty interest, Marine has received limited information regarding the effects of the hurricanes on production. However, based on the limited information that Marine has received from operators and from data from the Minerals Management Service records and publications, Marine believes that all significant leases in which Marine has an interest that experienced a disruption in production were back on production by the third quarter of 2009. Production volumes may be slow to reach and may not reach the volumes realized before damage was caused by the hurricanes. The Minerals Management Service is a division of the U.S. government.

In general, Marine receives royalties two months after oil production and three months after natural gas production. The distribution to be paid in December 2009 will generally be based on production in July, August, September and October of 2009. At this time, Marine is unable to predict the extent to which this distribution will be affected by the damage caused by the hurricanes.

To Marine's knowledge, there were no platforms destroyed on the leases on which Tidelands has an overriding royalty interest, and Marine has been advised that the wells on these leases were generally only shut-in for a short period of time. The revenue received from Marine's equity interest in Tidelands accounted for approximately 50% of the distribution per unit paid in September 2009.

Summary of Operating Results

Distributable income per unit for the three months ended September 30, 2009 decreased 62.7% to \$0.31 as compared to \$0.83 for the comparable period in 2008. Distributions to unitholders amounted to \$0.25 per unit for the three months ended September 30, 2009, a decrease of \$0.52 per unit from the distributions for the comparable period in 2008. During the three months ended September 30, 2009, the difference between distributable income per unit and distributions per unit resulted from timing differences between the closing of the financial statements and the determination date of the distribution amount to unitholders.

For the three months ended September 30, 2009, oil production decreased 1,977 barrels and natural gas production decreased 5,004 thousand cubic feet (mcf) from the levels realized in the comparable period in 2008. For the three months ended September 30, 2009, the average price realized for a barrel of oil decreased \$75.04 from the price realized in the comparable period in 2008 and the average price realized for an mcf of natural gas decreased \$9.01 from the price realized in the comparable period in 2008.

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

Quarter Ended	Net Production Quantities ⁽¹⁾		Distributable Income Per Unit	Distribution Per Unit
	Oil (bbls)	Natural Gas (mcf)		
September 30, 2008	6,972	41,078	\$ 0.83	\$ 0.77
December 31, 2008	3,573	28,385	\$ 0.49	\$ 0.89
March 31, 2009	2,130	28,473	\$ 0.30	\$ 0.30
June 30, 2009	4,210	16,794	\$ 0.29	\$ 0.26
September 30, 2009	4,995	36,074	\$ 0.31	\$ 0.25

(1)

Excludes the
Trust's interest
in Tidelands.

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Distributable income decreased 61.9% to \$629,184 for the three months ended September 30, 2009 from \$1,650,319 realized for the comparable three months in 2008. Marine believes that the primary reason royalties were down for the three months ended September 30, 2009 was the 55.7% decrease in the price of oil and the 68.4% decrease in the price of natural gas. In addition, for the three months ended September 30, 2009, oil production decreased 28.4% and natural gas production decreased 12.2%.

Excluding the Trust's interest in Tidelands, oil and gas production (barrels of oil equivalent) in the three months ended September 30, 2009 decreased 19.8% from the volumes realized in the quarter ended September 30, 2008, with a 28.4% decrease in the production of oil and a 12.2% decrease in the production of natural gas.

Income from oil royalties, excluding the Trust's interest in Tidelands, for the three months ended September 30, 2009 decreased 68.3% to \$297,967 from \$939,032 realized for the comparable three months in 2008. There was a 28.4% decrease in production and a 55.7% decrease in the price realized.

Income from natural gas royalties, excluding the Trust's interest in Tidelands, for the three months ended September 30, 2009 decreased 72.2% to \$150,589 from \$541,466 for the comparable three months in 2008. There was a 12.2% decrease in production and a 68.4% decrease in the price realized.

Income from the Trust's interest in Tidelands decreased approximately 12.7% for the three months ended September 30, 2009 as compared to the comparable three months of 2008.

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 September 30, 2009, and those realized in the comparable three months in 2008, excluding the Trust's interest in Tidelands.

	Three Months Ended September 30,		% Change
	2009 (Unaudited)	2008 (Unaudited)	
Oil			
Barrels sold	4,995	6,972	(28.4)%
Average price	\$ 59.65	\$ 134.69	(55.7)%
Natural gas			
Mcf sold	36,074	41,078	(12.2)%
Average price	\$ 4.17	\$ 13.18	(68.4)%

General and administrative expenses decreased 42.9% to \$68,241 in the three months ended September 30, 2009 from \$119,455 in the prior year period, primarily due to decreased professional fees and expenses.

Forward-Looking Statements

The statements discussed in this Quarterly Report on Form 10-Q regarding Marine's 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. This report uses the words may, expect, anticipate, estimate, believe, continue, plan, budget, 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 Marine's financial condition, and/or state other forward-looking information. Actual results may differ from expected results because of: reductions in price or demand for oil and natural gas, which might then lead to decreased production; reductions in production due to the depletion of 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 Marine's interests. Additional risks are set forth in Marine's Annual Report on Form 10-K for the year ended June

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30, 2009. Events may occur in the future that Marine is unable to accurately predict or over which it has 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 Quarterly Report on Form 10-Q.

Website

Marine has an Internet website and has made available its Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K, and amendments to such reports, filed or furnished pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended, at www.marps-marinepetroleumtrust.com. Each of these reports will be posted on this website as soon as reasonably practicable after such report is electronically filed with or furnished to the SEC.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

Marine did not experience any significant changes in market risk during the period covered by this Quarterly Report on Form 10-Q. Marine's market risk is described in more detail in Item 7A: Quantitative and Qualitative Disclosures About Market Risk in its Annual Report on Form 10-K for the fiscal year ended June 30, 2009.

Item 4T. Controls and Procedures

Conclusion Regarding the Effectiveness of Disclosure Controls and Procedures

U.S. Trust, Bank of America Private Wealth Management, as Trustee of the Trust, is responsible for establishing and maintaining Marine's disclosure controls and procedures. These controls and procedures are designed to ensure that material information relating to Marine is communicated to the Trustee. As of the end of the period covered by this Quarterly Report on Form 10-Q, the Trustee carried out an evaluation of the effectiveness of the design and operation of Marine's disclosure controls and procedures pursuant to Rules 13a-15 and 15d-15 of the Securities Exchange Act of 1934, as amended. Based upon that evaluation, the Trustee concluded that Marine's disclosure controls and procedures were effective as of the end of the period covered by this Quarterly Report on Form 10-Q.

Changes in Internal Control Over Financial Reporting

There has not been any change in Marine's internal control over financial reporting during the period covered by this Quarterly Report on Form 10-Q that has materially affected, or is reasonably likely to materially affect, Marine's internal control over financial reporting.

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PART II. OTHER INFORMATION

Item 1A. Risk Factors

As of the date of this filing, there have been no material changes from the risk factors previously disclosed in the Risk Factors in Marine's Annual Report filed on Form 10-K for the fiscal year ended June 30, 2009 except as follows:

Cash held by the Trustee is not insured by the Federal Deposit Insurance Corporation.

Currently, cash held by Marine reserved for the payment of accrued liabilities and estimated future expenses and distributions to unitholders is typically held in cash deposits, U.S. Treasury and agency bonds and money market accounts. Marine places such reserve cash with financial institutions that Marine considers credit worthy and limits the amount of credit exposure from any one financial institution. However, none of these accounts are insured by the Federal Deposit Insurance Corporation. In the event that any such financial institution becomes insolvent, Marine may be unable to recover any or all such cash from the insolvent financial institution. Any loss of such cash may have a material adverse effect on Marine's cash balances and any distributions to unitholders.

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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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

U.S. Trust, Bank of America Private Wealth
Management, *Trustee*

November 6, 2009

By: /s/ Ron E. Hooper
Ron E. Hooper
Senior Vice President

12

"right"> (6,000) (6,000)

Total

(2,174,000) (2,174,000) (1,293,000) (1,293,000)

Income (loss) before provision for income taxes

\$2,312,000 \$(2,037,000) \$(2,174,000) \$(1,899,000) \$1,852,000 \$(1,909,000) \$(1,293,000) \$(1,350,000)

Depreciation expense

\$193,000 \$92,000 \$44,000 \$329,000 \$182,000 \$96,000 \$43,000 \$321,000

Six Months Ended June 30, 2009**Six Months Ended June 30, 2008**

	Six Months Ended June 30, 2009			Six Months Ended June 30, 2008				
	Email Encryption	e-Prescribing	Corporate	Total	Email Encryption	e-Prescribing	Corporate	Total
Revenues	\$ 12,621,000	\$ 2,006,000	\$	\$ 14,627,000	\$ 10,956,000	\$ 3,201,000	\$	\$ 14,157,000
Cost of revenues	2,101,000	2,738,000		4,839,000	2,109,000	3,013,000		5,122,000
Gross profit	10,520,000	(732,000)		9,788,000	8,847,000	188,000		9,035,000
Direct expenses	5,735,000	3,594,000		9,329,000	5,623,000	3,552,000		9,175,000
Segment contribution (loss)	4,785,000	(4,326,000)		459,000	3,224,000	(3,364,000)		(140,000)
Unallocated (expense) / Income:								
Selling, general and			(4,021,000)	(4,021,000)			(3,175,000)	(3,175,000)

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administrative Investment and other income			147,000	147,000			338,000	338,000
Interest expense			(6,000)	(6,000)				
Total			(3,880,000)	(3,880,000)			(2,837,000)	(2,837,000)
Income (loss) before provision for income taxes	\$ 4,785,000	\$ (4,326,000)	\$ (3,880,000)	\$ (3,421,000)	\$ 3,224,000	\$ (3,364,000)	\$ (2,837,000)	\$ (2,977,000)
Depreciation expense	\$ 385,000	\$ 179,000	\$ 84,000	\$ 648,000	\$ 370,000	\$ 193,000	\$ 86,000	\$ 649,000

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Revenues from international customers and long lived assets outside of the United States (U.S.) are not material to the condensed consolidated financial statements.

As mentioned above, the Company generally does not allocate resources based on assets; however, for disclosure purposes total assets by segment are shown below. Assets reported under each segment include only those that provide a direct and exclusive benefit to that segment. Assets assigned to each segment include accounts receivable and related allowances, prepaid and other assets, property and equipment and related accumulated depreciation, goodwill, and intangible assets and related accumulated amortization. All other corporate and shared assets are recorded under Corporate.

	June 30, 2009	December 31, 2008
Total assets:		
Email Encryption	\$ 3,662,000	\$ 3,335,000
e-Prescribing	563,000	664,000
Corporate	14,559,000	15,358,000
Total assets	\$ 18,784,000	\$ 19,357,000

4. Stock Options and Stock-based Employee Compensation

As of June 30, 2009, there were 9,661,326 options outstanding and 1,516,051 available for grant. Of this amount, 1,125,403 options were available for grant to employees, non-director consultants and advisors, and 390,648 were available for grant to the Company's directors. For the three-month and six-month periods ended June 30, 2009, the total stock-based employee compensation expense was recorded to the following line items of the Company's condensed consolidated statements of operations:

	Three Months Ended June 30, 2009	Six Months Ended June 30, 2009
Cost of revenues	\$ 59,000	\$ 185,000
Research and development	49,000	150,000
Selling, general and administrative	415,000	1,018,000
Stock-based compensation expense	\$ 523,000	\$ 1,353,000

There were no stock options exercised for the three-month and six-month periods ended June 30, 2009, and 4,975 options exercised in the three-month period ended June 2008. The recorded excess tax benefit related to the comparable periods in 2009 and 2008 was \$0 and \$7,000, respectively. A deferred tax asset totaling \$422,000 and \$382,000, resulting from stock-based compensation expense relating to the Company's U.S. operations, was recorded for the six-month periods ended June 30, 2009 and 2008, respectively. These deferred tax assets were fully reserved because of the Company's historical net losses for its U.S. operations. As of June 30, 2009, there was \$2,779,000 of total unrecognized stock-based compensation related to non-vested stock-based compensation awards granted under the stock option plans. This cost is expected to be recognized over a weighted average period of 0.81 years.

Stock Option Activity

The following is a summary of all stock option transactions for the three months ended June 30, 2009:

Weighted	Weighted Average Remaining	Aggregate
-----------------	-----------------------------------	------------------

	Shares	Average Exercise Price	Contractual Term (Yrs)	Intrinsic Value
Outstanding at March 31, 2009	9,687,604	\$ 4.47		
Granted at market price	3,000	\$ 1.22		
Cancelled or expired	(29,278)	\$ 3.04		
Exercised		\$		
Outstanding at June 30, 2009	9,661,326	\$ 4.48	6.23	\$ 204,000
Options exercisable at June 30, 2009	7,997,462	\$ 4.79	5.74	\$ 66,000

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At June 30, 2009, we had 630,277 stock options outstanding in which the exercise price was lower than the market value of the Company's common stock.

For additional information regarding the Company's Stock Options and Stock-based Employee Compensation, see Note 4 to the audited consolidated financial statements contained in our Form 10-K for the fiscal year ended December 31, 2008.

5. Supplemental Cash Flow Information

Supplemental cash flow information relating to taxes and non-cash activities:

	Six Months Ended June 30,	
	2009	2008
Cash income tax payments	\$ 142,000	\$ 84,000
Non-cash investing and financing activities:		
Assets sold to customers as part of their subscription service	\$ 2,000	\$ 16,000
Stock issued in lieu of accrued expenses	\$	\$422,000
Payables related to purchases of fixed assets	\$153,000	\$
Issuance of license subscription note payable	\$390,000	\$
Amounts reclassified from Notes payable to Accounts payable	\$ 19,000	\$

6. Fair Value Measurements

In April 2009, the FASB issued FASB Staff Position No. FAS 107-1 and APB 28-1, Interim Disclosures about Fair Value of Financial Instruments. This staff position requires disclosures about the fair value of financial instruments whenever a public company issues financial information for interim reporting periods. This staff position is effective for interim reporting periods ending after June 15, 2009. We adopted this staff position upon its issuance, and it had no material impact on our consolidated financial statements because we believe the financial assets and liabilities as reported in the Company's financial statements approximate their respective fair values.

7. Receivables, net

	June 30,	December 31,
	2009	2008
Gross accounts receivable	\$ 5,219,000	\$ 3,682,000
Allowance for returns and doubtful accounts	(43,000)	(37,000)
Unpaid portion of deferred revenue	(4,548,000)	(3,169,000)
Receivables, net	\$ 628,000	\$ 476,000

The allowance for doubtful accounts includes all specific accounts receivable which we believe are likely not collectible based on known information and a small general percentage for all accounts receivable greater than 90 days past due, net of those accounts specifically reserved, that could potentially become uncollectible.

The reduction for deferred revenue represents future customer service or maintenance obligations which have been billed to customers, but remain unpaid as of the respective balance sheet dates. Deferred revenue on our consolidated balance sheets represents future customer service or maintenance obligations which have been billed and collected as of the respective balance sheet dates.

8. Earnings Per Share and Potential Dilution

The two presentations of earnings per share (basic and diluted) in the condensed consolidated statement of operations are equal in amounts because the assumed exercise of common stock equivalents would be anti-dilutive, as a net loss was reported for each period. Common shares that have been excluded from the computation of diluted loss per common share consist of the following:

	June 30,
	2009
	2008

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Stock options	9,661,326	9,567,891
Warrants issued in relation to debt and equity arrangements	10,260,246	10,434,804
Total anti-dilutive securities excluded from EPS calculation	19,921,572	20,002,695

We do not anticipate issuing stock, unless it is deemed appropriate to invest in significant growth opportunities.

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We lease office facilities under non-cancelable operating lease agreements. The following table summarizes our contractual cash obligations as of June 30, 2009:

	Payments Due by Period			Beyond 3 Years
	Total	1 Year	Years 2 & 3	
Operating leases	\$ 5,277,000	\$ 1,165,000	\$ 2,116,000	\$ 1,996,000
Debt (long-term and short-term)	419,000	148,000	271,000	
Total	\$ 5,696,000	\$ 1,313,000	\$ 2,387,000	\$ 1,996,000

Contractual lease obligations will be partially offset by the receipt of sublease payments totaling \$26,000 for the remainder of 2009.

In May 2009, we entered into a three year subscription agreement with Microsoft Financing for the right to use Microsoft licenses. This agreement was recorded as, License subscription note payable on our June 30, 2009 balance sheet. Over the three year subscription period which commenced in May 2009, we will incur approximately \$443,000 of payments for principal and interest spread evenly over each month of the subscription period. We have not entered into any other material, non cancelable purchase commitments at June 30, 2009.

Claims and Proceedings

We are, from time to time, involved in various legal proceedings that arise in the ordinary course of business. We do not believe the outcome of the legal proceedings in which we are currently a party, either individually or taken as a whole, will have a material adverse effect on our consolidated financial condition, results of operations or cash flows. However, we cannot predict with certainty any eventual loss or range of possible loss related to such matters.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**NOTE ON FORWARD-LOOKING STATEMENTS AND RISK FACTORS**

This document contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended and Section 21E of the Securities Exchange Act of 1934, as amended (the Exchange Act). All statements other than statements of historical fact are forward-looking statements for purposes of federal and state securities laws, including: any projections of future business, market share, earnings, revenues, cash receipts, or other financial items; any statements of the plans, strategies, and objectives of management for future operations; any statements concerning proposed new products, services, or developments; any statements regarding future economic conditions or performance; any statements of belief; and any statements of assumptions underlying any of the foregoing. Forward-looking statements may include the words may, will, predict, project, forecast, plan, should, could, goal, estimate, intend, continue, believe, expect, outlook, anticipate, hope, objective, and similar expressions. Such forward-looking statements may be contained in the *Management Discussion and Analysis* section below, among other places.

Although we believe that the expectations reflected in any of our forward-looking statements are reasonable, actual results could differ materially from those projected or assumed in any of our forward-looking statements. Our future financial condition and results of operations, as well as any forward-looking statements, are subject to change and to inherent risks and uncertainties, such as those in this document and in our Annual Report on Form 10-K for the fiscal year ended December 31, 2008. We do not intend, and undertake no obligation, to update or revise any forward-looking statement, except as required by federal securities regulations.

Overview

We are a leader in providing secure, Internet-based applications in a Software as a Service (SaaS) model. Our core competency is the ability to deliver these complex service offerings with a high level of availability, reliability, integrity, and particularly security. We operate under two reporting segments, Email Encryption Service (Email or Email Encryption) and e-Prescribing

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Service (e-Prescribing) where we offer these services on a subscription basis to our customers who subscribe to use the services for a specified term. Specific to our e-Prescribing business, we announced on June 11, 2009 that we had retained Allen & Company LLC to assist our Board of Directors in investigating strategic alternatives (*Strategic Alternatives Review*) for maximizing value of this business segment. Refer to the section labeled, Results of Operations Revenue Indicators Backlog, Orders, and Deployments below for more information with respect to the Strategic Alternatives Review.

The business operations and service offerings are supported by the ZixData Center , a network operations center dedicated to secure electronic transaction processing. The operations of the ZixData Center are independently audited annually to maintain AICPA SysTrust certification in the areas of security, confidentiality, integrity and availability. Auditors also produce a SAS70 Type II report on the effectiveness of operational controls used over the audit period. The center is staffed 24 hours a day with a proven 99.99% reliability. Whether it is delivery of email, prescriptions or other sensitive information, we enable communications to be sent in a trusted, safe, and secure manner. This is our core competency and we believe it is a competitive advantage.

Critical Accounting Policies and Estimates

The preparation of financial statements and related disclosures in accordance with accounting principles generally accepted in the United States requires the Company s management to make estimates and assumptions that affect the amounts reported in the Company s condensed consolidated financial statements and accompanying notes. Actual results could differ from these estimates and assumptions. Critical accounting policies and estimates are defined as those that are both most important to the portrayal of the Company s financial condition and results and require management s most subjective judgments.

We describe our significant accounting policies in Note 2, *Summary of Significant Accounting Policies*, of the Notes to Consolidated Financial Statements included in our Annual Report on Form 10-K, for the year ended December 31, 2009. We discuss our *Critical Accounting Policies and Estimates* in Management s Discussion and Analysis of Financial Condition and Results of Operations in our Annual Report on Form 10-K for the year ended December 31, 2009.

Results of Operations**Second Quarter 2009 Summary of Operations****Financial**

Revenue for the quarter ended June 30, 2009, was \$7,371,000 compared with \$6,958,000 for the same period in 2008 representing a 6% increase.

Gross profit for the quarter ended June 30, 2009, was \$5,003,000 or 68% of revenues compared with \$4,416,000 or 63% of revenues for the comparable period in 2008.

Email Encryption gross profit was \$5,291,000 or 83% of revenues compared with \$4,608,000 or 81% of revenues for the comparable period in 2008.

e-Prescribing gross loss was \$288,000 or 29% of revenues compared with gross loss of \$192,000 or a 15% of revenues for the comparable period in 2008.

Net loss for the quarter ended June 30, 2009 was \$1,925,000 compared with a net loss of \$1,350,000 in 2008. Included in the loss for the quarter ended June 30, 2009 was approximately \$600,000 of non-recurring severance costs and non-recurring expenses related to the Company s strategic alternatives review of its e-Prescribing business segment.

Ending cash and cash equivalents were \$12,494,000 on June 30, 2009 compared with \$13,245,000 on December 31, 2008.

Operations

For the Email Encryption service, new first year orders (NFYO or NFYOs) for the quarter ended June 30, 2009, were \$1,650,000 and customer contract renewals were 86% on a contract value basis. The renewal rate of 86% was lower than our historical rate of 93% to 95%. The factors driving the non-renewal generally fell into two categories: impact of the economy or competition. The economy has in many cases resulted in

reduced IT budgets forcing customers either to cut back on the number of users or services they purchased or, in one instance that we know of, decide to do without an email encryption solution altogether. In other cases, competition was the primary driver which manifested itself either through lower prices or a desire to purchase bundled solutions that included anti-spam and anti-virus services.

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We deployed approximately 325 new e-Prescribing devices to prescribers and reached approximately 2.5 million electronic prescriptions transacted in the three-month period ended June 30, 2009 (19% higher than the same period in 2008).

Revenues

Email Encryption and e-Prescribing are primarily subscription-based services. The following table sets forth a period-over-period comparison of the Company's revenues:

	Three Months Ended, June 30,		3-month Variance		Six Months Ended, June 30,		6-month Variance	
			2009 vs. 2008				2009 vs. 2008	
	2009	2008	\$	%	2009	2008	\$	%
Email								
Encryption	\$ 6,379,000	\$ 5,667,000	\$ 712,000	13%	\$ 12,621,000	\$ 10,956,000	\$ 1,665,000	15%
e-Prescribing	992,000	1,291,000	(299,000)	(23%)	2,006,000	3,201,000	(1,195,000)	(37%)
Total								
revenues	\$ 7,371,000	\$ 6,958,000	\$ 413,000	6%	\$ 14,627,000	\$ 14,157,000	\$ 470,000	3%

The increase in Email Encryption revenue was due to the growth inherent in a successful subscription model with steady additions to the subscriber base coupled with a high rate of renewing existing customers. The decline in e-Prescribing revenue was driven primarily by: (i) Fewer new prescriber deployments in 2008 and early 2009 compared with 2007, which led to a decline in deployment fees; (ii) a drop in transaction fee revenue after reaching a contractual cap in one customer program; and (iii) relative to the six-month comparison, a first quarter 2008 one-time revenue catch-up upon reaching certain required deployment-related metrics for a single customer contract.

Revenue Indicators Backlog, Orders and Deployments

Company-wide backlog Our end-user order backlog totals \$41,427,000 and is comprised of contractually bound agreements that we expect to fully amortize into revenue. As of June 30, 2009, the backlog was comprised of the following elements: \$17,425,000 of deferred revenue that has been billed and paid, \$4,548,000 billed but unpaid, and approximately \$19,454,000 of unbilled contracts. The total backlog distributed by segment was \$39,170,000 for Email Encryption and \$2,257,000 for e-Prescribing.

Our backlog is recognized into revenue as the services are performed. Approximately 60% of the total backlog is expected to be recognized as revenue during the next twelve months. The timing of revenue is affected by both the length of time required to deploy a service and the length of the service contract.

Email Encryption Orders Total orders for Email Encryption were \$9,966,000 and \$8,503,000 for the three-month periods ended June 30, 2009 and 2008, respectively. Total orders include customer orders that management separates into three components for measurement purposes: contract renewals, NFYOs, and in the case of new multi-year contracts, the years beyond the first year of service. NFYOs were \$1,650,000 and \$1,375,000 for the three months ended June 30, 2009 and 2008, respectively. Regulatory compliance with specific measures including the expansion of HIPAA in the American Recovery and Reinvestment Act and new state laws led to strong demand for our services from new customers. Despite the lower renewal rate, we believe demand will remain strong in the next two quarters.

e-Prescribing On June 11, 2009, we announced that we had retained Allen & Company LLC to assist our Board of Directors in investigating strategic alternatives for maximizing the value of the Company's e-Prescribing business. We continue with business as usual with respect to executing our existing contracts and providing services to our customers. In light of our announcement concerning the assessment of this business, we are no longer in negotiations for the large contract that we discussed previously, which was a contract with a national payor that could have increased our prescriber base significantly.

With regard to the strategic review of our e-Prescribing business, we are looking at options to maximize the value of this business asset, ranging from ongoing involvement in the industry through a partnership or joint venture where we capitalize on our core competency to host prescription processing to completely exiting this business through a

divestiture.

e-Prescribing revenue has declined, in part, due to the number of deployments falling to approximately 1,000 deployments in the twelve months ended June 30, 2009, from approximately 1,250 in the twelve months ended June 30, 2008. We have approximately 400 sponsored, but not-yet-deployed prescribers in our backlog at June 30, 2009. At our current deployment rates, we cannot achieve our objectives for the e-Prescribing business of becoming cash flow breakeven on a stand-alone basis in the near-term. Absent our signing any additional new contracts, we expect e-Prescribing revenues to remain relatively flat throughout 2009. Even if we do sign new contracts, revenues could remain flat because of the lead times between contract signing, physician recruitment and deployment, which are required for revenue recognition, could be three to six months. There can be no assurance we will be successful in

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expanding our current payor programs or contracting with new payors. If we are not successful in this effort and do not reduce the related operating expenses, then the e-Prescribing line of business will continue to consume cash, and revenues will decline beginning first quarter 2010.

The level of active users represents the portion of the total deployed base that is using the service on a consistent basis, making it a key indicator for retention and future revenue opportunity. In recent quarters, an average of 75% to 80% of deployed prescribers have become active users. As of June 30, 2009, approximately 3,350 active prescribers were using our service, compared to approximately 3,280 at June 30, 2008. The increase in the number of active prescribers resulted from the addition of newly deployed prescribers partially offset by attrition in the ordinary course of business.

A large clinic, which accounts for approximately 15% of our total active prescribers, previously notified us that they would discontinue our e-Prescribing Service in 2009 as they completed their migration to a full electronic medical record solution and has begun to do so. Based on the end date of their current service periods and due to the special pricing they receive, the revenue impact in calendar 2009 is expected to be approximately \$20,000, while the annualized loss in revenue resulting from this event is estimated at approximately \$150,000.

We recognized \$137,000 in total transaction and usage-based fees revenue in the quarter ended June 30, 2009, compared to \$308,000 in the same period 2008. This decrease was due to our reaching an upper invoicing limit associated with the usage-based fees included in a single payor contract in the second quarter 2008. The Company currently earns transaction-based fees (or the equivalent) with two health care payors. We continue to pursue revenue opportunities from transaction fees from existing customers. In most cases, there are multiple payors in each market and we believe that those additional non-sponsorship payors may be potential sources for supplemental fees in return for certain services such as formulary display, disease management enrollment, branding, and reporting.

Other sources for transaction fee revenue include parties who benefit from a real-time, electronic connectivity with PocketScript users. For example, we currently have contracts under which we earn fees for sending prescriptions electronically to pharmacies and for certain transactions involving mail order prescriptions. The number of prescriptions written using the PocketScript Service and transmitted through the ZixData Center has continued to grow, with approximately 5 million prescriptions transacted in the first six months of 2009 versus approximately 4.4 million prescriptions in the comparable 2008 period.

Recently enacted national healthcare legislation indicates interest on the part of the nation's lawmakers for improving the healthcare system. Beginning with the Medicare Improvements for Patients and Providers Act of 2008 (MIPPA) in July 2008 and the more recently enacted American Recovery and Reinvestment Act of 2009, which includes a health IT component labeled the HITECH Act, U.S. lawmakers have indicated that healthcare technology will play a key role in improving the nation's healthcare system. Electronic prescribing is specifically listed in the 2009 legislation as part of a qualified electronic health record (EHR) system. However, the ultimate EHR solution which will be eligible for Federal subsidized incentives is still being defined by the Federal Government which could introduce uncertainty relative to the solution. Accordingly, as healthcare technologies' role in the improvement of the nation's healthcare system continues to evolve, we are addressing through our strategic review, the time required and risk associated with the continued investment in this business. As we continue to evaluate all aspects of our e-Prescribing business and the best ways to capitalize on upcoming developments, we are looking at options to maximize the value of this business asset, ranging from ongoing involvement in the industry through partnership or joint venture to completely exiting this business through divestiture.

Cost of Revenues

The following table sets forth a period-over-period comparison of the cost of revenues by product line.

Three Months Ended, June 30,		3-month Variance		Six Months Ended, June 30,		6-month Variance	
		2009 vs. 2008				2009 vs. 2008	
2009	2008	\$	%	2009	2008	\$	%
\$ 1,088,000	\$ 1,059,000	\$ 29,000	3%	\$ 2,101,000	\$ 2,109,000	\$ (8,000)	0%

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Email								
Encryption								
e-Prescribing	1,280,000	1,483,000	(203,000)	(14%)	2,738,000	3,013,000	(275,000)	(9%)
Total cost of								
revenues	\$ 2,368,000	\$ 2,542,000	\$ (174,000)	(7%)	\$ 4,839,000	\$ 5,122,000	\$ (283,000)	(6%)

The cost of revenues improvement for the three-month period ended June 30, 2009 versus the three-month period ended June 30, 2008 resulted primarily from (i) a \$139,000 decrease in salary and benefits for individuals performing deployment activities due to a decrease in average headcount, primarily in the e-Prescribing product line, and (ii) a \$22,000 decrease in travel expenses, as well as other decreases in various non-people costs primarily associated with decreased deployments and recruitments of our e-Prescribing

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product. The cost of revenues improvement for the six months ended June 30, 2009 compared to the same period in 2008, resulted primarily from (i) a \$230,000 decrease in salary and benefits for individuals performing deployment activities due to a decrease in average headcount, primarily in the e-Prescribing product line, (ii) a \$53,000 decrease in the cost of performing the annual audit to maintain AICPA SysTrust certification in the Company's data center, and (iii) a \$26,000 decrease in travel expenses, partially offset by increased stock based compensation expense.

Email Encryption Email Encryption's cost of revenues is comprised of costs related to operating and maintaining the ZixData Center, a field deployment team, customer service and support and the amortization of Company-owned, customer-based computer appliances. For Email Encryption, a significant portion of the total cost of revenues relates to the ZixData Center, which currently has excess capacity. Accordingly, cost of revenues is relatively fixed in nature and is expected to grow at a much slower pace than revenue.

e-Prescribing e-Prescribing's cost of revenues is comprised of costs related to operating and maintaining the ZixData Center, a field prescriber recruiting team, a field deployment team, customer service and support, training and e-Prescribing device costs. In e-Prescribing, a greater proportion of total cost of revenues relates to prescriber recruiting and field deployment activities and device costs. These are more variable in nature than the ZixData Center and accordingly, e-Prescribing costs are more closely correlated to demand. Thus, an increase in our deployment activities will result in an increase in our year-over-year costs of revenues.

Research and Development Expenses

The following table sets forth a period-over-period comparison of our research and development expenses:

	Three Months Ended,		3-month Variance		Six Months Ended, June		6-month Variance	
	June 30,		2009 vs. 2008		30,		2009 vs. 2008	
	2009	2008	\$	%	2009	2008	\$	%
Research and development	\$1,747,000	\$1,381,000	\$366,000	27%	\$3,478,000	\$2,926,000	\$552,000	19%

Research and development expenses consist primarily of salary, benefits, and stock-based compensation for our development staff, and non-people costs associated with enhancing our existing products and services and developing new products and services. The increase in research and development expense for the three-month period ended June 30, 2009 compared to the same period in 2008 was primarily attributable to (i) a \$324,000 increase in salary and benefit expense resulting from an increase in average headcount and salary increases involving both product lines, and (ii) a \$28,000 increase in IT services, partially offset by decreases in various other non-people expenses associated with research and development activities.

The increase in research and development expense for the six-month period ended June 30, 2009 compared to the same period in 2008 was primarily attributable to (i) a \$450,000 increase in salary and benefit expense resulting from an increase in average headcount and salary increases involving both product lines, (ii) a \$20,000 increase in stock-based compensation expense, and (iii) a \$28,000 increase in IT services, plus other increases in various other non-people expenses associated with research and development activities primarily related to facility services and support.

The three and six-month periods ended June 30, 2008, benefited from a one-time cost of revenue deferral of approximately \$143,000 specific to an e-Prescribing customer contract.

New and ongoing development activities in Email Encryption this second quarter included efforts toward further internationalizing our services, enhancing the portfolio feature set, design of new service environments for new partners, and improvement of customer provisioning efficiency. In e-Prescribing, the focus has been on delivery of workflow improvements for the prescription renewal and controlled substance prescribing processes as well as ramping of development activities to enable compliance with emerging CCHIT certification requirements.

Selling, General and Administrative Expenses

The following table sets forth a period-over-period comparison of our selling, general and administrative expenses:

3-month Variance

	Three Months Ended,		2009 vs. 2008		Six Months Ended, June		6-month	
	June 30,				30,		Variance	
	2009	2008	\$	%	2009	2008	2009 vs. 2008	%
Selling, general and administrative	\$5,228,000	\$4,607,000	\$621,000	13%	\$9,872,000	\$9,424,000	\$448,000	5%

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Selling, general and administrative expenses (SG&A) consist primarily of salary, stock-based compensation and benefit costs for marketing, selling, executive and administrative personnel as well as costs associated with, promotions, professional services and general corporate activities. The increase in SG&A expenses in the second quarter of 2009 compared to the same quarter in 2008 reflected (i) a \$519,000 increase in salary and benefit expenses due primarily to non-recurring severance costs, (ii) a \$75,000 increase resulting from professional services cost related to the Company's strategic alternatives review of its e-Prescribing business and (iii) increase in legal fees largely offset by decreases across several spending categories including consulting, marketing, and travel expenses. The increase in SG&A expenses for the six month period ending June 30, 2009 compared to the same period in 2008 was due to severance costs and consulting fees associated with the Company's strategic alternatives review of the e-Prescribing business partially offset by lower spending, primarily in travel and marketing.

Other Income, net

Other income, net consists primarily of investment income. Investment income was \$79,000 and \$222,000 for the quarters ended June 30, 2009 and 2008, respectively. The decrease was primarily due to slightly lower cash balances in 2009 and a drop in interest rates between periods. Also included in the second quarter 2009 is interest expense of \$6,000 which resulted from a third party note for a 36 month Microsoft license subscription. For the six month period ended June 30, 2009 versus the same period in 2008, Other income, net was \$141,000 compared to \$338,000. The decrease between periods resulted from a lower cash balance in 2009 plus lower interest rates.

Provision for Income Taxes

Provision for income taxes was \$26,000 and zero for the three-month periods ended June 30, 2009 and 2008, respectively and \$46,000 and \$77,000 for the six-month periods ended June 30, 2009 and 2008, respectively. The provision relates primarily to the Company's state income taxes and Canadian Federal and Provincial tax liabilities. The operating losses incurred by the Company's U.S. operations and the resulting net operating losses for U.S. Federal tax purposes are subject to a \$112,734,000 reserve because of the uncertainty of future taxable income. As a result, our 2009 provision for the six-month period ending June 30, 2009 of \$46,000 consists of taxes on our Canadian operation totaling \$96,000, a small amount of state taxes based on gross revenues and a \$56,000 refund for historical U.S. tax credits under certain provisions of the American Recovery and Reinvestment Act of 2009. The 2008 provision consisted of \$67,000 for taxes on our Canadian operation and \$10,000 for state taxes based on gross revenues.

We have adopted Financial Interpretation No. 48, Accounting for Uncertainty in Income Taxes - an interpretation of FASB Statement No. 109 (FIN 48). Accordingly, there was an insignificant amount of interest expense accrued or recognized related to income taxes for the three-month and six-month periods ended June 30, 2009 and 2008, respectively. There were no penalty-related charges to selling, general and administrative expenses accrued or recognized for the same comparative periods. Additionally, we have not taken a tax position that would have a material effect on the financial statements or the effective tax rate for the three-month and six-month periods ended June 30, 2009. We are currently subject to a three-year statute of limitations by major tax jurisdictions.

Prior to the adoption of FIN 48, we had recorded a \$327,000 tax contingency liability and that amount and the specifics therein have remained unchanged. As of June 30, 2009, the gross amount of our unrecognized tax benefits, inclusive of the \$327,000 tax liability was approximately \$399,000. Included in this balance are tax positions which, if recognized, would impact our effective tax rate.

As indicated earlier, the operating losses incurred by our U.S. operations and the resulting net operating losses for U.S. Federal tax purposes are subject to a reserve. Significant judgment is required in determining any reserve recorded against the deferred tax asset. In assessing the need for a reserve, we consider all available evidence, including past operating results, estimates of future taxable income, and the feasibility of tax planning strategies.

When we begin to generate U.S. taxable income in a future period or if the facts and circumstances on which our estimates and assumptions are based were to change, thereby impacting the likelihood of realizing the deferred tax assets, judgment would have to be applied in determining the amount of reserve no longer required. Reversal of all or a part of this reserve could have a significant positive impact on operating results in the period that it becomes more likely than not that certain of our deferred tax assets will be realized. Additionally, deferred tax assets may be limited in whole or in part by Internal Revenue Code Section 382. As a result, our ability to fully utilize the deferred tax

assets, including net operating loss carry forwards, against future taxable income may be limited.

Net Loss

The Net loss for the second quarter 2009 of \$1,925,000 increased \$575,000 compared to the loss of \$1,350,000 for the same period last year. Gross profit improvement of approximately \$600,000 resulting from higher revenue and lower cost of revenue was offset by

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higher expenses in R&D and SG&A as well as a reduction in Other income. As referenced above, R&D expenses increased due primarily to increases in salaries and benefits and the impact of a non-recurring benefit in the prior year. Also, as previously noted, SG&A expense increased primarily due to non-recurring severance costs and professional service fees associated with the Company's strategic review of its e-Prescribing business segment. Other income in the second quarter of 2009 was down compared to the same period in 2008 due primarily to a lower average cash balance and lower interest rates on invested capital between periods.

Liquidity and Capital Resources***Overview***

Based on our performance over the last four quarters and current expectations, we believe our cash and cash equivalents, and cash generated from operations, will satisfy our working capital needs, capital expenditures, investment requirements, contractual obligations, commitments, future customer financings, and other liquidity requirements associated with our operations through at least the next twelve months. However, we operate only two segments, one of which is still developing and emerging, and is now under review to evaluate future strategic alternatives, which makes predicting future cash flows more difficult. We plan for and measure our liquidity and capital resources through an annual budgeting process. At June 30, 2009, our cash and cash equivalents totaled \$12.5 million. Our new debt consisted of a note related to a three-year subscription for Microsoft licenses to be paid on a monthly basis.

We operate two distinct business segments which are in different stages of their life cycle. Our Email Encryption segment is profitable and its revenue is growing around the 20% mark. Our e-Prescribing segment is generating significant losses and consuming cash while still in an emerging phase. Both are subscription businesses that share a common business model. First, the service is established and maintained, which requires a start-up cost and recurring fixed costs. Subscribers are then acquired and brought onto the service, which requires variable acquisition costs related to recruitment, installation and deployment. Subscribers are recruited with the goal of reaching a level of subscriber payments that exceed the fixed recurring service costs. Therefore, both the rate at which new subscribers are added and the ability to retain subscribers is essential to operational cash flow.

The recurring nature of the Email Encryption subscription model makes cash receipts naturally rise in a predictable manner assuming adequate subscription renewal and continued new additions to the subscription base. Adding to the predictability is our model of selling primarily three year contracts with the fees paid annually at the inception of each year of service. Although our Email Encryption segment is profitable and easier to predict, we expect our e-Prescribing business to continue to consume cash, although at a somewhat slower pace due to recent cost reductions. As previously announced, this business segment is under review for potential strategic alternatives aimed at maximizing its value.

Cash and cash equivalents at June 30, 2009 were \$12,494,000 down \$751,000 from the December 31, 2008 balance, due primarily to lower than anticipated collections for the Email Encryption business. Additionally, we made one-time cash payments totaling approximately \$200,000 for severance and outside professional services. Relative to lower than anticipated collections, we have now seen for the past two quarters some impact on cash collections due to the slow economy with customers stretching out their payments to some extent. Nonetheless, we believe this decline in cash to be temporary and will be offset with new business or further costs reductions, or a combination of both later in 2009. We believe we will end 2009 with at least as much cash as we ended 2008 and we continue to manage our overall cash flow in an effort to achieve breakeven or positive cash flow. We believe a significant portion of our spending is discretionary and flexible and that we have the ability to adjust overall cash spending to react, as needed, to any shortfalls in projected cash.

Impact of Current Economic Environment

Multiple events during 2008 involving the financial sector of the global economy have effectively restricted current liquidity within the capital markets throughout the U.S. and around the world. Despite efforts by U.S. treasury and banking regulators to provide liquidity to the financial sector, capital markets continue to remain constrained and volatile. Although we do not currently expect to seek funding in 2009, we do expect access to the capital markets for all borrowers to be restricted throughout 2009 and possibly longer should capital markets remain dysfunctional.

Sources and Uses of Cash Summary

	Six Months Ended June 30,	
	2009	2008
Net cash (used in) provided by operations	\$(239,000)	\$1,143,000
Net cash (used in) provided by investing activities	\$(512,000)	\$1,190,000
Net cash provided by financing activities	\$	\$ 150,000

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For the first half of 2009, our primary source of liquidity from our operations was the collection of revenue in advance from our customers, accounts receivable from our customers, and the timing of payments to our vendors and service providers. Email Encryption cash collections were impacted by a lower renewal rate, lower up front payments on multi-year contracts, and lower first quarter 2009 NFYOs, as well as the slow down in customer payments possibly caused by economic conditions. Additionally, in the first and second quarters of 2008, we benefited by \$576,000 from the issuance of common stock to our employees in lieu of cash compensation. We did not continue this practice in 2009.

Related to our investing activities in the first six months of 2009, we utilized \$515,000 to purchase various computing equipment primarily to satisfy customer contracts. Approximately 60% of these capital purchases were for computer servers for our Email Encryption segment, which are required to deliver our services. In the first six months of 2008, purchases of \$544,000 were offset by cash inflow from proceeds for a maturing \$1,734,000 certificate of deposit.

Cash provided from financing activities in the first six months of 2008 resulted from the exercise of warrants and stock options. There was no such activity in the first six months of 2009. Our only debt is from a note for monthly subscription fees for Microsoft user licenses. We have historically used a significant amount of cash to fund debt obligations. We do not expect such funding obligations in the immediate foreseeable future.

Liquidity Summary

Based on our first six months operating results and current 2009 budget plans, we believe we have adequate resources and liquidity to sustain operations for the next twelve months. As previously announced, we have launched a strategic review of our e-Prescribing business segment, which is a significant user of cash. Consistent with our prior views, we continue to express a lack of willingness, relative to other alternatives, to raise capital by issuing new shares of common stock given the recent low price of the Company's common stock. Should business results not occur as planned, we would first utilize our existing cash resources and would also consider altering our business plan to augment our cash flow position through cost reduction measures, sales of assets, or other such actions. There can be no assurance, however, that we would be successful in carrying out any of these measures should they become necessary.

Options and Warrants of ZixCorp Common Stock

We have significant warrants and options outstanding that are currently vested. There is no assurance that any of these options and warrants will be exercised; therefore, the extent of future cash inflow from additional warrant and option activity is not certain. The following table summarizes the warrants and options that were outstanding as of June 30, 2009. The vested shares are a subset of the outstanding shares. The value of the shares is the number of shares multiplied by the exercise price for each share.

**Summary of Outstanding Options and Warrants
Vested**

Exercise Price Range	Outstanding	Total Value Outstanding	(included in Outstanding)	Total Value of Vested
\$1.11 - \$1.99	7,519,819	\$ 11,487,000	6,685,051	\$ 10,322,000
\$2.00 - \$3.49	4,961,352	14,837,000	4,915,911	14,705,000
\$3.50 - \$4.99	4,065,934	18,114,000	3,282,279	14,376,000
\$5.00 - \$5.99	549,260	2,791,000	549,260	2,791,000
\$6.00 - \$8.99	908,483	5,786,000	908,483	5,786,000
\$9.00 - \$19.99	890,381	9,727,000	890,381	9,727,000
\$20.00 - \$57.60	1,026,343	56,222,000	1,026,343	56,222,000
Total	19,921,572	\$ 118,964,000	18,257,708	\$ 113,929,000

Off-Balance Sheet Arrangements

None.

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A summary of our fixed contractual obligations and commitments at June 30, 2009 is as follows:

	Payments Due by Period			Beyond 3 Years
	Total	1 Year	Years 2 & 3	
Operating leases	\$ 5,277,000	\$ 1,165,000	\$ 2,116,000	\$ 1,996,000
Debt (long-term and short-term)	419,000	148,000	271,000	
Total	\$ 5,696,000	\$ 1,313,000	\$ 2,387,000	\$ 1,996,000

In May 2009, we entered into a three year subscription agreement with Microsoft Financing for the right to use certain Microsoft licenses. This agreement was recorded as, License subscription note payable on our June 30, 2009 balance sheet. Over the three year subscription period which commenced in May 2009, we will incur approximately \$443,000 of payments for principal and interest with payments spread evenly over each month of the subscription period. We have not entered into any other material, non cancelable purchase commitments at June 30, 2009.

We have severance agreements with certain employees which would require the Company to pay approximately \$1,462,000 if all such employees separated from employment with our Company following a change of control, as defined in the severance agreements. During the second quarter 2009, the Company accrued approximately \$338,000 for severance and expects to make the payment in the fourth quarter 2009.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

We have no material changes to the disclosure on this matter made in our Annual Report on Form 10-K for the year ended December 31, 2008.

ITEM 4. CONTROLS AND PROCEDURES

The Company, under the supervision and with the participation of its management, including the Chief Executive Officer and the Chief Financial Officer, evaluated the effectiveness of the design and operation of the Company's disclosure controls and procedures (as defined in Rule 13a-15(e) under the Exchange Act as of the end of the period covered by this report. Based on that evaluation, the Chief Executive Officer and the Chief Financial Officer concluded that the Company's disclosure controls and procedures were effective as of June 30, 2009.

Changes in Internal Controls over Financial Reporting

During the three months ended June 30, 2009, there have been no changes in our internal control over financial reporting that have materially affected or are reasonably likely to materially affect internal control over financial reporting.

PART II OTHER INFORMATION**ITEM 1. Legal Proceedings**

See Note 9 to the Condensed Consolidated Financial Statements set forth in this Form 10-Q.

ITEM 1A. Risk Factors

See Part I, Item 1A, Risk Factors, of the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2008. The risk factors set forth below and in our Form 10-K should be read in conjunction with the considerations set forth above in Management's Discussion and Analysis of Financial Condition and Results of Operations and in Management's Discussion and Analysis of Financial Condition and Results of Operations set forth in our Annual Report on Form 10-K for the fiscal year ended December 31, 2008. In addition to the risk factors previously identified in our Annual Report on Form 10-K for the fiscal year ended December 31, 2008, we replace the risk factors entitled *We could be affected by government regulation* with the following:

We could be affected by government regulation. Exports of software solutions and services using encryption technology, such as our Email Encryption Service, are generally restricted by the U.S. government. Although we have obtained U.S. government approval to export our Email Encryption Service to almost all countries, the list of countries to which our solutions and services cannot be exported could be revised in the future. Furthermore, some countries impose restrictions on the use of encryption solutions and services, such as ours. Failure to obtain the required governmental approvals would preclude the sale or use of our solutions and services in international markets

and, therefore, harm our ability to grow sales through expansion into international markets. Our largest OEM partners do sell and distribute our Email Encryption Service in overseas markets.

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The American Recovery and Reinvestment Act of 2009 contains economic incentives for the adoption of health information technologies, including EHRs that contain an e-prescribing component. The availability of these incentives could negatively impact market acceptance of our stand alone e-Prescribing Service. These economic incentives could favor competitors that offer EHRs that contain an e-prescribing component by fostering the adoption of such EHRs and thus decreasing our market opportunity. Furthermore, the Health Information Technology for Economic and Clinical Health (HITECH) provisions of the American Recovery and Reinvestment Act of 2009 amend certain privacy and security provisions of the Health Insurance Portability and Accountability Act of 1996 (HIPAA). In furtherance of these HITECH provisions, the Secretary of Health and Human Services has recently published preliminary regulatory guidance applicable to health care providers, health plans, health care clearinghouses and their business associates—all of whom are potential customers for our Email Encryption Service—about the security of personal health information (PHI) covered by the privacy and security provisions of HIPAA. Other proposed regulations in furtherance of these HITECH provisions are anticipated in the near-term.

MIPPA provides for incentive payments to physicians who use e-prescribing and will only be paid to physicians that use an e-prescribing service that complies with certification standards not yet completely defined. The Certification Commission for Healthcare Information Technology (CCHIT), a private nonprofit organization that is a federally-recognized certifying body for EHRs, recently announced that it will also promulgate standards for standalone e-prescribing by mid-2009. The Company believes that the Center for Medicare and Medicaid Services (CMS) will ultimately adopt CCHIT's standard for standalone e-prescribing as its official standard for compliance under MIPPA and is preparing to seek certification with CCHIT's standard. There is no assurance that the Company will be successful in doing so. In 2012, CMS will begin to penalize physicians under MIPPA who are not e-prescribing Medicare prescriptions. While the prospect of this penalty might potentially increase our active user rates and retention rates, there could be adverse effects, such as increased competition or a need for us to change the manner in which we recruit, deploy, and train our physician users. In addition, the incentives and penalties for meaningful use of EHRs under the American Recovery and Reinvestment Act, which contains an e-prescribing component, are much greater than those under MIPPA, so physicians may also opt to adopt EHRs with an e-prescribing component rather than standalone e-prescribing systems such as PocketScript.

The federal government has also adopted regulations to create an exception to the prohibition on physicians referrals to healthcare entities with which they have financial relationships for certain electronic prescribing arrangements, codified at 42 C.F.R. §411.357(v), and an exception to the related federal healthcare anti-kickback rules for certain electronic prescribing arrangements, codified at 42 C.F.R. §1001.952. The purpose of the regulations is to encourage physicians to use electronic prescribing systems to create and deliver prescriptions to the pharmacy. The regulations seek to accomplish this purpose by creating certain safe harbors that are intended to encourage healthcare entities, such as health insurance companies and hospitals, to provide financial incentives to physicians to use electronic prescribing systems. These regulations, as they are interpreted and enforced over time, could provide other participants in the market a competitive advantage or could have currently unforeseen consequences that harm our business.

Furthermore, boards of pharmacy in the various states in which our e-Prescribing business operates regulate the process by which physicians write prescriptions. While regulations in the states in which our e-Prescribing business currently operates generally permit the electronic writing of prescriptions, such regulations could be revised in the future. Moreover, regulations in states in which our e-Prescribing business does not currently operate may not be as favorable and may impede our ability to support business in these states.

Also, future state or federal regulation could mandate standards for the electronic writing of prescriptions or for the secure electronic transmittal of personal health information through the Internet that our technology and systems do not comply with, which would require us to modify our technology and systems. Many of these standards are currently being pilot tested in their initial form and may be subject to change, accelerated compliance restrictions or select re-implementations, based on resulting industry recommendations.

Any or all of the foregoing could require us to incur significant costs, including costs to develop the functionalities and features that may be required as a consequence of the application of new standards, regulations, or certification requirements applicable to one or both of our lines of business. There is no assurance that we will achieve compliance

with any new required standards, regulations, or certifications. New standards, regulations, or certification requirements could provide competitive advantage to other participants in our markets. There could be other currently unforeseen consequences of new standards, regulations, or certifications. These consequences could materially harm our business.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

None.

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ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None.

ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

The Company held its Annual Meeting of Shareholders on June 4, 2009. See the Company's Current Report on Form 8-K, dated June 4, 2009, for a description of the matters considered at the meeting and the voting results with respect to these matters.

ITEM 5. OTHER INFORMATION

None.

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ITEM 6. EXHIBITS

a. Exhibits

The following is a list of exhibits filed as part of this Quarterly Report on Form 10-Q:

Exhibit No. Description of Exhibits

- 3.1 Restated Articles of Incorporation of Zix Corporation, as filed with the Texas Secretary of State on November 10, 2005. Filed as Exhibit 3.1 to Zix Corporation's Annual Report on Form 10-K for the year ended December 31, 2005, and incorporated herein by reference.
- 3.2 Amended and Restated Bylaws of Zix Corporation, dated February 4, 2009. Filed as Exhibit 3.1 to Zix Corporation's Current Report on Form 8-K, dated February 10, 2009, and incorporated herein by reference.
- 10.1 Lease, dated April 9, 2009, between ZixCorp Canada, Inc. and Zix Corporation and Elk Property Management Limited (relating to Zix Corporation's Ottawa, Canada offices). Filed as Exhibit 10.1 to Zix Corporation's Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2009, and incorporated herein by reference.
- 31.1* Certification of Richard D. Spurr, President and Chief Executive Officer of the Company, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 31.2* Certification of Susan K. Conner, Chief Financial Officer of the Company, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 32.1** Certification of Richard D. Spurr, President and Chief Executive Officer of the Company, and Susan K. Conner, Chief Financial Officer of the Company, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

* Filed herewith.

** Furnished
herewith.

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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.

ZIX CORPORATION

Date: August 5, 2009

By: /s/ Susan K. Conner
Susan K. Conner
Chief Financial Officer

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