

SAN JUAN BASIN ROYALTY TRUST

Form 10-Q

May 10, 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 No. 1-8032**

**SAN JUAN BASIN ROYALTY TRUST**

(Exact name of registrant as specified in the

Amended and Restated San Juan Basin Royalty Trust Indenture)

Texas  
(State or other jurisdiction  
of incorporation or organization)

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

Compass Bank  
2525 Ridgmar Boulevard, Suite 100  
Fort Worth, Texas 76116  
(Address of principal executive offices)  
(Zip Code)  
(866) 809-4553

(Registrant's telephone number, including area code)

N/A

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

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

Indicate by check mark whether the registrant 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 Act).

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 Act). Yes ☐ No ☒

Number of Units of beneficial interest outstanding at May 10, 2007: 46,608,796

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**SAN JUAN BASIN ROYALTY TRUST  
PART I  
FINANCIAL INFORMATION**

**Item 1. Financial Statements.**

The condensed financial statements included herein have been prepared without audit, pursuant to the rules and regulations of the Securities and Exchange Commission. In accordance with Securities and Exchange Commission Staff Accounting Bulletin No. 47, released September 16, 1982, the financial statements of the San Juan Basin Royalty Trust (the "Trust") continue to be prepared in a manner that differs from accounting principles generally accepted in the United States of America ("GAAP"); this form of presentation is customary to other royalty trusts. Certain information and footnote disclosures normally included in annual financial statements have been condensed or omitted pursuant to Rule 10-01 of Regulation S-X promulgated under the Securities Exchange Act of 1934, although Compass Bank, the Trustee of the Trust, believes that the disclosures are adequate to make the information presented not misleading. These condensed financial statements should be read in conjunction with the financial statements and the notes thereto included in the Trust's Annual Report on Form 10-K for the year ended December 31, 2006. In the opinion of the Trustee, all adjustments, consisting only of normal recurring adjustments, have been included that are necessary to present fairly the assets, liabilities and trust corpus of the San Juan Basin Royalty Trust at March 31, 2007, and the distributable income and changes in trust corpus for the three-month periods ended March 31, 2007 and 2006. The distributable income for such interim periods is not necessarily indicative of the distributable income for the full year.

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CONDENSED STATEMENTS OF ASSETS, LIABILITIES AND TRUST CORPUS**

	<b>March 31, 2007 (Unaudited)</b>	<b>December 31, 2006</b>
<b>ASSETS</b>		
Cash and short-term investments	\$ 5,525,326	\$ 4,657,886
Net overriding royalty interest in producing oil and gas properties (net of accumulated amortization of \$111,826,852 and \$111,452,138 at March 31, 2007 and December 31, 2006, respectively)	21,448,676	21,823,390
	\$ 26,974,002	\$ 26,481,276

**LIABILITIES AND TRUST CORPUS**

Distribution payable to Unit Holders	\$ 5,410,468	\$ 4,543,028
Cash reserves	114,858	114,858
Trust corpus - 46,608,796 Units of beneficial interest authorized and outstanding	21,448,676	21,823,390
	\$ 26,974,002	\$ 26,481,276

**CONDENSED STATEMENTS OF DISTRIBUTABLE INCOME (UNAUDITED)**

	<b>Three Months Ended March 31, 2007</b>	<b>2006</b>
Royalty income	\$ 23,948,749	\$ 50,481,086
Interest income	624,781	491,660
	24,573,530	50,972,746
General and administrative expenditures	565,648	482,550
Distributable income	\$ 24,007,882	\$ 50,490,196
Distributable income per Unit (46,608,796 Units)	\$ 0.515094	\$ 1.083276

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

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**SAN JUAN BASIN ROYALTY TRUST  
CONDENSED STATEMENTS OF CHANGES IN TRUST CORPUS (UNAUDITED)**

	<b>Three Months Ended March 31,</b>	
	<b>2007</b>	<b>2006</b>
Trust corpus, beginning of period	\$ 21,823,390	\$ 23,881,494
Amortization of net overriding royalty interest	(374,714)	(603,557)
Distributable income	24,007,882	50,490,196
Distributions declared	(24,007,882)	(50,490,196)
 Total corpus, end of period	 \$ 21,448,676	 \$ 23,277,937

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

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**SAN JUAN BASIN ROYALTY TRUST**

**NOTES TO CONDENSED FINANCIAL STATEMENTS (UNAUDITED)**

**1. BASIS OF ACCOUNTING**

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

Royalty income recorded for a month is the amount computed and paid with respect to the Trust's 75% net overriding royalty interest (the "Royalty") in certain oil and gas leasehold and royalty interests (the "Underlying Properties") by Burlington Resources Oil & Gas Company LP ("BROG"), the present owner of the Underlying Properties, to the Trustee for the Trust. Royalty income consists of the net proceeds received by BROG from the sale of production from the Underlying Properties less accrued production costs, development and drilling costs, applicable taxes, operating charges, and other costs and deductions, multiplied by 75%. The calculation of net proceeds by BROG for any month includes adjustments to proceeds and costs for prior months and impacts the Royalty income paid to the Trust and the distribution to Unit Holders for that month.

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

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

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

The Trust's financial statements for the quarterly period ended June 30, 2006 reflect the reclassification to interest income of \$393,923 previously reported as Royalty income for the quarterly period ended March 31, 2006.

The financial statements of the Trust differ from financial statements prepared in accordance with United States generally accepted accounting principles ("GAAP") because revenues are not accrued in the month of production; certain cash reserves may be established for contingencies which would not be accrued in financial statements prepared in accordance with GAAP; expenses are recorded when paid instead of when incurred; and amortization of the Royalty calculated on a unit-of-production basis is charged directly to trust corpus instead of an expense. The basis of accounting used by the Trust is widely used by royalty trusts for financial purposes.

**2. FEDERAL INCOME TAXES**

For federal income tax purposes, the Trust constitutes a fixed investment trust which is taxed as a grantor trust. A grantor trust is not subject to tax at the trust level. The Unit Holders are considered to own the Trust's income and principal as though no trust were in existence. The income of the Trust is deemed to have been received or accrued by each Unit Holder at the time such income is received or accrued by the Trust rather than when distributed by the Trust.

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

Sales of gas production from certain coal seam wells drilled prior to January 1, 1993, qualified for federal income tax credits under Section 29 (now Section 45K) of the Internal Revenue Code of 1986, as amended (the Code), through 2002, but not thereafter. Accordingly, under present law, the Trust's production and sale of gas from coal seam wells does not qualify for tax credit under Section 45K of the Code (the Section 45K Tax Credit). Congress has at various times since 2002 considered energy legislation, including provisions to reinstate the Section 45K Tax Credit in various ways and to various extents, but no legislation that would qualify the Trust's current production for such credit has been enacted. For example, on August 8, 2005, new energy tax legislation was enacted which, among other things, modified the Section 45K Tax Credit in several respects, but did not extend the credit for production from coal seam wells. No prediction can be made as to what future tax legislation affecting Section 45K of the Code may be proposed or enacted or, if enacted, its impact, if any, on the Trust and the Unit Holders.

The classification of the Trust's income for purposes of the passive loss rules may be important to a Unit Holder. As a result of the Tax Reform Act of 1986, Royalty income such as that derived through the Trust will generally be treated as portfolio income and will not be subject to reduction by a Unit Holder's passive losses.

**3. CONTINGENCIES**

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

**4. SETTLEMENTS AND LITIGATION**

As part of a settlement between BROG and the Mineral Management Service of the United States Department of the Interior, \$901,776 was deducted from the Trust's April 2003 royalty payment. This represents the Trust's 75% interest of the total settlement. The Trust reviewed the propriety of this deduction with its consultants and it became one of the issues submitted to the arbitration described below in this Note 4.

During 2006, as part of the ongoing negotiations between the Trust and BROG concerning a number of revenue and expense audit issues, an aggregate of \$1,981,933 was included in calculating net proceeds paid to the Trust, together with interest of \$1,124,063, in settlement of certain of those audit issues.

During the first quarter of 2007, in connection with the resolution of certain audit exceptions, \$576,052 was paid to the Trust by BROG as interest on the late payment of gross proceeds.

On November 11, 2005, an Arbitration Award was issued in favor of the Trust in the aggregate amount of \$7,683,699 in arbitration styled *San Juan Basin Royalty Trust vs. Burlington Resources Oil & Gas Company LP*. The purpose of the arbitration was to resolve certain joint interest audit issues as between the parties to the arbitration. On November 21, 2005, BROG filed its Original Petition to Vacate or to Modify or Correct Arbitration Award in the cause styled *Burlington Resources Oil & Gas Company LP vs. San Juan Basin Royalty Trust*, No. 2005-74370, in the District Court of Harris County, Texas, 281st Judicial District. In this litigation,



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BROG alleged that the award in favor of the Trust should be vacated or modified because one of the issues decided was beyond the scope of the matters agreed to be arbitrated, the award was issued in manifest disregard of applicable law, and a portion of the award is barred by limitations. BROG also sought to recover its attorneys fees. The Trust filed an answer and counterclaim in the litigation filed by BROG denying those allegations and asking that the arbitrator's award be confirmed. On April 20, 2006, the Court entered an Order denying BROG's motion to vacate and granting the Trust's application to confirm the Arbitration Award and on June 6, 2006, rendered a final judgment in favor of the Trust. However, on May 22, 2006, BROG filed a Notice of Appeal indicating its desire to appeal the Order and any final judgment confirming the Arbitration Award and on July 5, 2006, filed a Motion for New Trial in the District Court of Harris County, Texas, urging substantially similar arguments made at the hearing. The Trust responded to the Motion for New Trial and served BROG with post-judgment discovery requests. BROG's Motion for New Trial was overruled on August 4, 2006. BROG's distribution to the Trust for July 2006 included \$1,534,182 representing a portion of the Arbitration Award, plus accrued interest. Of this amount, \$1,325,826 (the equivalent of \$994,270 grossed up to account for the Trust's 75% net overriding royalty interest) was included in calculating the net proceeds paid to the Trust, and the accrued interest thereon was \$539,812. The balance of the Arbitration Award is pending BROG's appeal, which has been assigned No. 01-06-00485-CV in the First Court of Appeals in Houston, Texas. On August 24, 2006, BROG filed its Supersedeas Bond to secure payment of the balance of the Arbitration Award, plus interest, if the appeal is dismissed or BROG does not perform the adverse judgment which becomes final on appeal. The briefs of the parties have been filed in the First Court of Appeals and oral arguments were heard on April 24, 2007. The parties will prepare and file letter briefs in support of the positions argued on April 24, 2007 and will then await a ruling on the merits of the appeal. No reliable estimate can be given as to when the First Court of Appeals will act and it should be noted that the ruling of the Court on the merits of the appeal will itself be subject to possible discretionary review by the Texas Supreme Court.

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

**Forward-Looking Information**

Certain information included in this Quarterly Report on Form 10-Q contains, and other materials filed or to be filed by the Trust with the Securities and Exchange Commission (the "Commission") (as well as information included in oral statements or other written statements made or to be made by the Trust) may contain or include, forward-looking statements within the meaning of Section 21E of the Securities Exchange Act of 1934, and Section 27A of the Securities Act of 1933. Such forward-looking statements may be or may concern, among other things, capital expenditures, drilling activity, development activities, production efforts and volumes, hydrocarbon prices, estimated future net revenues, estimates of reserves, the results of the Trust's activities, and regulatory matters. Such forward-looking statements generally are accompanied by words such as "may," "will," "estimate," "expect," "predict," "anticipate," "goal," "should," "assume," "believe," "plan," "intend," or other words that convey the uncertainty of future outcomes. Such statements reflect BROG's current view with respect to future events; are based on an assessment of, and are subject to, a variety of factors deemed relevant by Compass Bank, the Trustee of the Trust, and BROG and involve risks and uncertainties. These risks and uncertainties include volatility of oil and gas prices, product supply and demand, competition, regulation or government action, litigation and uncertainties about estimates of reserves. Should one or more of these risks or uncertainties occur, actual results may vary materially and adversely from those anticipated.

**Business Overview**

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

On October 23, 1980, the stockholders of Southland Royalty approved and authorized that company's conveyance of a 75% net overriding royalty interest (equivalent to a net profits interest) to the Trust for the benefit of the stockholders of Southland Royalty of record at the close of business on the date of the conveyance (the "Royalty") carved out of that company's oil and gas leasehold and royalty interests (the "Underlying Properties") in properties located in the San Juan Basin of northwestern New Mexico. Pursuant to the Net Overriding Royalty Conveyance (the "Conveyance") the Royalty was transferred to the Trust on November 3, 1980, effective as to production from and after November 1, 1980 at 7:00 A.M.

On March 24, 2006 Compass Bancshares Inc., the parent company of Compass Bank, completed its acquisition of TexasBanc Holding Co., the parent company of TexasBank. On that same date, TexasBank merged with Compass Bank, and as a result, Compass Bank succeeded TexasBank as Trustee under the terms of the Indenture.

On February 16, 2007, Compass Bancshares, Inc. announced the signing of a definitive agreement to be acquired by Banco Bilbao Vizcaya Argentaria, S.A. ("BBVA"). Under the terms of that agreement, Compass Bancshares, Inc. would become a wholly-owned subsidiary of BBVA. The transaction is expected to close in the second half of 2007 and is subject to the approval of shareholders of BBVA and Compass Bancshares, Inc. as well as to regulatory approval and customary closing conditions.

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

The function of the Trustee is to collect the income attributable to the Royalty, to pay all expenses and charges of the Trust, and then distribute the remaining available income to the Unit Holders. The Trust is not empowered to carry on any business activity and has no employees, all administrative functions being performed by the Trustee.

**Three Months Ended March 31, 2007 and 2006**

The Trust received Royalty income of \$23,948,749 and interest income of \$624,781 during the first quarter of 2007. There was no change in cash reserves. After deducting administrative expenses of \$565,648, distributable income for the quarter was \$24,007,882 (\$.515094 per Unit). In the first quarter of 2006, Royalty income was \$50,481,086, interest income was \$491,660, there was no change in cash reserves, administrative expenses were \$482,550 and distributable income was \$50,490,196 (\$1.083276 per Unit). Based on 46,608,796 Units outstanding, the per-Unit distributions during the first quarter of 2007 were as follows:

January	\$ .181827
February	.217184
March	.116083
Quarter Total	\$ .515094

The Royalty income distributed in the first quarter of 2007 was lower than that distributed in the first quarter of 2006. The average gas price decreased from \$8.44 per Mcf for the first quarter of 2006 to \$6.04 per Mcf for the first quarter of 2007, and gas volumes decreased in the quarter ended March 31, 2007 as compared to the quarter ended March 31, 2006. BROG has informed the Trust that the decrease in reported volumes was due in part to the natural production decline curve and in part to the correction in the first quarter of 2007 for overaccruals of gas production allocated to the Trust in 2006. Production costs for the first quarter of 2007 were approximately \$2.1 million lower than those for the first quarter of 2006, principally as a result of lower natural gas severance taxes. Interest income for the quarter ended March 31, 2007, as compared to the quarter ended March 31, 2006, was higher, primarily due to additional interest paid to the Trust by BROG in January and February of 2007 as a result of the granting of certain audit exceptions. Administrative expenses were higher in 2007 primarily as a result of differences in timing in the receipt and payment of these expenses.

The capital costs attributable to the Underlying Properties for the first quarter of 2007 and deducted by BROG in calculating Royalty income were approximately \$10.9 million. BROG has informed the Trust that its budget for capital expenditures for the Underlying Properties in 2007 is estimated at \$28.0 million. Approximately \$24.0 million of that budget is allocable to 112 new wells, including 33 wells scheduled to be dually completed in the Mesaverde and Dakota formations and ten wells scheduled to be dually completed in the Fruitland Coal and Pictured Cliffs formations. BROG

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indicates that a total of 34 of the new wells, at an aggregate cost of approximately \$11.4 million, are projected to be drilled to formations producing coal seam gas. BROG reports that based on its actual capital requirements, the pace of regulatory approvals, and the mix of projects and swings in the price of natural gas, the actual capital expenditures for 2007 could range from \$20.0 million to \$50.0 million. BROG anticipates 416 projects, including the drilling of 67 new wells to be operated by BROG and 45 wells to be operated by third parties. Of the new BROG operated wells, 48 are projected to be conventional wells completed or dually completed to the Pictured Cliffs, Mesaverde, and/or Dakota formations, seven are scheduled to be dually completed to both conventional and coal seam formations, and the remaining 12 are projected to be completed in the Fruitland Coal formation. A total of 30 of the wells operated by third parties are projected to be conventional wells, and the remaining 15 are to be coal seam wells, with five of the 15 projected coal seam wells to be dually completed in the Fruitland Coal and Pictured Cliffs formations. The budget for 2007 reflects the continuation of a shift toward increased development of conventional gas and a reduction of BROG's program for infill drilling in the Fruitland Coal formation.

BROG has informed the Trust that lease operating expenses and property taxes were \$6,414,898 and \$322,178, respectively, for the first quarter of 2007, as compared to \$4,960,655 and \$196,866, respectively, for the first quarter of 2006. Lease operating expenses were higher in the first quarter of 2007 primarily due to increased production activity as well as an increase in overhead rates. Property taxes were higher in the first quarter of 2007 due to an adjustment of \$101,242 made in January 2007 for the under accrual of property taxes during 2006, as well as an increase in tax accruals for 2007 of approximately \$8,000 per month.

BROG has reported to the Trust that during the first quarter of 2007, 15 gross (9.31 net) coal seam wells and 10 gross (6.02 net) conventional wells were completed on the Underlying Properties.

Two gross (0.82 net) coal seam wells, one gross (.64 net) coal seam payadd, one gross (0.34 net) coal seam recompletion, 11 gross (5.83 net) conventional wells, 16 gross (10.20 net) payadds, seven gross (1.15 net) recompletions, and 34 gross (21.55 net) restimulations were in progress at March 31, 2007.

There were three gross (0.23 net) coal seam wells, one gross (0.04 net) miscellaneous coal seam project, two gross (0.08 net) coal seam payadds, four gross (0.03 net) conventional wells, one gross (0.0008 net) payadd, and one gross (0.84 net) restimulation completed on the Underlying Properties as of March 31, 2006. Fifty-two gross (18.35 net) coal seam wells, eight gross (4.90 net) coal seam recompletions, two gross (0.004 net) coal seam restimulations, 139 gross (31.60 net) conventional wells, three gross (0.23 net) payadds, nine gross (5.20 net) recompletions, and seven gross (5.04 net) restimulations were in progress at March 31, 2006.

There were 4,616 gross (1,286 net) producing wells being operated subject to the Royalty as of December 31, 2006. Unit Holders will be provided a copy of the list of those wells upon written request to the Trustee.

Gross acres or wells, for purposes of this discussion, means the entire ownership interest of all parties in such properties, and BROG's interest therein is referred to as the net acres or wells. A payadd is the completion of an additional productive interval in an existing completed zone in a well.

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Royalty income for the quarter ended March 31, 2007 is associated with actual gas and oil production during November 2006 through January 2007 from the Underlying Properties. Gas and oil sales from the Underlying Properties for the three months ended March 31, 2007 and 2006 were as follows:

	<b>2007</b>	<b>2006</b>
Gas:		
Total sales (Mcf)	8,943,584	10,830,512
Mcf per day	97,213	117,723
Average price (per Mcf)	\$ 6.04	\$ 8.44
Oil:		
Total sales (Bbls)	18,382	18,598
Bbls per day	200	202
Average price (per Bbl)	\$ 54.76	\$ 56.54

Gas and oil sales attributable to the Royalty for the quarters ended March 31, 2007 and 2006 were as follows:

	<b>2007</b>	<b>2006</b>
Gas sales (Mcf)	4,278,905	6,532,486
Oil sales (Bbls)	8,908	11,153

Sales volumes attributable to the Royalty are determined by dividing the net profits received by the Trust and attributable to oil and gas, respectively, by the prices received for sales volumes from the Underlying Properties, taking into consideration production taxes attributable to the Underlying Properties. Since the oil and gas sales attributable to the Royalty are based on an allocation formula that is dependent on such factors as price and cost, including capital expenditures, the aggregate production volumes from the Underlying Properties may not provide a meaningful comparison to volumes attributable to the Royalty.

During the first quarter of 2007, average gas prices were \$2.40 per Mcf lower than the average prices reported during the first quarter of 2006. The average price per barrel of oil during the first quarter of 2007 was \$1.78 per barrel lower than that received for the first quarter of 2006 due to decreases in oil prices in world markets generally, including the posted prices applicable to oil sales attributable to the Royalty.

BROG previously entered into two contracts for the sale of all volumes of gas produced from the Underlying Properties. These contracts provided for (i) the sale of such gas to Duke Energy and Marketing, L.L.C. and PNM Gas Services ( PNM ), respectively, (ii) the delivery of such gas at various delivery points through March 31, 2005, and from year-to-year thereafter until terminated by either party on twelve months notice, and (iii) the sale of such gas at prices which fluctuate in accordance with published indices for gas sold in the San Juan Basin of New Mexico. Effective January 1, 2004, the rights and obligations of Duke Energy and Marketing L.L.C. were assumed by ConocoPhillips pursuant to an Assignment and Novation Agreement. By correspondence dated March 25, 2004, BROG notified ConocoPhillips of BROG's election to terminate such contract as of March 31, 2005. BROG then prepared a form of request for proposal and circulated it to a number of potential purchasers, including

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ConocoPhillips, inviting them to bid for the purchase of the gas currently sold under the contract expiring March 31, 2005. Effective as of April 1, 2005, BROG entered into two new contracts for the sale of all volumes of gas produced from the Underlying Properties and formerly sold to ConocoPhillips. These new contracts provide for (i) the sale of such gas to ChevronTexaco Natural Gas, a division of Chevron U.S.A. Inc. ( ChevronTexaco ), and Coral Energy Resources, L.P. ( Coral ), respectively, (ii) the delivery of such gas at various delivery points through March 31, 2007, and from year-to-year thereafter until terminated by either party on twelve months notice, and (iii) the sale of such gas at prices which fluctuate in accordance with the published indices for gas sold in the San Juan Basin of New Mexico. With respect to BROG's contract with PNM, BROG and PNM entered into a letter agreement dated January 31, 2005, pursuant to which the term of that contract was adjusted to coincide with the contracts with ChevronTexaco and Coral. Neither BROG nor any of ChevronTexaco, Coral nor PNM gave notice by March 31, 2007 to terminate the three contracts described above for the sale of all volumes of gas produced from the Underlying Properties and, accordingly, the terms of those contracts have been extended at least through March 31, 2009.

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

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Royalty income received by the Trust for the three months ended March 31, 2007 and 2006, respectively, was computed as shown in the following table:

	2007	2006
Gross proceeds of sales from the Underlying Properties:		
Gas proceeds	\$ 53,976,801	\$ 91,455,578
Oil proceeds	1,006,513	1,051,494
 Total	 54,983,314	 92,507,072
 Less production costs:		
Severance tax Gas	5,288,138	8,778,228
Severance tax Oil	91,501	104,921
Lease operating expense and property tax	6,737,076	5,157,521
Other		
Capital expenditures	10,934,934	11,158,287
 Total	 23,051,649	 25,198,957
 Less excess production and interest from prior year		
 Net profits	 31,931,665	 67,308,115
 Net overriding royalty interest	 75%	 75%
 Royalty income	 \$ 23,948,749	 \$ 50,481,086

**Contractual Obligations**

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

**Effects of Securities Regulation**

As a publicly-traded trust listed on the New York Stock Exchange (the "NYSE"), the Trust is and will continue to be subject to extensive regulation under, among others, the Securities Act of 1933, the Securities Exchange Act of 1934 (which contains many of the provisions of the Sarbanes-Oxley Act of 2002) and the rules and regulations of the NYSE. Issuers failing to comply with such authorities risk serious consequences, including criminal as well as civil and administrative penalties. In most instances, these laws, rules and regulations do not specifically address their applicability to publicly-traded trusts, such as the Trust. In particular, the Sarbanes-Oxley Act of 2002 provides for the

adoption by the Securities and Exchange Commission (the Commission ) and NYSE of certain rules and regulations that may be impossible for the Trust to literally satisfy because of its nature as a pass-through trust. It is the Trustee's intention to follow the Commission's and NYSE's rulemaking closely, attempt to comply with such rules and regulations and, where appropriate, request relief from these rules and regulations. However, if the Trust is unable to comply with such rules and regulations or to obtain appropriate relief, the Trust may be required to expend as yet unknown but potentially material costs to amend the Indenture that governs the Trust to allow for compliance with such rules and regulations. To date, the rules



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implementing the Sarbanes-Oxley Act of 2002 have generally made appropriate accommodation for passive entities such as the Trust.

**Critical Accounting Policies**

In accordance with the Commission's staff accounting bulletins and consistent with other royalty trusts, the financial statements of the Trust are prepared on the following basis:

Royalty income recorded for a month is the amount computed and paid by BROG to the Trustee for the Trust. Royalty income consists of the proceeds received by BROG from the sale of production from the Underlying Properties less accrued production costs, development and drilling costs, applicable taxes, operating charges, and other costs and deductions, multiplied by 75%. The calculation of net proceeds by BROG for any month includes adjustments to proceeds and costs for prior months and impacts the Royalty income paid to the Trust and the distribution to Unit Holders for that month.

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

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

The Conveyance which transferred the Royalty to the Trust provides that any excess of production costs applicable to the Underlying Properties over gross proceeds from such properties must be recovered from future net profits before Royalty income is again paid to the Trust.

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

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

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

**Item 4. Controls and Procedures.**

The Trust maintains a system of disclosure controls and procedures that is designed to ensure that information required to be disclosed in the Trust's filings under the Securities Exchange Act of 1934 is

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recorded, processed, summarized and reported, within the time periods specified in the Commission's rules and forms. Disclosure controls and procedures include controls and procedures designed to ensure that information required to be disclosed by the Trust is accumulated and communicated by BROG to the Trustee and its employees who participate in the preparation of the Trust's periodic reports to allow timely decisions regarding disclosure. Due to the pass-through nature of the Trust, BROG provides much of the information disclosed in this Form 10-Q and the other periodic reports filed by the Trust with the Commission.

The Indenture does not require BROG to update or provide information to the Trust. Under the Conveyance transferring the Royalty to the Trust, BROG is obligated to provide the Trust with certain information concerning calculations of net proceeds owed to the Trust, among other information. Pursuant to the settlement of litigation in 1996 between the Trust and BROG, BROG agreed to new, more formal financial reporting and audit procedures as compared to those provided in the Conveyance.

The Trustee receives periodic updates from BROG regarding activities related to the Trust. Accordingly, the Trust's ability to timely report certain information required to be disclosed in the Trust's periodic reports is dependent on BROG's timely delivery of such information to the Trust. In order to help ensure the accuracy and completeness of the information required to be disclosed in the Trust's periodic reports, the Trust employs independent public accountants, joint interest auditors, marketing consultants, attorneys and petroleum engineers. These outside professionals advise the Trustee in its review and compilation of this information for inclusion in this Form 10-Q and the other periodic reports provided by the Trust to the Commission.

The Trustee has evaluated the Trust's disclosure controls and procedures as of March 31, 2007, and has concluded that such disclosure controls and procedures are effective at the reasonable assurance level to ensure that material information related to the Trust is gathered on a timely basis to be included in the Trust's periodic reports. In reaching its conclusion, the Trustee considered the Trust's dependence on BROG to deliver timely and accurate information to the Trust. The Trustee has not reviewed the Trust's disclosure controls and procedures in concert with management, a board of directors or an independent audit committee. The Trust does not have, nor does the Indenture provide for, officers, a board of directors or an independent audit committee.

During the quarter ended March 31, 2007, there were no changes in the Trust's internal control over financial reporting (as defined in Rule 13a-15(f) of the Securities Exchange Act of 1934) that materially affected, or are reasonably likely to materially affect, the Trust's internal control over financial reporting. The Trustee has not evaluated the Trust's internal control over financial reporting in concert with management, a board of directors or an independent audit committee. The Trust does not have, nor does the Indenture provide for, officers, a board of directors or an independent audit committee.

**PART II  
OTHER INFORMATION**

**Item 1. Legal Proceedings.**

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

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On November 11, 2005, an Arbitration Award was issued in favor of the Trust in the aggregate amount of \$7,683,699 in arbitration styled *San Juan Basin Royalty Trust vs. Burlington Resources Oil & Gas Company LP*. The purpose of the arbitration was to resolve certain joint interest audit issues as between the parties to the arbitration. On November 21, 2005, BROG filed its Original Petition to Vacate or to Modify or Correct Arbitration Award in the cause styled *Burlington Resources Oil & Gas Company LP vs. San Juan Basin Royalty Trust*, No. 2005-74370, in the District Court of Harris County, Texas, 281st Judicial District. In this litigation, BROG alleged that the award in favor of the Trust should be vacated or modified because one of the issues decided was beyond the scope of the matters agreed to be arbitrated, the award was issued in manifest disregard of applicable law, and a portion of the award is barred by limitations. BROG also sought to recover its attorneys' fees. The Trust filed an answer and counterclaim in the litigation filed by BROG denying those allegations and asking that the arbitrator's award be confirmed. On April 20, 2006, the Court entered an Order denying BROG's motion to vacate and granting the Trust's application to confirm the Arbitration Award and on June 6, 2006, rendered a final judgment in favor of the Trust. However, on May 22, 2006, BROG filed a Notice of Appeal indicating its desire to appeal the Order and any final judgment confirming the Arbitration Award and on July 5, 2006, filed a Motion for New Trial in the District Court of Harris County, Texas, urging substantially similar arguments made at the hearing. The Trust responded to the Motion for New Trial and served BROG with post-judgment discovery requests. BROG's Motion for New Trial was overruled on August 4, 2006. BROG's distribution to the Trust for July 2006 included \$1,534,182 representing a portion of the Arbitration Award, plus accrued interest. Of this amount, \$1,325,826 (the equivalent of \$994,270 grossed up to account for the Trust's 75% net overriding royalty interest) was included in calculating the net proceeds paid to the Trust, and the accrued interest thereon was \$539,812. The balance of the Arbitration Award is pending BROG's appeal, which has been assigned No. 01-06-00485-CV in the First Court of Appeals in Houston, Texas. On August 24, 2006, BROG filed its Supersedeas Bond to secure payment of the balance of the Arbitration Award, plus interest, if the appeal is dismissed or BROG does not perform the adverse judgment which becomes final on appeal. The briefs of the parties have been filed in the First Court of Appeals and oral arguments were heard on April 24, 2007. The parties will prepare and file letter briefs in support of the positions argued on April 24, 2007 and will then await a ruling on the merits of the appeal. No reliable estimate can be given as to when the First Court of Appeals will act and it should be noted that the ruling of the Court on the merits of the appeal will itself be subject to possible discretionary review by the Texas Supreme Court.

In addition to the litigation described above, BROG is involved in various legal proceedings, the outcome of which may impact the Trust. Should certain legal proceedings to which BROG is a party be decided in a manner adverse to BROG, the amount of Royalty income received by the Trust could materially decrease. The Trust has not received from BROG any estimate of the amount of any potential loss in such proceedings, or the portion of any such potential loss that might be allocated to the Royalty.

**Item 6. Exhibits.**

- (4)(a) Amended and Restated Royalty Trust Indenture, dated September 30, 2002 (the original Royalty Trust Indenture, dated November 1, 1980 having been entered into between Southland Royalty Company and The Fort Worth National Bank, as Trustee), heretofore filed as Exhibit 99.2 of the Trust's Current Report on Form 8-K filed with the Commission on October 1, 2002, is incorporated herein by reference.\*
- (4)(b) Net Overriding Royalty Conveyance from Southland Royalty Company to The Fort Worth National Bank, as Trustee, dated November 3, 1980 (without Schedules), heretofore filed as Exhibit 4(b) to the Trust's Annual Report on Form 10-K filed with the Commission for the fiscal year ended December 31, 2006, is incorporated herein by reference.\*

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(4)(c) Assignment of Net Overriding Interest (San Juan Basin Royalty Trust), dated September 30, 2002, between Bank One, N.A. and TexasBank, heretofore filed as Exhibit 4(c) to the Trust's Quarterly Report on Form 10-Q filed with the Commission for the quarter ended September 30, 2002, is incorporated herein by reference.\*

31 Certification required by Rule 13a-14(a), dated May 10, 2007, by Lee Ann Anderson, Vice President and Senior Trust Officer of Compass Bank, the Trustee of the Trust.\*\*

32 Certification required by Rule 13a-14(b), dated May 10, 2007 by Lee Ann Anderson, Vice President and Senior Trust Officer of Compass Bank, on behalf of Compass Bank, the Trustee of the Trust.\*\*\*

\* A copy of this exhibit is available to any Unit Holder (free of charge) upon written request to the Trustee, Compass Bank, 2525 Ridgmar Boulevard, Suite 100, Fort Worth, Texas 76116.

\*\* 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.

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

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

Date: May 10, 2007

(The Trust has no directors or executive officers.)

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**INDEX TO EXHIBITS**

<b>Exhibit Number</b>	<b>Description</b>
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