

CROSS TIMBERS ROYALTY TRUST

Form 10-K

March 12, 2019

Table of Contents

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**Form 10-K**

**ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF**

**THE SECURITIES EXCHANGE ACT OF 1934**

**For the fiscal year ended December 31, 2018**

**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. 1-10982**

**Cross Timbers Royalty Trust**

*(Exact name of registrant as specified in its charter)*

**Texas**

*(State or other jurisdiction of*

*incorporation or organization)*

**c/o Corporate Trustee:**

**Simmons Bank**

**2911 Turtle Creek Blvd, Suite 850**

**75-6415930**

*(I.R.S. Employer*

*Identification No.)*

**75219**

**Dallas, Texas**

*(Address of principal executive offices)*

*(Zip Code)*

**Registrant's telephone number, including area code (at the office of the Corporate Trustee): (855) 588-7839**

**Securities registered pursuant to Section 12(b) of the Act:**

<b>Title of each class</b>	<b>Name of each exchange on which registered</b>
Units of Beneficial Interest	New York Stock Exchange

**Securities registered pursuant to Section 12(g) of the Act:**

**None**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. YES  NO

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. YES  NO

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 every Interactive Data File required to be submitted 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 such files). YES  NO

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

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

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company   
Emerging Growth Company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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

The aggregate market value of units of beneficial interest held by non-affiliates of the registrant at June 30, 2018 (the last business day of the registrant's most recently completed second fiscal quarter) was approximately \$86.9 million.

The number of units of beneficial interest outstanding as of February 15, 2019 was 6,000,000.

**Table of Contents**

**CROSS TIMBERS ROYALTY TRUST  
2018 ANNUAL REPORT ON FORM 10-K**

**TABLE OF CONTENTS**

		<b>Page</b>
	<u>Glossary of Terms</u>	1
	<b>Part I</b>	
Item 1.	<u>Business</u>	2
Item 1A.	<u>Risk Factors</u>	4
Item 1B.	<u>Unresolved Staff Comments</u>	9
Item 2.	<u>Properties</u>	9
Item 3.	<u>Legal Proceedings</u>	18
Item 4.	<u>Mine Safety Disclosures</u>	18
	<b>Part II</b>	
Item 5.	<u>Market for Units of the Trust, Related Unitholder Matters and Trust Purchases of Units</u>	19
Item 6.	<u>Selected Financial Data</u>	19
Item 7.	<u>Trustee's Discussion and Analysis of Financial Condition and Results of Operations</u>	20
Item 7A.	<u>Quantitative and Qualitative Disclosures about Market Risk</u>	25
Item 8.	<u>Financial Statements and Supplementary Data</u>	26
Item 9.	<u>Changes in and Disagreements with Accountants on Accounting and Financial Disclosure</u>	39
Item 9A.	<u>Controls and Procedures</u>	39
Item 9B.	<u>Other Information</u>	39
	<b>Part III</b>	
Item 10.	<u>Directors, Executive Officers and Corporate Governance</u>	40
Item 11.	<u>Executive Compensation</u>	40
Item 12.	<u>Security Ownership of Certain Beneficial Owners and Management and Related Unitholder Matters</u>	40
Item 13.	<u>Certain Relationships and Related Transactions, and Director Independence</u>	40
Item 14.	<u>Principal Accountant Fees and Services</u>	41
	<b>Part IV</b>	
Item 15.	<u>Exhibits and Financial Statement Schedules</u>	42

**Table of Contents**

**GLOSSARY OF TERMS**

The following is a glossary of certain defined terms used in this Annual Report on Form 10-K.

**GLOSSARY**

<i>Bbl</i>	Barrel (of oil)
<i>Bcf</i>	Billion cubic feet (of natural gas)
<i>BOE</i>	Barrel of oil equivalent
<i>Mcf</i>	Thousand cubic feet (of natural gas)
<i>MMBtu</i>	One million British Thermal Units, a common energy measurement
<i>net proceeds</i>	Gross proceeds received by XTO Energy from sale of production from the underlying properties, less applicable costs, as defined in the net profits interest conveyances
<i>net profits income</i>	Net proceeds multiplied by the applicable net profits percentage of 75% or 90%, which is paid to the Trust by XTO Energy. Net profits income is referred to as royalty income for income tax purposes.
<i>net profits interest</i>	An interest in an oil and gas property measured by net profits from the sale of production, rather than a specific portion of production. The following defined net profits interests were conveyed to the Trust from the underlying properties: <i>90% net profits interests</i> interests that entitle the Trust to receive 90% of the net proceeds from the underlying properties that are substantially all royalty or overriding royalty interests in Texas, Oklahoma and New Mexico <i>75% net profits interests</i> interests that entitle the Trust to receive 75% of the net proceeds from the underlying properties that are working interests in Texas and Oklahoma
<i>royalty interest (and overriding royalty interest)</i>	A non-operating interest in an oil and gas property that provides the owner a specified share of production without any production expense or development costs

*underlying properties*

XTO Energy's interest in certain oil and gas properties from which the net profits interests were conveyed. The underlying properties include royalty and overriding royalty interests in producing and nonproducing properties in Texas, Oklahoma and New Mexico, and working interests in producing properties located in Texas and Oklahoma.

*working interest*

An operating interest in an oil and gas property that provides the owner a specified share of production that is subject to all production expense and development costs

---

**Table of Contents**

**PART I**

**Item 1. Business**

Cross Timbers Royalty Trust (the Trust) is an express trust created under the laws of Texas pursuant to the Cross Timbers Royalty Trust Indenture entered into on February 12, 1991 between predecessors of XTO Energy Inc. (formerly known as Cross Timbers Oil Company), as grantors, and NCNB Texas National Bank, as Trustee. On January 9, 2014, the successor of NCNB Texas National Bank, U.S. Trust, Bank of America Private Wealth Management, a division of Bank of America, N.A., gave notice to unitholders that it would resign as Trustee. At the special meeting of the Trust's unitholders held on June 20, 2014, the unitholders of the Trust voted to approve the proposal to appoint Southwest Bank as successor Trustee of the Trust effective August 29, 2014.

Effective October 19, 2017, Simmons First National Corporation (SFNC) completed its acquisition of First Texas BHC, Inc., the parent company of Southwest Bank, the Trustee of the Trust. SFNC is the parent of Simmons Bank. SFNC merged Southwest Bank with Simmons Bank effective February 20, 2018. Simmons Bank (the Trustee) is now the Trustee of the Trust.

The principal office of the Trust is 2911 Turtle Creek Blvd, Suite 850, Dallas, Texas 75219. (Telephone number 855-588-7839). The Trust's internet web site is [www.crt-crosstimbers.com](http://www.crt-crosstimbers.com). We make available free of charge, through our web site, our Annual Report on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and all amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934. These reports are accessible through our internet web site as soon as reasonably practicable after we electronically file such material with, or furnish it to, the Securities and Exchange Commission. Information on our website is not incorporated into this report.

On February 12, 1991, the predecessors of XTO Energy conveyed defined net profits interests to the Trust under five separate conveyances:

1. one in each of the states of Texas, Oklahoma and New Mexico, to convey a 90% defined net profits interest carved out of substantially all royalty and overriding royalty interests owned by the predecessors in those states, and
2. one in each of the states of Texas and Oklahoma, to convey a 75% defined net profits interest carved out of specific working interests owned by the predecessors in those states.

The conveyance of these net profits interests was effective for production from October 1, 1990. The net profits interests and the underlying properties are further described under Item 2, Properties.

In exchange for the net profits interests conveyed to the Trust, the predecessors of XTO Energy received 6,000,000 units of beneficial interest of the Trust. Predecessors of XTO Energy distributed units to their owners in February 1991 and November 1992, and in February 1992, sold units in the Trust's initial public offering. Units are listed and traded on the New York Stock Exchange under the symbol CRT. XTO Energy currently is not a unitholder of the Trust.

On June 25, 2010, XTO Energy became a wholly owned subsidiary of Exxon Mobil Corporation.

Under the terms of each of the five conveyances, the Trust receives net profits income from the net profits interests generally on the last business day of each month. Net profits income is determined by XTO Energy by multiplying the net profit percentage (90% or 75%) times net proceeds from the underlying properties for each conveyance during the previous month. Net proceeds are the gross proceeds received from the sale of production, less production costs, as defined in the conveyances. For the 90% net profits interests and the 75% net profits interests, production costs generally include applicable property taxes, transportation, marketing and other charges. For the 75% net profits interests, production costs also include capital and operating costs paid (e.g., drilling, production and other direct costs of owning and operating the property), monthly overhead charged by operators of the underlying properties, and a monthly overhead XTO Energy deducts as reimbursement for costs associated with monitoring these



**Table of Contents**

interests. If production costs exceed gross proceeds for any conveyance, this excess is carried forward to future monthly computations of net proceeds until the excess costs (plus interest accrued as specified in the conveyances) are completely recovered. Excess production costs and related accrued interest from one conveyance cannot be used to reduce net proceeds from any other conveyance. For further information on excess costs, see Note 7 to Financial Statements under Item 8, Financial Statements and Supplementary Data.

The Trust is not liable for any production costs or liabilities attributable to the underlying properties. If at any time the Trust receives net profits income in excess of the amount due, the Trust is not obligated to return such overpayment, but future net profits income payable to the Trust will be reduced until the overpayment, plus interest at the prime rate, is recovered.

As a working interest owner, XTO Energy can generally decline participation in any operation and allow consenting parties to conduct such operations, as provided under the operating agreements. XTO Energy also can assign, sell, or otherwise transfer its interest in the underlying properties, subject to the net profits interests, or can abandon an underlying property that is a working interest if it is incapable of producing in paying quantities, as determined by XTO Energy.

To the extent allowed, XTO Energy is responsible for marketing its production from the underlying properties under existing sales contracts or new arrangements on the best terms reasonably obtainable in the circumstances.

Net profits income received by the Trust on or before the last business day of the month is generally attributable to oil production two months prior and gas production three months prior. The monthly distribution amount to unitholders is determined by:

Adding -

1. net profits income received;
2. estimated interest income to be received on the monthly distribution amount, including an adjustment for the difference between the estimated and actual interest received for the prior monthly distribution amount;
3. cash available as a result of reduction of cash reserves; and
4. other cash receipts; then

Subtracting -

1. liabilities paid; and
2. the reduction in cash available due to establishment of or increase in any cash reserve.

The monthly distribution amount is distributed to unitholders of record within ten business days after the monthly record date. The monthly record date is generally the last business day of the month. The Trustee calculates the monthly distribution amount and announces the distribution per unit at least ten days prior to the monthly record date.

The Trustee may establish cash reserves for contingencies. Cash held for such reserves, as well as for pending payment of the monthly distribution amount, may be invested in federal obligations or certificates of deposit of major banks.

The Trustee's function is to collect the net profits income from the net profits interests, to pay all Trust expenses and to pay the monthly distribution amount to unitholders. The Trustee's powers are specified by the terms of the indenture. The Trust cannot engage in any business activity or acquire any assets other than the net profits interests and specific short-term cash investments. The Trust has no employees since all administrative functions are performed by the Trustee.

Approximately 46% of the net profits income received by the Trust during 2018 was attributable to natural gas, as well as 41% of the Trust's estimated future net cash flows from proved reserves at December 31, 2018 (based on

## **Table of Contents**

estimated future net cash flows using 12-month average oil and gas prices, based on the first-day-of-the-month price for each month in the period). There is generally a greater demand for gas during the winter. Otherwise, Trust income is not subject to seasonal factors, nor dependent upon patents, licenses, franchises or concessions. The Trust conducts no research activities.

The oil and gas industry is highly competitive in all its phases. Operators of the properties in which the Trust holds interests encounter competition from other oil and gas companies and from individual producers and operators. Oil and natural gas are commodities, for which market prices are determined by external supply and demand factors. Current market conditions are not necessarily indicative of future conditions.

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

The following factors could cause actual results to differ materially from those contained in forward-looking statements made in this report and presented elsewhere by the Trustee from time to time. Such factors may have a material adverse effect upon the Trust's financial condition, distributable income and changes in trust corpus.

The following discussion of risk factors should be read in conjunction with the financial statements and related notes included under Item 8, Financial Statements and Supplementary Data. Because of these and other factors, past financial performance should not be considered an indication of future performance.

#### ***The market price for the Trust units may not reflect the value of the net profits interests held by the Trust.***

The public trading price for the Trust units tends to be tied to the recent and expected levels of cash distributions on the Trust units. The amounts available for distribution by the Trust vary in response to numerous factors outside the control of the Trust or XTO Energy, including prevailing prices for oil and natural gas produced from the underlying properties. The market price of the Trust units is not necessarily indicative of the value that the Trust would realize if the net profits interests were sold to a third party buyer. In addition, such market price is not necessarily reflective of the fact that, since the assets of the Trust are depleting assets, a portion of each cash distribution paid on the Trust units should be considered by investors as a return of capital, with the remainder being considered as a return on investment. There is no guarantee that distributions made to a unitholder over the life of these depleting assets will equal or exceed the purchase price paid by the unitholder.

#### ***Oil and natural gas prices fluctuate due to a number of uncontrollable factors, and any decline will adversely affect the net proceeds payable to the Trust and Trust distributions.***

The Trust's monthly cash distributions are highly dependent upon the prices realized from the sale of natural gas and oil. Oil and natural gas prices can fluctuate widely on a month-to-month basis in response to a variety of factors that are beyond the control of the Trust and XTO Energy. Factors that contribute to price fluctuations include instability in oil-producing regions, worldwide economic conditions, weather conditions, the supply of domestic and foreign oil, natural gas and natural gas liquids, consumer demand, the price and availability of alternative fuels, the proximity to, and capacity of, transportation facilities and the effect of worldwide energy conservation measures. Moreover, government regulations, such as regulation of natural gas transportation and price controls, can affect product prices. Oil and natural gas prices have declined substantially from historical highs and may not return to those levels in the foreseeable future, if ever. A significant decline in current oil or natural gas prices could have a material adverse effect on the amount of oil and natural gas that is economic to produce, Trust net profits (and therefore cash available for distribution to unitholders) and proved reserves attributable to the Trust's interests. The volatility of energy prices reduces the predictability of future cash distributions to Trust unitholders.

***Higher production expense and/or development costs, without concurrent increases in revenue, will directly decrease the net proceeds payable to the Trust from the properties underlying the 75% net profits interests.***

Production expense and development costs are deducted in the calculation of the Trust's share of net proceeds from properties underlying the 75% net profits interests. Accordingly, higher or lower production expense and

## **Table of Contents**

development costs, without concurrent changes in revenue, will directly decrease or increase the amount received by the Trust for its 75% net profits interests. If development costs and production expense for properties underlying the 75% net profits in a particular state exceed the production proceeds from the properties, (as was the case with respect to the properties underlying the Texas working interests for all of 2017 and 2018 and with respect to the properties underlying the Oklahoma working interests for the first three quarters of 2017, and the last month of 2018) the Trust will not receive net profits income for those properties until future net proceeds from production in that state exceed the total of the excess costs plus accrued interest during the deficit period. Development activities may not generate sufficient additional revenue to repay the costs.

***Proved reserve estimates depend on many assumptions that may turn out to be inaccurate. Any material inaccuracies in reserve estimates or underlying assumptions could cause the quantities and net present value of the reserves to be overstated.***

Estimating proved oil and gas reserves is inherently uncertain. Petroleum engineers consider many factors and make assumptions in estimating reserves and future net cash flows. Those factors and assumptions include historical production from the area compared with production rates from similar producing areas, the effects of governmental regulation, assumptions about future commodity prices, production expense and development costs, taxes and capital expenditures, the availability of enhanced recovery techniques and relationships with landowners, working interest partners, pipeline companies and others. Lower oil and gas prices generally cause lower estimates of proved reserves. Ultimately, actual production, revenues and expenditures for the underlying properties will vary from estimates and those variances could be material. Because the Trust owns net profits interests, it does not own a specific percentage of the oil and gas reserves. Estimated proved reserves for the net profits interests are based on estimates of reserves for the underlying properties and an allocation method that considers estimated future net proceeds and oil and gas prices. Because Trust reserve quantities are determined using an allocation formula, increases or decreases in oil and gas prices can significantly affect estimated reserves of the 75% net profits interests.

***Operational risks and hazards associated with the development and operations of the underlying properties may decrease Trust distributions.***

There are operational risks and hazards associated with the production and transportation of oil and natural gas, including without limitation natural disasters, blowouts, explosions, fires, leakage of oil or natural gas, releases of other hazardous materials, mechanical failures, cratering, and pollution. Any of these or similar occurrences could result in the interruption or cessation of operations, personal injury or loss of life, property damage, damage to productive formations or equipment, damage to the environment or natural resources, or cleanup obligations. The operation of oil and gas properties is also subject to various laws and regulations. Non-compliance with such laws and regulations could subject the operator to additional costs, sanctions or liabilities. The uninsured costs resulting from any of the above or similar occurrences could be deducted as a production expense or development cost in calculating the net proceeds payable to the Trust from properties underlying the 75% net profits interests, and would therefore reduce Trust distributions by the amount of such uninsured costs.

***Future net profits may be subject to risks relating to the creditworthiness of third parties.***

The Trust does not lend money and has limited ability to borrow money, which the Trustee believes limits the Trust's risk from exposure to credit markets. The Trust's future net profits, however, may be subject to risks relating to the creditworthiness of the operators of the underlying properties and other purchasers of crude oil and natural gas produced from the underlying properties. This creditworthiness may be impacted by the price of crude oil and natural gas.

***Trust unitholders and the Trustee have no influence over the operations on, or future development of, the underlying properties.***

Because XTO Energy does not operate most of the underlying properties, it is unable to significantly influence the operations or future development of the underlying properties. Neither the Trustee nor the Trust unitholders can

## **Table of Contents**

influence or control the operation or future development of the underlying properties. The failure of an operator to conduct its operations or discharge its obligations in a proper manner could have an adverse effect on the net proceeds payable to the Trust. Although XTO Energy and the other operators of the underlying properties must adhere to the standard of a prudent operator, they are under no obligation to continue operating the properties. Neither the Trustee nor Trust unitholders have the right to replace an operator.

***The assets of the Trust represent interests in depleting assets and, if XTO Energy or any other operators developing the underlying properties do not perform additional successful development projects, the assets may deplete faster than expected. Eventually, the assets of the Trust will cease to produce in commercial quantities and the Trust will cease to receive proceeds from such assets.***

The net proceeds payable to the Trust are derived from the sale of hydrocarbons from depleting assets. Future maintenance and development projects on the underlying properties will affect the quantity of proved reserves and can offset the reduction in the depletion of proved reserves. The timing and size of these projects will depend on the market prices of oil and natural gas. If the operator(s) of the properties do not implement additional maintenance and development projects, the future rate of production decline of proved reserves may be higher than the rate currently expected by the Trust. Because the net proceeds payable to the Trust are derived from the sale of hydrocarbons from depleting assets, the portion of distributions to unitholders attributable to depletion may be considered a return on capital as opposed to a return on investment. Distributions that are a return of capital will ultimately diminish the depletion tax benefits available to the unitholders, which could reduce the market value of the units over time. Eventually, the properties underlying the Trust's net profits interest will cease to produce in commercial quantities and the Trust will, therefore, cease to receive any net proceeds therefrom.

***Terrorism and geopolitical hostilities could adversely affect Trust distributions or the market price of the Trust units.***

Terrorist attacks and the threat of terrorist attacks, whether domestic or foreign, as well as military or other actions taken in response, cause instability in the global financial and energy markets. Terrorism and other geopolitical hostilities could adversely affect Trust distributions or the market price of the Trust units in unpredictable ways, including through the disruption of fuel supplies and markets, increased volatility in oil and natural gas prices, or the possibility that the infrastructure on which the operators of the underlying properties rely could be a direct target or an indirect casualty of an act of terror.

***XTO Energy may transfer its interest in the underlying properties without the consent of the Trust or the Trust unitholders.***

XTO Energy may at any time transfer all or part of its interest in the underlying properties to another party. Neither the Trust nor the Trust unitholders are entitled to vote on any transfer of the properties underlying the Trust's net profits interests, and the Trust will not receive any proceeds of any such transfer. Following any transfer, the transferred property will continue to be subject to the net profits interests of the Trust, but the calculation, reporting and remitting of net proceeds to the Trust will be the responsibility of the transferee.

***XTO Energy or any other operator of any underlying property may abandon the property, thereby terminating the related net profits interest payable to the Trust.***

XTO Energy or any other operator of the underlying properties, or any transferee thereof, may abandon any well or property without the consent of the Trust or the Trust unitholders if they reasonably believe that the well or property can no longer produce in commercially economic quantities. This could result in the termination of the net profits

interest relating to the abandoned well or property.



## **Table of Contents**

***The net profits interests can be sold and the Trust would be terminated. The Trust will also be terminated if it fails to generate sufficient gross proceeds.***

The Trust may sell the net profits interests if the holders of 80% or more of the outstanding Trust units approve the sale or vote to terminate the Trust. The Trust will terminate if it fails to generate gross proceeds from the underlying properties of at least \$1,000,000 per year over any successive two-year period. Sale of all of the net profits interests will terminate the Trust. The net proceeds of any sale must be for cash with the proceeds less any Trust administrative costs promptly distributed to the Trust unitholders.

The sale of the remaining net profits interests and the termination of the Trust will be taxable events to the Trust unitholders. Generally, a Trust unitholder will realize gain or loss equal to the difference between the amount realized on the sale and termination of the Trust and his adjusted basis in such units. Gain or loss realized by a Trust unitholder who is not a dealer with respect to such units and who has a holding period for the units of more than one year will be treated as long-term capital gain or loss except to the extent of any depletion recapture amount, which must be treated as ordinary income. Other federal and state tax issues concerning the Trust are discussed under Item 2 and Note 4 to the Trust's financial statements, which are included herein. Each Trust unitholder should consult his own tax advisor regarding Trust tax compliance matters, including federal and state tax implications concerning the sale of the net profits interests and the termination of the Trust.

***Trust unitholders have limited voting rights and have limited ability to enforce the Trust's rights against XTO Energy or any other operator of the underlying properties.***

The voting rights of a Trust unitholder are more limited than those of stockholders of most public corporations. For example, there is no requirement for annual meetings of Trust unitholders or for an annual or other periodic re-election of the Trustee. Additionally, Trust unitholders have no voting rights in XTO Energy or Exxon Mobil Corporation.

The Trust indenture and related trust law permit the Trustee and the Trust to sue XTO Energy or any other operator of the underlying properties to compel them to fulfill the terms of the conveyance of the net profits interests. If the Trustee does not take appropriate action to enforce provisions of the conveyance, the recourse of the Trust unitholders would likely be limited to bringing a lawsuit against the Trustee to compel the Trustee to take specified actions. Trust unitholders probably would not be able to sue XTO Energy or any other operator of the underlying properties.

***Financial information of the Trust is not prepared in accordance with U.S. GAAP.***

The financial statements of the Trust are prepared on a modified cash basis of accounting, which is a comprehensive basis of accounting other than U.S. generally accepted accounting principles, or U.S. GAAP. Although this basis of accounting is permitted for royalty trusts by the Securities and Exchange Commission, the financial statements of the Trust differ from U.S. GAAP financial statements because net profits income is not accrued in the month of production, expenses are not recognized when incurred and cash reserves may be established for certain contingencies that would not be recorded in U.S. GAAP financial statements.

***The limited liability of Trust unitholders is uncertain.***

The Trust unitholders are not protected from the liabilities of the Trust to the same extent that a shareholder would be protected from a corporation's liabilities. The structure of the Trust does not include the interposition of a limited liability entity such as a corporation or limited partnership which would provide further limited liability protection to Trust unitholders. While the Trustee is liable for any excess liabilities incurred if the Trustee fails to ensure that such

liabilities are to be satisfied only out of Trust assets, under the laws of Texas, which are unsettled on this point, a unitholder may be jointly and severally liable for any liability of the Trust if the satisfaction of such liability was not contractually limited to the assets of the Trust and the assets of the Trust and the Trustee are not adequate to satisfy such liability. As a result, Trust unitholders may be exposed to personal liability. The Trust, however, is not liable for production costs or other liabilities of the underlying properties.

**Table of Contents**

***Drilling oil and natural gas wells is a high-risk activity and subjects the Trust to a variety of factors that it cannot control.***

Drilling oil and natural gas wells involves numerous risks, including the risk that commercially productive oil and natural gas reservoirs are not encountered. The presence of unanticipated pressures or irregularities in formations, miscalculations or accidents may cause drilling activities to be unsuccessful. In addition, there is often uncertainty as to the future cost or timing of drilling, completing and operating wells. Further, development activities may be curtailed, delayed or canceled as a result of a variety of factors, including:

1. reduced oil or natural gas prices;
2. unexpected drilling conditions;
3. title problems;
4. restricted access to land for drilling or laying pipeline;
5. pressure or irregularities in formations;
6. equipment failures or accidents;
7. adverse weather conditions or natural disasters; and
8. costs of, or shortages or delays in the availability of, drilling rigs, tubular materials and equipment.

While these risks do not expose the Trust to liabilities of the drilling contractor or operator of the well, they can reduce net proceeds payable to the Trust and Trust distributions by decreasing oil and gas revenues or increasing production expense or development costs from the underlying properties. Furthermore, these risks may cause the costs of development activities on properties underlying the 75% net profits interests to exceed the revenues therefrom, thereby reducing net proceeds payable to the Trust and Trust distributions.

***The underlying properties are subject to complex federal, state and local laws and regulations that could adversely affect net proceeds payable to the Trust and Trust distributions.***

Extensive federal, state and local regulation of the oil and natural gas industry significantly affects operations on the underlying properties. In particular, oil and natural gas development and production are subject to stringent environmental regulations. These regulations have increased the costs of planning, designing, drilling, installing, operating and abandoning oil and natural gas wells and other related facilities, which costs could reduce net proceeds payable to the Trust and Trust distributions. These regulations may become more demanding in the future. See

Regulation in Item 2, *Properties*, and Greenhouse Gas Emissions and Climate Change Regulations in Item 7, *Trustee's Discussion and Analysis of Financial Condition and Results of Operations*.

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

Currently, cash held by the Trust reserved for the payment of accrued liabilities and estimated future expenses and distributions to unitholders is typically held in a treasury fund that under normal market conditions invests exclusively in U.S. Treasury obligations. Although the fund's underlying investments are obligations of the U.S. government, the fund itself is not insured by the Federal Deposit Insurance Corporation. In the event that the fund becomes insolvent, the Trustee may be unable to recover any or all such cash from the insolvent fund. Any loss of such cash may have a material adverse effect on the Trust's cash balances and any distributions to unitholders.

***The tax treatment of an investment in Trust units could be affected by recent and potential legislative changes, possibly on a retroactive basis.***

U.S. federal tax reform legislation informally known as the Tax Cuts and Jobs Act (the TCJA ) was enacted December 22, 2017, and makes significant changes to the federal income tax rules applicable to both individuals and entities, including changes to the effective tax rate on a Trust unitholder's allocable share of certain income from the Trust. The TCJA is complex and lacks administrative guidance, thus, Trust unitholders should consult their tax advisor regarding the TCJA and its effect on an investment in Trust units.

## **Table of Contents**

For taxable years beginning after 2017, the highest marginal U.S. federal income tax rates applicable to ordinary income and long-term capital gains of individuals are 37% and 20%, respectively. Any modification to the U.S. federal income tax laws or interpretations thereof (including administrative guidance relating to the TCJA) may be applied retroactively and could adversely affect our business, financial condition or results of operations. The Trust is unable to predict whether any changes or other proposals will ultimately be enacted, or whether any adverse interpretations will be used. Any such changes or interpretations could negatively impact the value of an investment in the Trust units.

### **Item 1B. *Unresolved Staff Comments***

As of December 31, 2018, the Trust did not have any unresolved Securities and Exchange Commission staff comments.

### **Item 2. *Properties***

The net profits interests are the principal asset of the Trust. The Trustee cannot acquire any other asset, with the exception of certain short-term investments as specified under Item 1, Business. The Trustee is prohibited from selling any portion of the net profits interests unless approved by holders of at least 80% or more of the outstanding Trust units or at such time as Trust gross revenue is less than \$1 million for two successive years.

The net profits interests comprise:

1. the 90% net profits interests which are carved from:
  - a) producing royalty and overriding royalty interest properties in Texas, Oklahoma and New Mexico; and
  - b) 11.11% nonparticipating royalty interests in nonproducing properties located primarily in Texas and Oklahoma; and
  
2. the 75% net profits interests which are carved from working interests in four properties in Texas and three properties in Oklahoma.

All underlying royalties, underlying nonproducing royalties and underlying working interest properties are currently owned by XTO Energy or other affiliated companies of ExxonMobil. XTO Energy may sell all or any portion of the underlying properties at any time, subject to and burdened by the net profits interests.

The underlying properties include over 2,900 producing properties with established production histories in Texas, Oklahoma and New Mexico. The average reserve-to-production index for the underlying properties as of December 31, 2018 is approximately 11 years. This index is calculated using total proved reserves and estimated 2019 production for the underlying properties. The projected 2019 production is from proved developed producing reserves as of December 31, 2018. Based on estimated future net cash flows at 12-month average oil and gas prices, based on

the first-day-of-the-month price for each month in the period, the future net cash flows from proved reserves of the underlying properties are approximately 59% oil and 41% natural gas. The underlying properties also include certain nonproducing properties in Texas, Oklahoma and New Mexico that are primarily mineral interests.

**Producing Acreage, Wells and Drilling**

*90% Net Profits Interests Underlying Royalties.* Royalty and overriding royalty properties underlying the 90% net profits interests represent 80% of the discounted future net cash flows from Trust proved reserves at December 31, 2018. Approximately 52% of the discounted future net cash flows from the 90% net profits interests are from gas reserves, totaling 19.0 Bcf. Oil reserves allocated to the 90% net profits interests are primarily located in West Texas and are estimated to be 1,059,000 Bbls at December 31, 2018.

The underlying royalties are royalty and overriding royalty interests primarily located in mature producing oil and gas fields. The most significant producing region in which the underlying royalties are located is the San Juan Basin in

## Table of Contents

northwestern New Mexico. The San Juan Basin royalties gas production accounted for approximately 73% of the Trust's gas sales volumes and 33% of the net profits income for 2018. The Trust's estimated proved gas reserves from this region totaled 14.1 Bcf at December 31, 2018, or approximately 82% of Trust total gas reserves at that date. XTO Energy estimates that underlying royalties in the San Juan Basin include more than 4,891 gross (approximately 57.2 net) wells, covering almost 60,000 gross acres. The majority of these wells are operated by BP America Production Company or Hilcorp.

San Juan Basin oil and gas accumulations, inclusive of the Fruitland Coal, Pictured Cliffs, Mancos, Mesaverde, and Dakota formations, have produced within the basin for over 90 years. Although these reservoirs have seen almost a century of development, numerous upside opportunities are still available to basin operators via down-spacing drilling, recompletions, lateral drilling, and lease cost optimizations. Recently, operators have moved development toward the more liquid-rich portions of the basin through the following:

1. reduced dry gas drilling with a shift toward horizontal drilling in the more liquids-rich areas;
2. lease optimization via compression upgrades, restimulations, and improved artificial lift;
3. basinal work to rail crude oil out of basin to improve pricing; and
4. stable gas pipeline infrastructure.

The underlying royalties also include royalties in the Sand Hills field of Crane County, Texas. Most of these properties are operated by major operators. The Sand Hills field was discovered in 1931 and includes production from three main intervals, the Tubb, McKnight and Judkins. Development potential for the field includes recompletions and additional infill drilling.

The underlying royalties contain approximately 277,567 gross (approximately 34,198 net) producing acres. Well counts for the underlying royalties cannot be provided because information regarding the number of wells on royalty properties is generally not made available to royalty interest owners.

Because the properties related to the 90% net profits interests are primarily royalty interests and overriding royalty interests, the net profits income from these properties is not reduced by production or development costs, with the exception of a limited number of wells that were converted to working interest after conveyance that incur production and development costs. Additionally, net profits income from these interests cannot be reduced by any excess costs of the 75% net profits interests. The Trust, therefore, should generally receive monthly net profits income from these interests, as determined by oil and gas sales volumes and prices.

*75% Net Profits Interests Underlying Working Interest Properties.* Underlying the 75% net profits interests are working interests in seven large, predominantly oil-producing properties in Texas and Oklahoma operated primarily by established oil companies. These properties are located in mature fields undergoing secondary or tertiary recovery operations. Most of the oil produced from the 75% net profits interest properties is sour oil, which is sold at a discount to NYMEX sweet crude oil prices. XTO Energy is the operator of the Hewitt Unit, which is one of the properties underlying the Oklahoma 75% net profits interests. With the exception of the Hewitt Unit, XTO Energy and ExxonMobil generally have little influence or control over operations on any of these properties.

Proved reserves from the 75% net profits interests are almost entirely oil, estimated to be approximately 414,000 Bbls at year-end 2018. Proved reserves from these interests represent 20% of the discounted future net cash flows of the Trust's proved reserves at December 31, 2018.





**Table of Contents**

The underlying working interest properties are detailed below:

Unit	County/State	Operator	Ownership by XTO Energy	
			Working Interest	Revenue Interest
North Cowden	Ector/Texas	Occidental Permian, Ltd.	1.7%	1.4%
North Central Levelland	Hockley/Texas	Apache Corporation	3.2%	2.1%
Penwell	Ector/Texas	Cross Timbers Energy, LLC	5.2%	4.6%
Sharon Ridge Canyon	Borden/Texas	Occidental Permian, Ltd.	4.3%	2.8%
Hewitt	Carter/Oklahoma	XTO Energy Inc.	11.3%	9.9%
Wildcat Jim Penn	Carter/Oklahoma	Citation Oil and Gas Corporation	8.6%	7.5%
South Graham Deese	Carter/Oklahoma	Scout Energy, LLC	9.2%	8.7%

The underlying working interest properties consist of 3,814 gross (2,995 net) producing acres. As of December 31, 2018, there were 1,414 gross (72.2 net) productive oil wells. There were seven wells drilled in 2018 with completions planned during the first and second quarters of 2019, no wells drilled in 2017, and no wells drilled in 2016. XTO Energy has advised the Trustee that it plans to drill eight vertical wells in the Hewitt Unit during 2019.

Because these underlying properties are working interests, production expense and development costs are deducted in calculating net profits income from the 75% net profits interests. As a result, net profits income from these interests is affected by the level of maintenance and development activity on these underlying properties. Net profits income is also dependent upon oil and gas sales volumes and prices and is subject to reduction for any prior period excess costs.

Total 2018 development costs were \$1,227,217, up 3% from 2017 development costs of \$1,196,892. Development costs were higher in 2018 because of increased development activity and costs related to drilling seven wells in the Hewitt Unit, partially offset by decreased development costs related to non-operated Texas oil properties underlying the 75% net profits interests.

As reported to XTO Energy by unit operators in February of each year, budgeted development costs were \$1.9 million for 2018 and \$1.2 million for 2017. Actual development costs often differ from amounts budgeted because of changes in product prices and other factors that may affect the timing or selection of projects. Also, costs are deducted in the calculation of Trust net profits income several months after they are incurred by the operator. Unit operators have reported total budgeted costs, net to the underlying properties, of approximately \$1.7 million for 2019 and \$2.1 million for 2020. Changes in oil or natural gas prices could impact future development plans on the underlying properties.

If monthly costs exceed revenues for any conveyance, such excess costs must be recovered, with accrued interest, from future net proceeds of that conveyance and cannot reduce net profits income from other conveyances. Remaining cumulative excess costs for the Texas and Oklahoma working interest conveyances totaled \$1,803,572 (\$1,352,679 net to the Trust), including accrued interest of \$0.2 million for the period ended December 31, 2018. For information regarding the effect of excess costs on Trust net profits income, see Note 7 to Financial Statements under Item 8, including the excess cost balance and accrued interest by conveyance, Financial Statements and Supplementary Data.



**Table of Contents****Estimated Proved Reserves and Future Net Cash Flows**

The following are proved reserves of the underlying properties, as estimated by independent engineers, and proved reserves and future net cash flows from proved reserves of the net profits interests, based on an allocation of these reserves, at December 31, 2018:

	Underlying Properties		Net Profits Interests			
	Proved Reserves <sup>(a)</sup>		Proved Reserves <sup>(a)(b)</sup>		Future Net Cash Flows from Proved Reserves <sup>(a)(c)</sup>	
	Oil (Bbls)	Gas (Mcf)	Oil (Bbls)	Gas (Mcf)	Undiscounted	Discounted
<i>(in thousands)</i>						
<b>90% Net Profits Interests</b>						
San Juan Basin	22	15,614	20	14,053	\$ 43,806	\$ 22,401
Other New Mexico	39	132	35	109	2,269	1,130
Texas	925	1,769	833	1,591	49,408	23,809
Oklahoma	73	1,512	65	1,289	7,704	4,165
Total	1,059	19,027	953	17,042	103,187	51,505
<b>75% Net Profits Interests</b>						
Texas	302	161				
Oklahoma	1,244	296	414	99	24,229	12,828
Total	1,546	457	414	99	24,229	12,828
<b>TOTAL</b>	<b>2,605</b>	<b>19,484</b>	<b>1,367</b>	<b>17,141</b>	<b>\$ 127,416</b>	<b>\$ 64,333</b>

- (a) Based on 12-month average oil price of \$59.46 per Bbl and \$3.45 per Mcf for gas, based on the first-day-of-the-month price for each month in the period.
- (b) Since the Trust has defined net profits interests, the Trust does not own a specific percentage of the oil and gas reserves. Oil and gas reserves are allocated to the net profits interests by dividing Trust net cash inflows by 12-month average oil and gas prices. As such, reserves allocated to the Trust have been reduced to reflect recovery of the Trust's portion of applicable production and development costs, which includes excess costs. Any conveyance where costs exceed revenues will result in zero allocated net profits interests reserves for that conveyance.
- (c) Before income taxes since future net cash flows are not subject to taxation at the trust level. Future net cash flows are discounted at an annual rate of 10%.

Proved reserves at December 31, 2018 consist of the following:

	Underlying Properties		Net Profits Interests	
	Proved Reserves		Proved Reserves	
<i>(in thousands)</i>	Oil (Bbls)	Gas (Mcf)	Oil (Bbls)	Gas (Mcf)
Proved developed reserves	2,524	19,460	1,323	17,128
Proved undeveloped reserves	23	7	12	3
Proved non-producing reserves	58	17	32	10
Total proved reserves	2,605	19,484	1,367	17,141

The process of estimating oil and gas reserves is complex and requires significant judgment as discussed in Item 1A, Risk Factors, and is performed by XTO Energy. As a result, XTO Energy has developed internal policies and controls for estimating and recording reserves. XTO Energy's policies regarding booking reserves require proved reserves to be in compliance with the SEC definitions and guidance. XTO Energy's policies assign responsibilities for compliance in reserves bookings to its reserve engineering group and require that reserve estimates be made by qualified reserves estimators, as defined by the Society of Petroleum Engineers' standards. All qualified reserves estimators are required to receive education covering the fundamentals of SEC proved reserves assignments.

**Table of Contents**

The XTO Energy reserve engineering group reviews reserve estimates with third-party petroleum consultants, Miller and Lents, Ltd., independent petroleum engineers. Miller and Lents, Ltd. estimated oil and gas reserves attributable to the underlying properties as of December 31, 2018, 2017, 2016 and 2015. Miller and Lents' primary technical person responsible for calculating the Trust's reserves has more than ten years of experience as a reserve engineer. The estimated reserves for the underlying properties are then used by XTO Energy to calculate the estimated oil and gas reserves attributable to the net profits interests. Numerous uncertainties are inherent in estimating reserve volumes and values, and such estimates are subject to change as additional information becomes available. The reserves actually recovered and the timing of production of these reserves may be substantially different from the original estimates.

Reserve quantities and revenues for the net profits interests were estimated from projections of reserves and revenues attributable to the underlying properties. Since the Trust has defined net profits interests, the Trust does not own a specific percentage of the oil and gas reserves. Oil and gas reserves are allocated to the net profits interests by dividing Trust net cash inflows by 12-month average oil and gas prices.

**Oil and Natural Gas Production**

Trust production is recognized in the period net profits income is received, which is the month following receipt by XTO Energy, and generally two months after the time of oil production and three months after gas production. Oil and gas sales volumes are allocated to the net profits interests based upon a formula that considers oil and gas prices and the total amount of production expense and development costs. As such, the underlying property production volume changes may not correlate with the Trust's net profit share of those volumes in any given period.

Oil and gas production and average sales prices attributable to the underlying properties and the net profits interests for each of the two years ended December 31 were as follows:

	90% Net Profits Interests		75% Net Profits Interests		Total	
	2018	2017	2018	2017	2018	2017
<b>Production</b>						
<i>Underlying Properties</i>						
Oil Sales (Bbl)	69,728	64,268	142,448	148,474	212,176	212,742
Average per day (Bbls)	191	176	390	407	581	583
Gas Sales (Mcf)	1,453,041	1,519,441	13,748	15,475	1,466,789	1,534,916
Average per day (Mcf)	3,981	4,163	38	42	4,019	4,205
<i>Net Profits Interests</i>						
Oil Sales (Bbls)	60,850	54,661	27,511	3,847	88,361	58,508
Average per day (Bbls)	167	150	75	10	242	160
Gas Sales (Mcf)	1,301,460	1,349,698	614	142	1,302,074	1,349,840
Average per day (Mcf)	3,566	3,698	1		3,567	3,698
<b>Average Sales Price</b>						
Oil (per Bbl)	\$ 57.75	\$ 44.81	\$ 60.11	\$ 45.34	\$ 59.33	\$ 45.18
Gas (per Mcf)	\$ 4.30	\$ 4.08	\$ 15.14	\$ 10.70	\$ 4.40	\$ 4.15
<b>Average Production</b>						
Cost per BOE <sup>(a)</sup>	\$ 0.05	\$ 0.08	\$ 29.97	\$ 30.14	\$ 9.53	\$ 9.77

- (a) Total average production cost per BOE includes production from the properties underlying the 90% net profits interests, which are substantially all royalty and overriding royalty interests with insignificant production costs.

**Table of Contents**

Oil and gas production by conveyance attributable to the underlying properties for each of the two years ended December 31 were as follows:

<b>Conveyance</b>	<b>Underlying Gas Production (Mcf)</b>	
	<b>2018</b>	<b>2017</b>
New Mexico royalty interest	<b>1,047,388</b>	1,122,642
Oklahoma royalty interest	<b>197,111</b>	205,459
Texas royalty interest	<b>208,542</b>	191,340
Texas working interest	<b>11,517</b>	11,653
Oklahoma working interest	<b>2,231</b>	3,822
<b>Total</b>	<b>1,466,789</b>	1,534,916

<b>Conveyance</b>	<b>Underlying Oil Production (Bbls)</b>	
	<b>2018</b>	<b>2017</b>
New Mexico royalty interest	<b>4,632</b>	5,108
Oklahoma royalty interest	<b>15,915</b>	16,483
Texas royalty interest	<b>49,181</b>	42,677
Texas working interest	<b>48,529</b>	51,152
Oklahoma working interest	<b>93,919</b>	97,322
<b>Total</b>	<b>212,176</b>	212,742

**Nonproducing Acreage**

The underlying nonproducing royalties contain approximately 219,000 gross (approximately 21,000 net) acres in Texas, Oklahoma and New Mexico which were nonproducing at the date of the Trust's creation. The Trust is entitled to 10% of oil and gas production attributable to the underlying mineral interests, but is not entitled to delay rental payments or lease bonuses. There has been no significant development of such nonproducing acreage since the Trust's creation.

**Pricing and Sales Information**

Oil and gas are generally sold from the underlying properties at market-sensitive prices. The majority of sales from the underlying working interest properties are to major oil and gas companies. Information about purchasers of oil and gas from royalty properties is generally not provided by operators to XTO Energy as a royalty owner, or to the Trust.

**Regulation***Natural Gas Regulation*

The interstate transportation and sale for resale of natural gas is subject to federal regulation, including transportation and storage rates charged, tariffs, and various other matters, by the Federal Energy Regulatory Commission. Federal price controls on wellhead sales of domestic natural gas terminated on January 1, 1993. While natural gas prices are

currently unregulated, Congress historically has been active in the area of natural gas regulation. On August 8, 2005, Congress enacted the Energy Policy Act of 2005. The Energy Policy Act, among other things, amended the Natural Gas Act to prohibit market manipulation by any entity, to direct FERC to facilitate market transparency in the market for sale or transportation of physical natural gas in interstate commerce, and to significantly increase the penalties for violations of the Natural Gas Act, the Natural Gas Policy Act of 1978, or FERC rules, regulations or orders thereunder. FERC has promulgated regulations to implement the Energy Policy Act, including enforcement rules and new annual reporting requirements for certain sellers of natural gas. It is impossible



## **Table of Contents**

to predict whether new legislation to regulate natural gas might be proposed, what proposals, if any, might actually be enacted by Congress or the various state legislatures, and what effect, if any, such proposals might have on the operations of the underlying properties.

### *Federal Regulation of Oil*

Sales of crude oil, condensate and natural gas liquids are not currently regulated and are made at market prices. The net price received from the sale of these products is affected by market transportation costs. Under rules adopted by FERC effective January 1995, interstate oil pipelines can change rates based on an inflation index, though other rate mechanisms may be used in specific circumstances.

On December 19, 2007, the President signed into law the Energy Independence & Security Act of 2007 (PL 110-140). The EISA, among other things, prohibits market manipulation by any person in connection with the purchase or sale of crude oil, gasoline or petroleum distillates at wholesale in contravention of such rules and regulations that the Federal Trade Commission may prescribe, directs the Federal Trade Commission to enforce the regulations, and establishes penalties for violations thereunder. XTO Energy has advised the Trustee that it cannot predict the impact of future government regulation on any crude oil, condensate or natural gas liquids facilities, sales or transportation transactions.

### *Environmental Regulation*

Companies that are engaged in the oil and gas industry are affected by federal, state and local laws regulating the discharge of materials into the environment. Those laws may impact operations of the underlying properties. No material expenses have been incurred on the underlying properties in complying with environmental laws and regulations. XTO Energy does not expect that future compliance will have a material adverse effect on the Trust.

There is an increased focus by local, national and international regulatory bodies on greenhouse gas (GHG) emissions and climate change. Several states have adopted climate change legislation and regulations, and various other regulatory bodies have announced their intent to regulate GHG emissions or adopt climate change regulations. As these regulations are under development, XTO Energy is unable to predict the total impact of the potential regulations upon the operators of the underlying properties, and it is possible that operators of the underlying properties could face increases in operating costs in order to comply with climate change or GHG emissions legislation, which costs could reduce net proceeds payable to the Trust and Trust distributions.

### *State Regulation*

The various states regulate the production and sale of oil and natural gas, including imposing requirements for obtaining drilling permits, the method of developing new fields, the spacing and operation of wells and the prevention of waste of oil and gas resources. The rates of production may be regulated and the maximum daily production allowables from both oil and gas wells may be established on a market demand or conservation basis, or both.

### *Federal Income Taxes*

For federal income tax purposes, the Trust constitutes a fixed investment trust that is taxed as a grantor trust. A grantor trust is not subject to tax at the trust level. The unitholders 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 unitholder at the time such income is received or accrued by the Trust and not when distributed by the Trust. Impairment for book purposes will not result in a loss for tax purposes for the unitholders until the loss is recognized.

Because the Trust is a grantor trust for federal tax purposes, each unitholder is taxed directly on his proportionate share of income, deductions and credits of the Trust consistent with each such unitholder's taxable year and method of accounting and without regard to the taxable year or method of accounting employed by the Trust. The

## **Table of Contents**

income of the Trust consists primarily of a specified share of the net profits from the sale of oil and natural gas produced from the underlying properties. During 2018, the Trust incurred administration expenses and earned interest income on funds held for distribution and for the cash reserve maintained for the payment of contingent and future obligations of the Trust.

The Trust generally allocates its items of income, gain, loss and deduction between transferors and transferees of the units each month based upon the ownership of the Trust units on the monthly record date, instead of on the basis of the date a particular unit is transferred. It is possible that the IRS could disagree with this allocation method and could assert that income and deductions of the Trust should be determined and allocated on a daily or prorated basis, which could require adjustments to the tax returns of the unitholders affected by the issue and result in an increase in the administrative expense of the Trust in subsequent periods.

The net profits interests constitute economic interests in oil and gas properties for federal tax purposes. Each unitholder is entitled to amortize the cost of the units through cost depletion over the life of the net profits interests or, if greater, through percentage depletion equal to 15 percent of gross income, limited to 100% of the net income from such net profits interests. Unlike cost depletion, percentage depletion is not limited to a unitholder's depletable tax basis in the units. Rather, a unitholder is entitled to a percentage depletion deduction as long as the applicable underlying properties generate gross income. Unitholders should compute both percentage depletion and cost depletion from each property and claim the larger amount as a deduction on their income tax returns.

Unitholders must maintain records of their adjusted basis in their Trust units (generally his or her cost less prior depletion deductions), make adjustments for depletion deductions to such basis, and use the adjusted basis for the computation of gain or loss on the disposition of the Trust units.

If a taxpayer disposes of any Section 1254 property (certain oil, gas, geothermal or other mineral property), and the adjusted basis of such property includes adjustments for depletion deductions under Section 611 of the Internal Revenue Code (the Code), the taxpayer generally must recapture the amount deducted for depletion as ordinary income (to the extent of gain realized on such disposition). This depletion recapture rule applies to any disposition of property that was placed in service by the taxpayer after December 31, 1986. Detailed rules set forth in Sections 1.1254-1 through 1.1254-6 of the U.S. Treasury Regulations govern dispositions of property after March 13, 1995. The Internal Revenue Service likely will take the position that a unitholder must recapture depletion upon the disposition of a unit.

Interest and net profits income attributable to ownership of units and any gain on the sale thereof are considered portfolio income, and not income from a passive activity, to the extent a unitholder acquires and holds units as an investment and not in the ordinary course of a trade or business. Therefore, interest and net profits income attributable to ownership of units generally may not be offset by losses from any passive activities.

Under the recently enacted 2017 TCJA, for tax years beginning after December 31, 2017 and before January 1, 2026, the highest marginal U.S. federal income tax rate applicable to ordinary income of individuals is 37%, and the highest marginal U.S. federal income tax rate applicable to long-term capital gains (generally, gains from the sale or exchange of certain investment assets held for more than one year) and qualified dividends of individuals is 20%. Under the TCJA, for such tax years, personal exemptions and miscellaneous itemized deductions are not allowed. For such tax years, the U.S. federal income tax rate applicable to corporations is 21%, and such rate applies to both ordinary income and capital gains.

Individuals may also incur expenses in connection with the acquisition or maintenance of Trust units. For tax years beginning before January 1, 2018, these expenses, which are different from a unitholder's share of the Trust's

administrative expenses discussed above, may be deductible as miscellaneous itemized deductions only to the extent that such expenses exceed 2 percent of the individual's adjusted gross income. Under the TCJA, for tax years beginning after December 31, 2017 and before January 1, 2026, miscellaneous itemized deductions are not allowed.

---

## **Table of Contents**

For tax years beginning before January 1, 2018, the highest marginal U.S. federal income tax rate applicable to ordinary income of individuals is 39.6%, and the highest marginal U.S. federal income tax rate applicable to long-term capital gains and qualified dividends of individuals is 20%. For such pre-2018 tax years, such marginal tax rates may be effectively increased by up to 1.2% due to the phase-out of personal exemptions and the limitations on itemized deductions. For such pre-2018 tax years, the highest marginal U.S. federal income tax rate applicable to corporations is 35%, and such rate applies to both ordinary income and capital gains.

Section 1411 of the Code imposes a 3.8% Medicare tax on certain investment income earned by individuals, estates, and trusts. For these purposes, investment income generally will include a unitholder's allocable share of the Trust's interest and royalty income plus the gain recognized from a sale of Trust units. In the case of an individual, the tax is imposed on the lesser of (i) the individual's net investment income from all investments, or (ii) the amount by which the individual's modified adjusted gross income exceeds specified threshold levels depending on such individual's federal income tax filing status. In the case of an estate or trust, the tax is imposed on the lesser of (i) undistributed net investment income, or (ii) the excess adjusted gross income over the dollar amount at which the highest income tax bracket applicable to an estate or trust begins.

The difference between the per-unit taxable income for any period and the per-unit cash distributions, if any, reported for such period is attributable to (i) items that reduce cash distributions but are not currently deductible, such as an increase in the cash reserve maintained by the Trust for the payment of future expenditures; (ii) the current deduction of expenses that are paid with amounts previously reserved; (iii) items that increase cash distributions but do not constitute taxable income, such as a decrease in the cash reserve maintained by the Trust and/or a return of capital; and (iv) items that constitute taxable income due to the recovery of prior period expense adjustments. Because of these types of items and when the Trustee elects to reserve amounts from monthly distributions to maintain an administrative expense reserve, the taxable income per period frequently differs from the actual amount distributed to unitholders.

Pursuant to the Foreign Account Tax Compliance Act (commonly referred to as FATCA), distributions from the Trust to foreign financial institutions and certain other non-financial foreign entities may be subject to U.S. withholding taxes. Specifically, certain withholdable payments (including certain royalties, interest and other gains or income from U.S. sources) made to a foreign financial institution or non-financial foreign entity will generally be subject to the withholding tax unless the foreign financial institution or non-financial foreign entity complies with certain information reporting, withholding, identification, certification and related requirements imposed by FATCA. Foreign financial institutions located in jurisdictions that have an intergovernmental agreement with the United States governing FATCA may be subject to different rules.

The Treasury Department issued guidance providing that the FATCA withholding rules described above generally apply to qualifying payments made after June 30, 2014. Foreign unitholders are encouraged to consult their own tax advisors regarding the possible implications of these withholding provisions on their investment in Trust units.

Some Trust units 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, collectively referred to herein as middlemen). Therefore, the Trustee considers the Trust to be a non-mortgage widely held fixed investment trust (WHFIT) for U.S. federal income tax purposes. Simmons Bank, EIN: 71-0162300, 2911 Turtle Creek Blvd, Suite 850, Dallas, Texas, 75219, telephone number 1-855-588-7839, email address [Trustee@crt-crosstimbers.com](mailto:Trustee@crt-crosstimbers.com), is the representative of the Trust that will provide tax information in accordance with applicable U.S. Treasury Regulations governing the information reporting requirements of the Trust as a WHFIT. Tax information is also posted by the Trustee at [www.crt-crosstimbers.com](http://www.crt-crosstimbers.com). Notwithstanding the foregoing, the middlemen holding Trust units on behalf of unitholders, and not the Trustee of the Trust, are solely responsible for

complying with the information reporting requirements under the U.S. Treasury Regulations with respect to such Trust units, including the issuance of IRS Forms 1099 and certain written tax statements. Unitholders whose Trust units are held by middlemen should consult with such middlemen regarding the information that will be reported to them by the middlemen with respect to the Trust units.

## **Table of Contents**

Unitholders should consult their tax advisors regarding Trust tax compliance matters.

### *State Taxes*

All revenues from the Trust are from sources within Texas, Oklahoma or New Mexico. Because it distributes all of its net income to unitholders, the Trust has not been taxed at the trust level in New Mexico or Oklahoma. While the Trust has not owed tax, the Trustee is required to file an Oklahoma income tax return reflecting the income and deductions of the Trust attributable to properties located in that state, along with a schedule that includes information regarding distributions to unitholders. Oklahoma and New Mexico tax the income of nonresidents from real property located within those states, and the Trust has been advised by counsel that such states will tax nonresidents on income from the net profits interests located in those states. Oklahoma and New Mexico also impose a corporate income tax that may apply to unitholders organized as corporations (subject to certain exceptions for S corporations and limited liability companies, depending on their treatment for federal tax purposes).

Texas imposes a franchise tax at a rate of .75% on gross revenues less certain deductions, as specifically set forth in the Texas franchise tax statutes. Entities subject to tax generally include trusts and most other types of entities that provide limited liability protection, unless otherwise exempt. Trusts that receive at least 90% of their federal gross income from certain passive sources, including royalties from mineral properties and other non-operated mineral interest income, and do not receive more than 10% of their income from operating an active trade or business, generally are exempt from the Texas franchise tax as passive entities. The Trust has been and expects to continue to be exempt from Texas franchise tax as a passive entity. Because the Trust should be exempt from Texas franchise tax at the trust level as a passive entity, each unitholder that is a taxable entity under the Texas franchise tax will generally be required to include its Texas portion of trust revenues in its own Texas franchise tax computation. This revenue is sourced to Texas under provisions of the Texas Administrative Code providing that such income is sourced according to the principal place of business of the Trust, which is Texas.

Each unitholder should consult his or her own tax advisor regarding state income tax requirements, if any, applicable to such person's ownership of Trust units.

### *State Tax Withholding*

Several states have enacted legislation requiring state income tax withholding from payments to nonresident recipients of oil and gas proceeds. After consultation with its tax counsel, the Trustee believes that it is not required to withhold on payments made to the unitholders. However, regulations are subject to change by the various states, which could change this conclusion. Should amounts be withheld on payments made to the Trust or the unitholders, distributions to the unitholders would be reduced by the required amount, subject to the filing of a claim for refund by the Trust or unitholders for such amount.

### *Other Regulation*

The petroleum industry is also subject to compliance with various other federal, state and local regulations and laws, including, but not limited to, regulations and laws relating to environmental protection, occupational safety, resource conservation and equal employment opportunity. XTO Energy has advised the Trustee that it does not believe that compliance with these laws will have any material adverse effect upon the unitholders.

## **Item 3. Legal Proceedings**

Certain of the underlying properties are involved in various lawsuits and certain governmental proceedings arising in the ordinary course of business. XTO Energy has advised the Trustee that it does not believe that the ultimate resolution of these claims will have a material effect on Trust annual distributable income, financial position or liquidity.

**Item 4. *Mine Safety Disclosures***

Not Applicable.



**Table of Contents**

**PART II**

**Item 5. *Market for Units of the Trust, Related Unitholder Matters and Trust Purchases of Units of Beneficial Interest***

The units of beneficial interest in the Trust are listed and traded on the New York Stock Exchange under the symbol CRT.

At February 25, 2019, there were 6,000,000 units outstanding and approximately 188 unitholders of record; 5,922,626 of these units were held by depository institutions.

The Trust has no equity compensation plans, nor has it purchased any units during the period covered by this report.

See Item 1. Business for a description of the Trustee's obligations to make monthly distributions and how the monthly distribution amount is determined under the indenture.

**Item 6. *Selected Financial Data***

Not required for smaller reporting companies; the Trust has elected to omit this information.

**Table of Contents****Item 7. Trustee's Discussion and Analysis of Financial Condition and Results of Operations**  
**Calculation of Net Profits Income**

The following is a summary of the calculation of net profits income received by the Trust:

	Year Ended December 31 <sup>(a)</sup>		Quarter Ended December 31 <sup>(a)</sup>	
	2018	2017	2018	2017
<b>Sales Volumes</b>				
Oil (Bbls) <sup>(b)</sup>				
Underlying properties	212,176	212,742	53,155	57,561
Average per day	581	583	578	626
Net profits interests	88,361	58,508	22,025	18,650
Gas (Mcf) <sup>(b)</sup>				
Underlying properties	1,466,789	1,534,916	337,386	342,082
Average per day	4,019	4,205	3,667	3,718
Net profits interests	1,302,074	1,349,840	302,067	300,566
<b>Average Sales Price</b>				
Oil (per Bbl)	\$59.33	\$45.18	\$61.46	\$44.11
Gas (per Mcf)	\$4.40	\$4.15	\$4.42	\$4.12
<b>Revenues</b>				
Oil sales	\$ 12,589,277	\$ 9,611,560	\$ 3,267,108	\$ 2,538,987
Gas sales	6,454,162	6,370,642	1,492,802	1,409,678
Total Revenues	19,043,439	15,982,202	4,759,910	3,948,665
<b>Costs</b>				
Taxes, transportation and other	2,510,570	2,356,681	538,512	513,110
Production expense <sup>(c)</sup>	4,353,031	4,578,088	1,047,257	1,248,293
Development costs	1,227,217	1,196,892	512,722	129,096
Excess costs <sup>(d)</sup>	451,502	459,235	58,802	146,831
Total Costs	8,542,320	8,590,896	2,157,293	2,037,330
Net Proceeds	\$ 10,501,119	\$ 7,391,306	\$ 2,602,617	\$ 1,911,335
<b>Net Profits Income</b>	<b>\$ 9,133,959</b>	<b>\$ 6,621,337</b>	<b>\$ 2,265,711</b>	<b>\$ 1,689,363</b>

- (a) Because of the interval between time of production and receipt of net profits income by the Trust, oil and gas sales for the year ended December 31 generally relate to oil production from November through October and gas production from October through September, while oil and gas sales for the quarter ended December 31 generally relate to oil production from August through October and gas production from July through September.

- (b) Oil and gas sales volumes are allocated to the net profits interests by dividing Trust net cash inflows by average sales prices. As oil and gas prices change, the Trust's allocated production volumes are impacted as the quantity of production necessary to cover expenses changes inversely with price. As such, the underlying property production volume changes may not correlate with the Trust's allocated production volumes in any given period. Therefore, comparative discussion of oil and gas sales volumes is based on the underlying properties.
  
- (c) Production expense includes an overhead charge which is deducted and retained by the operator. XTO Energy deducts an overhead charge as reimbursement for costs associated with monitoring these interests. See Note 5 to Financial Statements under Item 8, Financial Statements and Supplementary Data.
  
- (d) See Note 7 to Financial Statements under Item 8, Financial Statements and Supplementary Data.

## **Table of Contents**

### **Results of Operations**

#### **Years Ended December 31, 2018 and 2017**

Net profits income for 2018 was \$9,133,959 as compared with \$6,621,337 for 2017. The 38% increase in net profits income from 2017 to 2018 was primarily because of higher oil and gas prices (\$2.7 million) and decreased production expenses (\$0.2 million), partially offset by decreased gas production (\$0.3 million) and increased taxes, transportation and other costs (\$0.1 million). During 2018 and 2017, 46% and 62%, respectively, of net profits income was derived from gas sales.

Trust administration expense was \$595,606 in 2018 as compared to \$575,144 in 2017. Cash reserve activity was \$0 in 2018 as compared to \$0 in 2017. As of December 31, 2018, the reserve is funded at \$1,000,000. Interest income was \$20,173 in 2018 and \$7,597 in 2017. Other changes in interest income are attributable to fluctuations in net profits income and interest rates.

Net profits income is recorded when received by the Trust, which is the month following receipt by XTO Energy, and generally two months after oil production and three months after gas production. Net profits income is generally affected by three major factors:

1. oil and gas sales volumes;
2. oil and gas sales prices; and
3. costs deducted in the calculation of net profits income.

#### ***Volumes***

*Oil.* Underlying oil sales volumes were relatively flat from 2017 to 2018 primarily because of natural production decline, partially offset by timing of cash receipts.

*Gas.* Underlying gas sales volumes decreased 4% from 2017 to 2018 primarily because of natural production decline, partially offset by timing of cash receipts.

The estimated rate of natural production decline on the underlying oil and gas properties is approximately 6% to 8% a year.

#### ***Prices***

*Oil.* The average oil price for 2018 was \$59.33 per Bbl, a 31% increase from the 2017 average oil price of \$45.18 per Bbl. Oil prices are expected to remain volatile. The average NYMEX price for November 2018 through January 2019 was \$52.44 per Bbl. At March 1, 2019, the average NYMEX oil price for the following 12 months was \$57.30 per Bbl.

*Gas.* The 2018 average gas price was \$4.40 per Mcf, a 6% increase from the 2017 average gas price of \$4.15 per Mcf. Natural gas prices are affected by natural gas liquids prices, the level of North American production, weather, crude oil prices, the U.S. economy, storage levels and import levels of liquefied natural gas. Natural gas prices are expected to remain volatile. The average NYMEX price for fourth quarter 2018 was \$2.90 per MMBtu. At March 1, 2019, the average NYMEX gas price for the following 12 months was \$2.99 per MMBtu.

*Costs*

Because properties underlying the 90% net profits interests are primarily royalty and overriding royalty interests, the calculation of net profits income from these interests includes deductions for production and property taxes, legal costs, and marketing and transportation charges. In addition to these costs, the calculation of net profits income from the 75% net profits interests includes deductions for production expense and development costs since the related underlying properties are working interests. Net profits income is calculated monthly for each of the five conveyances

**Table of Contents**

under which the net profits interests were conveyed to the Trust. If monthly costs exceed revenues for any conveyance, such excess costs must be recovered, with accrued interest, from future net proceeds of that conveyance and cannot reduce net profits income from other conveyances. Costs have never exceeded revenues from the 90% net profits interests, nor are they expected to in the future. For further information on excess costs, see Note 7 to Financial Statements under Item 8, Financial Statements and Supplementary Data.

Total costs deducted in the calculation of net profits income were \$8.5 million in 2018 and \$8.6 million in 2017. The 1% decrease in costs from 2017 to 2018 is attributable to decreased production expense and excess costs on the Texas and Oklahoma working interest properties underlying the 75% net profits interests, partially offset by higher taxes, transportation and other costs and increased development costs.

Unit operators of the properties underlying the 75% net profits interests have reported total budgeted development costs, net to the underlying properties, of approximately \$1.7 million for 2019 and \$2.1 million for 2020, as compared to budgeted development costs of \$1.9 million and actual development costs of \$1.2 million for 2018. Actual development costs often differ from amounts budgeted because of changes in product prices and other factors that may affect the timing or selection of projects. Changes in oil or natural gas prices could impact future development plans on the underlying properties.

**Fourth Quarter 2018 and 2017**

During the quarter ended December 31, 2018, the Trust received net profits income totaling \$2,265,711, compared with fourth quarter 2017 net profits income of \$1,689,363. This 34% increase is primarily attributable to higher oil and gas prices (\$0.9 million), lower production expenses (\$0.1 million) and excess costs on the Texas and Oklahoma working interest properties (\$0.1 million), partially offset by increased development costs (\$0.3 million) and decreased oil and gas production (\$0.2 million).

Administration expense was \$57,653 and Trust interest income was \$6,254, resulting in fourth quarter 2018 distributable income of \$2,214,312, or \$0.369052 per unit. Distributable income for fourth quarter 2017 was \$1,622,388, or \$0.270398 per unit. Distributions to unitholders for the quarter ended December 31, 2018 were:

<b>Record Date</b>	<b>Payment Date</b>	<b>Per Unit</b>
October 31, 2018	November 15, 2018	\$ 0.124040
November 30, 2018	December 14, 2018	0.144509
December 31, 2018	January 15, 2019	0.100503
		\$ 0.369052

**Volumes**

Fourth quarter 2018 underlying oil sales volumes were 53,155 Bbls, or 8% lower than 2017 levels primarily due to timing of cash receipts and natural production decline. Underlying gas sales volumes for fourth quarter 2018 were 337,386 Mcf, 1% lower than 2017 levels due to natural production decline, partially offset by timing of cash receipts.

**Prices**

The average fourth quarter 2018 oil price was \$61.46 per Bbl, 39% higher than the fourth quarter 2017 average price of \$44.11 per Bbl. The average fourth quarter 2018 gas price was \$4.42 per Mcf, 7% higher than the fourth quarter 2017 average price of \$4.12 per Mcf. For further information about oil and gas prices, see Years Ended December 31, 2018 and 2017 Prices above.

## **Table of Contents**

### ***Costs***

Costs deducted in the calculation of fourth quarter 2018 net profits income increased \$119,963, or 6%, from fourth quarter 2017. This increase was primarily attributable to increased development costs and taxes, transportation and other costs, partially offset by decreased production expenses and excess costs on the Texas and Oklahoma working interest properties. For further information about development and excess costs, see *Years Ended December 31, 2018 and 2017 Costs* above.

### **Liquidity and Capital Resources**

The Trust's only cash requirement is the monthly distribution of its income to unitholders, which is funded by the monthly receipt of net profits income after payment of Trust administration expenses. The Trust is not liable for any production costs or liabilities attributable to the underlying properties. If at any time the Trust receives net profits income in excess of the amount due, the Trust is not obligated to return such overpayment, but future net profits income payable to the Trust will be reduced by the overpayment, plus interest at the prime rate. The Trust may borrow funds required to pay Trust liabilities if fully repaid prior to further distributions to unitholders.

The Trust does not have any transactions, arrangements or other relationships with unconsolidated entities or persons that could materially affect the Trust's liquidity or the availability of capital resources.

### **Greenhouse Gas Emissions and Climate Change Regulations**

There is an increased focus by local, national and international regulatory bodies on greenhouse gas (GHG) emissions and climate change. Several states have adopted climate change legislation and regulations, and various other regulatory bodies have announced their intent to regulate GHG emissions or adopt climate change regulations. The climate accord reached at the Conference of the Parties (COP21) in Paris set many new goals, and while many related policies are still emerging, XTO Energy has informed the Trustee that it continues to anticipate that such policies will increase the cost of carbon dioxide emissions over time. As these regulations are under development, XTO Energy is unable to predict the total impact of the potential regulations upon the operators of the underlying properties, and it is possible that the operators of the underlying properties could face increases in operating costs in order to comply with climate change or GHG emissions legislation, which costs could reduce net proceeds payable to the Trust and Trust distributions.

### **Off-Balance Sheet Arrangements**

The Trust has no off-balance sheet financing arrangements. The Trust has not guaranteed the debt of any other party, nor does the Trust have any other arrangements or relationships with other entities that could potentially result in unconsolidated debt, losses or contingent obligations.

### **Contractual Obligations**

Not required for smaller reporting companies; the Trust has elected to omit this information.

### **Related Party Transactions**

The underlying properties from which the net profits interests were carved are currently owned by XTO Energy or other affiliated companies of ExxonMobil.



Approximately 34 of the underlying royalty interests burden working interests in properties operated by XTO Energy. XTO Energy operates the Hewitt Unit which is one of the properties underlying the Oklahoma 75% net profits interests. Other than these properties, XTO Energy and ExxonMobil do not operate or control any of the underlying properties or related working interests.

## **Table of Contents**

In computing net proceeds for the 75% net profits interests, XTO Energy deducts an overhead charge as reimbursement for costs associated with monitoring these interests. This monthly overhead charge at December 31, 2018 was \$39,834 (\$29,876 net to the Trust) and is subject to annual adjustment based on an oil and gas industry index.

XTO Energy deducts a monthly overhead charge for reimbursement of administrative expenses as operator of the Hewitt Unit, which is one of the properties underlying the Oklahoma 75% net profits interests. As of December 31, 2018, this monthly charge was approximately \$28,000 (\$21,000 net to the Trust) and is subject to annual adjustment based on an oil and gas industry index.

On June 25, 2010, XTO Energy became a wholly owned subsidiary of Exxon Mobil Corporation.

## **Critical Accounting Policies**

The financial statements of the Trust are significantly affected by its basis of accounting and estimates related to its oil and gas properties and proved reserves, as summarized below.

### *Basis of Accounting*

The Trust's financial statements are prepared on a modified cash basis, which is a comprehensive basis of accounting other than U.S. generally accepted accounting principles. This method of accounting is consistent with reporting of taxable income to Trust unitholders. The most significant differences between the Trust's financial statements and those prepared in accordance with U.S. generally accepted accounting principles are:

1. net profits income is recognized in the month received rather than accrued in the month of production;
2. expenses are recognized when paid rather than when incurred; and
3. cash reserves may be established by the Trustee for certain contingencies that would not be recorded under U.S. generally accepted accounting principles.

This comprehensive basis of accounting other than U.S. generally accepted accounting principles corresponds to the accounting permitted for royalty trusts by the U.S. Securities and Exchange Commission, as specified by Staff Accounting Bulletin Topic 12:E, Financial Statements of Royalty Trusts. For further information regarding the Trust's basis of accounting, see Note 2 to Financial Statements under Item 8, Financial Statements and Supplementary Data.

All amounts included in the Trust's financial statements are based on cash amounts received or disbursed, or on the carrying value of the net profits interests, which was derived from the historical cost of the interests at the date of their transfer from XTO Energy, less accumulated amortization to date. Accordingly, there are no fair value estimates included in the financial statements based on either exchange or non-exchange trade values.

### *Impairment*

The Trustee reviews the Trust's net profits interests ( NPI ) in oil and gas properties for impairment whenever events or circumstances indicate that the carrying value of the NPI may not be recoverable.

In general, the Trustee does not view temporarily low prices as an indication of impairment. The markets for crude oil and natural gas have a history of significant price volatility and though prices will occasionally drop significantly, industry prices over the long term will continue to be driven by market supply and demand. If events and circumstances indicated that the carrying value may not be recoverable, the Trustee would use the estimated undiscounted future net cash flows from the NPI to evaluate the recoverability of the Trust assets. If the undiscounted future net cash flows from the NPI are less than the NPI carrying value, the Trust would recognize an impairment loss for the difference between the NPI carrying value and the estimated fair value of the NPI.

## **Table of Contents**

The determination as to whether the NPI is impaired requires a significant amount of judgment by the Trustee and is based on the best information available to the Trustee at the time of the evaluation. There was no impairment of the assets as of December 31, 2018.

### *Oil and Gas Reserves*

The proved oil and gas reserves for the underlying properties are estimated by independent petroleum engineers. The estimated reserves for the underlying properties are then used by XTO Energy to calculate the estimated oil and gas reserves attributable to the net profits interests. Reserve engineering is a subjective process that is dependent upon the quality of available data and the interpretation thereof. Estimates by different engineers often vary, sometimes significantly. In addition, physical factors such as the results of drilling, testing and production subsequent to the date of an estimate, as well as economic factors such as changes in product prices, may justify revision of such estimates. Because proved reserves are required to be estimated using 12-month average prices, based on the first-day-of-the-month price for each month in the period, estimated reserve quantities can be significantly impacted by changes in product prices. Accordingly, oil and gas quantities ultimately recovered and the timing of production may be substantially different from original estimates.

The standardized measure of discounted future net cash flows and changes in such cash flows, as reported in Note 8 to Financial Statements under Item 8, Financial Statements and Supplementary Data, is prepared using assumptions required by the Financial Accounting Standards Board and the Securities and Exchange Commission. Such assumptions include using 12-month average oil and gas prices, based on the first-day-of-the-month price for each month in the period, and year end costs for estimated future development and production expenditures, including recovery of cumulative excess costs remaining at year end. Discounted future net cash flows are calculated using a 10% rate. Changes in any of these assumptions, including consideration of other factors, could have a significant impact on the standardized measure. Accordingly, the standardized measure does not represent XTO Energy's or the Trustee's estimated current market value of proved reserves.

### **Forward-Looking Statements**

Certain information included in this annual report and other materials filed, or to be filed, by the Trust with the Securities and Exchange Commission (as well as information included in oral statements or other written statements made or to be made by XTO Energy or the Trustee) contain forward-looking statements within the meaning of Section 21E of the Securities Exchange Act of 1934, as amended, and Section 27A of the Securities Act of 1933, as amended, relating to the Trust, operations of the underlying properties and the oil and gas industry. Such forward-looking statements may concern, among other things, development activities, future development plans, increased density drilling, reserve-to-production ratios, future production, future net cash flows, maintenance projects, development, production and other costs, oil and gas prices, pricing differentials, proved reserves, production levels, arbitration, litigation, political and regulatory matters, such as tax and environmental policy, and competition. Such forward-looking statements are based on XTO Energy's and the Trustee's current plans, expectations, assumptions, projections and estimates and are identified by words such as expects, intends, plans, projects, anticipates, predicts, believes, goals, estimates, should, could, would, and similar words that convey the uncertainty of future events or outcomes. Forward-looking statements are not guarantees of future performance and involve certain risks, uncertainties and assumptions that are difficult to predict. Therefore, actual financial and operational results may differ materially from expectations, estimates or assumptions expressed in, implied in, or forecasted in such forward-looking statements. Some of the risk factors that could cause actual results to differ materially are explained in Item 1A, Risk Factors.

**Item 7A. *Quantitative and Qualitative Disclosures about Market Risk***

Not required for smaller reporting companies; the Trust has elected to omit this information.

**Table of Contents**

**Item 8. *Financial Statements and Supplementary Data***

	<b>Page</b>
<u>Report of Independent Registered Public Accounting Firm</u>	27
<u>Statements of Assets, Liabilities and Trust Corpus</u>	29
<u>Statements of Distributable Income</u>	29
<u>Statements of Changes in Trust Corpus</u>	29
<u>Notes to Financial Statements</u>	30

All financial statement schedules are omitted as they are inapplicable or the required information has been included in the consolidated financial statements or notes thereto.

**Table of Contents**

**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

To the Unitholders of Cross Timbers Royalty Trust and

Simmons Bank, as Trustee

***Opinions on the Financial Statements and Internal Control over Financial Reporting***

We have audited the accompanying statements of assets, liabilities and trust corpus of Cross Timbers Royalty Trust (the Trust ) as of December 31, 2018 and 2017, and the related statements of distributable income and of changes in trust corpus for the years then ended, including the related notes (collectively referred to as the financial statements ). We also have audited the Trust 's internal control over financial reporting as of December 31, 2017, based on criteria established in *Internal Control Integrated Framework* (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

In our opinion, the financial statements referred to above present fairly, in all material respects, the assets, liabilities and trust corpus of the Trust as of December 31, 2018 and 2017, and its distributable income and its changes in trust corpus for the years then ended in conformity with the modified cash basis of accounting described in Note 2. Also in our opinion, the Trust maintained, in all material respects, effective internal control over financial reporting as of December 31, 2018, based on criteria established in *Internal Control Integrated Framework* (2013) issued by the COSO.

***Basis for Opinions***

The Trustee is responsible for these financial statements, for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting, included in the Trustee 's Report on Internal Control Over Financial Reporting, appearing under Item 9A. Our responsibility is to express opinions on the Trust 's financial statements and on the Trust 's internal control over financial reporting based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Trust in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud, and whether effective internal control over financial reporting was maintained in all material respects.

Our audits of the financial statements included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by the Trustee, as well as evaluating the overall presentation of the financial statements. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

***Basis of Accounting***

As described in Note 2, these financial statements were prepared on the modified cash basis of accounting, which is a comprehensive basis of accounting other than accounting principles generally accepted in the United States of America.



**Table of Contents**

***Definition and Limitations of Internal Control over Financial Reporting***

A trust's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A trust's internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the trust; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the trust are being made only in accordance with authorizations of the Trustee; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the trust's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ PricewaterhouseCoopers LLP

Dallas, Texas

March 12, 2019

We have served as the Trust's auditor since 2011.

Table of Contents

**CROSS TIMBERS ROYALTY TRUST**  
**STATEMENTS OF ASSETS, LIABILITIES AND TRUST CORPUS**

	December 31	
	2018	2017
<b>Assets</b>		
Cash and short-term investments	\$ 1,600,694	\$ 1,469,830
Interest to be received	2,324	960
Net profits interests in oil and gas properties net (Notes 1 and 2)	8,526,512	9,311,334
	<b>\$ 10,129,530</b>	<b>\$ 10,782,124</b>
<b>Liabilities and Trust Corpus</b>		
Distribution payable to unitholders	\$ 603,018	\$ 470,790
Expense reserve <sup>(a)</sup>	1,000,000	1,000,000
Trust corpus (6,000,000 units of beneficial interest authorized and outstanding)	8,526,512	9,311,334
	<b>\$ 10,129,530</b>	<b>\$ 10,782,124</b>

- (a) Expense reserve allows the Trustee to pay its obligations should it be unable to pay them out of the net profits income. The reserve is currently funded at \$1,000,000.

**STATEMENTS OF DISTRIBUTABLE INCOME**

	Year Ended December 31	
	2018	2017
Net profits income	\$ 9,133,959	\$ 6,621,337
Interest income	20,173	7,597
Total income	9,154,132	6,628,934
Administration expense	595,606	575,144
Cash reserves withheld (used) for Trust expenses		
Distributable income	\$ 8,558,526	\$ 6,053,790
Distributable income per unit (6,000,000 units)	\$ 1.426421	\$ 1.008965

**STATEMENTS OF CHANGES IN TRUST CORPUS**

	<b>Year Ended December 31</b>	
	<b>2018</b>	<b>2017</b>
Trust corpus, beginning of year	<b>\$ 9,311,334</b>	\$ 9,903,800
Amortization of net profits interests	<b>(784,822)</b>	(592,466)
Distributable income	<b>8,558,526</b>	6,053,790
Distributions declared	<b>(8,558,526)</b>	(6,053,790)
Trust corpus, end of year	<b>\$ 8,526,512</b>	\$ 9,311,334

See accompanying notes to financial statements.

Table of Contents

**CROSS TIMBERS ROYALTY TRUST**

**NOTES TO FINANCIAL STATEMENTS**

**1. Trust Organization and Provisions**

Cross Timbers Royalty Trust (the Trust) was created on February 12, 1991 by predecessors of XTO Energy Inc., when the following net profits interests were conveyed under five separate conveyances to the Trust effective October 1, 1990, in exchange for 6,000,000 units of beneficial interest in the Trust:

1. 90% net profits interests in certain producing and nonproducing royalty and overriding royalty interest properties in Texas, Oklahoma and New Mexico; and

2. 75% net profits interests in certain working interest properties in Texas and Oklahoma.

The underlying properties from which the net profits interests were carved are currently owned by XTO Energy or other affiliated companies of ExxonMobil (Note 5). The Trust's initial public offering was in February 1992.

Simmons Bank is the Trustee of the Trust. The Trust indenture provides, among other provisions, that:

1. the Trust may not engage in any business activity or acquire any assets other than the net profits interests and specific short-term cash investments;

2. the Trust may not dispose of all or part of the net profits interests unless approved by holders of 80% or more of the outstanding Trust units, or upon Trust termination, and any sale must be for cash with the proceeds promptly distributed to the unitholders on the next declared distribution;

3. the Trustee may establish a cash reserve for payment of any liability that is contingent or not currently payable;

4. the Trustee may borrow funds required to pay Trust liabilities if fully repaid prior to further distributions to unitholders;

5. the Trustee will make monthly cash distributions to unitholders (Note 3); and

6. the Trust will terminate upon the first occurrence of:

a) disposition of all net profits interests pursuant to terms of the Trust indenture;

- b) gross revenue of the Trust is less than \$1 million per year for two successive years; or
- c) a vote of holders of 80% or more of the outstanding Trust units to terminate the Trust in accordance with provisions of the Trust indenture.

## **2. Basis of Accounting**

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

1. net profits income is recorded in the month received by the Trustee (Note 3);
2. interest income, interest to be received and distribution payable to unitholders include interest to be earned on net profits income from the monthly record date (last business day of the month) through the date of the next distribution;
3. trust expenses are recorded based on liabilities paid and cash reserves established by the Trustee for liabilities and contingencies; and
4. distributions to unitholders are recorded when declared by the Trustee (Note 3).

**Table of Contents**

**CROSS TIMBERS ROYALTY TRUST**

**NOTES TO FINANCIAL STATEMENTS (Continued)**

The most significant differences between the Trust's financial statements and those prepared in accordance with U.S. generally accepted accounting principles are:

1. net profits income is recognized in the month received rather than accrued in the month of production;
2. expenses are recognized when paid rather than when incurred; and
3. cash reserves may be established by the Trustee for certain contingencies that would not be recorded under U.S. generally accepted accounting principles.

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

Most accounting pronouncements apply to entities whose financial statements are prepared in accordance with U.S. generally accepted accounting principles, directing such entities to accrue or defer revenues and expenses in a period other than when such revenues were received or expenses were paid. Because the Trust's financial statements are prepared on the modified cash basis, as described above, most accounting pronouncements are not applicable to the Trust's financial statements.

The Trustee reviews the Trust's net profits interests ( NPI ) in oil and gas properties for impairment whenever events or circumstances indicate that the carrying value of the NPI may not be recoverable.

In general, the Trustee does not view temporarily low prices as an indication of impairment. The markets for crude oil and natural gas have a history of significant price volatility and though prices will occasionally drop significantly, industry prices over the long term will continue to be driven by market supply and demand. If events and circumstances indicated the carrying value may not be recoverable, the Trustee would use the estimated undiscounted future net cash flows from the NPI to evaluate the recoverability of the Trust assets. If the undiscounted future net cash flows from the NPI are less than the NPI carrying value, the Trust would recognize an impairment loss for the difference between the NPI carrying value and the estimated fair value of the NPI.

The determination as to whether the NPI is impaired requires a significant amount of judgment by the Trustee and is based on the best information available to the Trustee at the time of the evaluation. There was no impairment of the assets as of December 31, 2018.

The initial carrying value of the net profits interests of \$61,100,449 was XTO Energy's historical net book value of the interests on February 12, 1991, the date of the transfer to the Trust. Amortization of the net profits interests is calculated on a unit-of-production basis and charged directly to trust corpus. Accumulated amortization was \$52,573,937 as of December 31, 2018 and \$51,789,115 as of December 31, 2017.

### **3. Distributions to Unitholders**

The Trustee determines the amount to be distributed to unitholders each month by totaling net profits income and other cash receipts, and subtracting liabilities paid and adjustments in cash reserves established by the Trustee. The resulting amount (with estimated interest to be received on such amount through the distribution date) is distributed to unitholders of record within ten business days after the monthly record date, the last business day of the month.

Net profits income received by the Trustee consists of net proceeds received in the prior month by XTO Energy from the underlying properties multiplied by the net profits percentage of 90% or 75%. Net proceeds are the gross proceeds received from the sale of production, less applicable costs. For the 90% net profits interests, such costs generally include production and property taxes, legal costs, and marketing and transportation charges. In addition to these costs, the 75% net profits interests include deductions for production expense and development costs.

**Table of Contents**

**CROSS TIMBERS ROYALTY TRUST**

**NOTES TO FINANCIAL STATEMENTS (Continued)**

XTO Energy, as owner of the underlying properties, computes net profits income separately for each of the five conveyances. If costs exceed gross proceeds for any conveyance, such excess costs must be recovered, with accrued interest, from future net proceeds of that conveyance and cannot reduce net profits income from the other conveyances (Note 7).

**4. Income Taxes**

For federal income tax purposes, the Trust constitutes a fixed investment trust that is taxed as a grantor trust. A grantor trust is not subject to tax at the trust level. Accordingly, no provision for income taxes has been made in the financial statements. The unitholders 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 unitholder at the time such income is received or accrued by the Trust and not when distributed by the Trust.

All revenues from the Trust are from sources within Texas, Oklahoma or New Mexico. Because it distributes all of its net income to unitholders, the Trust has not been taxed at the trust level in New Mexico or Oklahoma. While the Trust has not owed tax, the Trustee is required to file an Oklahoma income tax return reflecting the income and deductions of the Trust attributable to properties located in that state, along with a schedule that includes information regarding distributions to unitholders. Texas imposes a franchise tax on certain types of entities providing limited liability protection, including trusts. However, the Trustee is, and expects to continue to be exempt from Texas franchise tax under the exemption for passive entities.

The Trust could potentially be required to bear a portion of the legal settlement costs arising from the *Chieftain* settlement. For information on contingencies, see Note 6 to Financial Statements. In the event that the Trust is determined to be responsible for such costs, XTO will deduct the costs in its calculation of the net profits income payable to the Trust from the applicable net profits interests. Thus, for unitholders, the legal settlement costs will be reflected through a reduction in net profits income received from the Trust and thus in a reduction in the gross royalty income reported by and taxable to the unitholders. In the event that the Trustee objects to such claimed reductions, the Trustee may also incur legal fees in representing the Trust's interests. For unitholders, such costs would be reflected through an increase in the Trust's administrative expenses, which would be deductible by unitholders in determining the net royalty income from the Trust.

Each unitholder should consult his or her own tax advisor regarding income tax requirements, if any, applicable to such person's ownership of Trust units.

**5. XTO Energy Inc.**

The underlying properties from which the net profits interests were carved are currently owned by XTO Energy or other affiliated companies of ExxonMobil.

Approximately 34 of the underlying royalty interests burden working interests in properties operated by XTO Energy. XTO Energy operates the Hewitt Unit which is one of the properties underlying the Oklahoma 75% net profits interests. Other than these properties, XTO Energy and ExxonMobil do not operate or control any of the underlying



properties or related working interests.

In computing net proceeds for the 75% net profits interests (Note 3), XTO Energy deducts an overhead charge as reimbursement for costs associated with monitoring these interests. This monthly overhead charge at December 31, 2018 was \$39,834 (\$29,876 net to the Trust) and is subject to annual adjustment based on an oil and gas industry index.

XTO Energy deducts a monthly overhead charge for reimbursement of administrative expenses as operator of the Hewitt Unit, which is one of the properties underlying the Oklahoma 75% net profits interests. As of December 31, 2018,

Table of Contents

**CROSS TIMBERS ROYALTY TRUST**

**NOTES TO FINANCIAL STATEMENTS (Continued)**

this monthly charge was approximately \$28,000 (\$21,000 net to the Trust) and is subject to annual adjustment based on an oil and gas industry index.

On June 25, 2010, XTO Energy became a wholly owned subsidiary of Exxon Mobil Corporation.

**6. Contingencies**

In December 2010, a royalty class action lawsuit was filed against XTO Energy styled *Chieftain Royalty Company v. XTO Energy Inc.* in Coal County District Court, Oklahoma. The plaintiffs alleged that XTO Energy wrongfully deducted fees from royalty payments on Oklahoma wells, failed to make diligent efforts to secure the best terms available for the sale of gas and its constituents, and demanded an accounting to determine whether they have been fully and fairly paid gas royalty interests.

XTO Energy advised the Trustee in December 2017 that it reached a tentative settlement with plaintiffs. On July 27, 2018, plaintiffs submitted their final plan of allocation, which was approved by the court on the same date. The settlement total was \$80 million and up to an additional \$750 thousand for the costs of administering the settlement. Based on the court-approved final plan of allocation, XTO Energy advised the Trustee that it believed approximately \$40,000 in additional production costs should be allocated to the Trust. The Trustee has objected to similar claims relating to the *Chieftain* settlement with respect to another trust for which it serves as trustee (the Hugoton Royalty Trust) pursuant to a demand for arbitration styled *Simmons Bank (successor to Southwest Bank and Bank of America, N.A.) vs. XTO Energy, Inc.* through the American Arbitration Association seeking a declaratory judgment that the *Chieftain* settlement is not a production cost and that XTO Energy is prohibited from charging the settlement as a production cost under the conveyance or otherwise reducing the Hugoton Royalty Trust's payments now or in the future as a result of the *Chieftain* litigation. The final award in the pending arbitration may determine whether any portion of the *Chieftain* litigation settlement can be allocated to the Trust. Therefore the Trustee and XTO have agreed that XTO will defer making the accounting entries to allocate to the Trust its proportional share of the *Chieftain* settlement until the panel in the pending arbitration issues its final award on the Trustee's request for a declaratory judgment. The Trustee intends to review any claimed reductions in payment to the Trust based on the facts and circumstances of the settlement.

Several states have enacted legislation requiring state income tax withholding from nonresident recipients of oil and gas proceeds. After consultation with its tax counsel, the Trustee believes that it is not required to withhold on payments made to the unitholders. However, regulations are subject to change by the various states, which could change this conclusion. Should amounts be withheld on payments made to the Trust or the unitholders, distributions to the unitholders would be reduced by the required amount, subject to the filing of a claim for refund by the Trust or unitholders for such amount.

Table of Contents**CROSS TIMBERS ROYALTY TRUST****NOTES TO FINANCIAL STATEMENTS (Continued)****7. Excess Costs**

If monthly costs exceed revenues for any conveyance, such excess costs must be recovered, with accrued interest, from future net proceeds of that conveyance and cannot reduce net proceeds from other conveyances.

	<b>TX WI</b>	<b>Underlying OK WI</b>	<b>Total</b>
Cumulative excess costs remaining at 12/31/17	\$ 2,009,349	\$	\$ 2,009,349
Net excess costs (recovery) for the quarter ended 3/31/18	(150,540)		(150,540)
Net excess costs (recovery) for the quarter ended 6/30/18	(98,087)		(98,087)
Net excess costs (recovery) for the quarter ended 9/30/18	(144,073)		(144,073)
Net excess costs (recovery) for the quarter ended 12/31/18	(182,779)	123,977	(58,802)
Cumulative excess costs remaining at 12/31/18	1,433,870	123,977	1,557,847
Accrued interest at 12/31/18	245,725		245,725
Total remaining to be recovered at 12/31/18	\$ 1,679,595	\$ 123,977	\$ 1,803,572

	<b>TX WI</b>	<b>NPI OK WI</b>	<b>Total</b>
Cumulative excess costs remaining at 12/31/17	\$ 1,507,012	\$	\$ 1,507,012
Net excess costs (recovery) for the quarter ended 3/31/18	(112,905)		(112,905)
Net excess costs (recovery) for the quarter ended 6/30/18	(73,566)		(73,566)
Net excess costs (recovery) for the quarter ended 9/30/18	(108,054)		(108,054)
Net excess costs (recovery) for the quarter ended 12/31/18	(137,084)	92,983	(44,101)
Cumulative excess costs remaining at 12/31/18	1,075,403	92,983	1,168,386
Accrued interest at 12/31/18	184,293		184,293
Total remaining to be recovered at 12/31/18	\$ 1,259,696	\$ 92,983	\$ 1,352,679

XTO Energy advised the Trustee that improved oil prices resulted in the partial recovery of excess costs of \$575,479 (\$431,609 net to the Trust) on properties underlying the Texas working interest for the year ended December 31, 2018. This includes the partial recovery of \$182,779 (\$137,084 net to the Trust) for the quarter ended December 31, 2018.

XTO Energy advised the Trustee that increased development costs, primarily due to the drilling of seven vertical wells in the Hewitt Unit, resulted in net excess costs of \$123,977 (\$92,983 net to the Trust) on properties underlying the Oklahoma working interest for the year ended December 31, 2018. This includes net excess costs of \$123,977

(\$92,983 net to the Trust) for the quarter ended December 31, 2018.

XTO Energy advised the Trustee that continued lower oil prices in relation to operating expenses and increased development costs resulted in net excess costs of \$261,530 (NPI \$196,147) on properties underlying the Texas working interests for the year ended December 31, 2017. This includes net excess costs of \$33,219 (\$24,914 net to the Trust) for the quarter ended December 31, 2017.

XTO Energy advised the Trustee that increased oil revenue resulted in the complete recovery of excess costs on properties underlying the Oklahoma working interests for the year ended December 31, 2017. Underlying excess costs of \$180,050, including accrued interest of \$63,402 (NPI \$47,551) was recovered during the quarter ended December 31, 2017.

**Table of Contents**

**CROSS TIMBERS ROYALTY TRUST**

**NOTES TO FINANCIAL STATEMENTS (Continued)**

Underlying cumulative excess costs for the Texas working interest conveyance remaining as of December 31, 2018 totaled \$1.7 million, including accrued interest of \$0.2 million. Underlying cumulative excess costs for the Oklahoma working interest conveyance remaining as of December 31, 2018 totaled \$0.1 million.

**8. Supplemental Oil and Gas Reserve Information (Unaudited)**

***Oil and Natural Gas Reserves***

Proved oil and gas reserves have been estimated by independent petroleum engineers. Proved reserves are those quantities of oil and natural gas, which, by analysis of geoscience and engineering data can be estimated with reasonable certainty to be economically producible from a given date forward, from known reservoirs and under existing economic conditions, operating methods, and government regulation before the time at which contracts providing the right to operate expire, unless evidence indicates that renewal is reasonably certain. Proved developed reserves are the quantities expected to be recovered through existing wells with existing equipment and operating methods in which the cost of the required equipment is relatively minor compared with the cost of a new well. Due to the inherent uncertainties and the limited nature of reservoir data, such estimates are subject to change as additional information becomes available. The reserves actually recovered and the timing of production of these reserves may be substantially different from the original estimate. Revisions result primarily from new information obtained from development drilling and production history and from changes in economic factors.

***Standardized Measure***

The standardized measure of discounted future net cash flows and changes in such cash flows are prepared using assumptions required by the Financial Accounting Standards Board. Such assumptions include the use of 12-month average prices for oil and gas, based on the first-day-of-the-month price for each month in the period, and year end costs for estimated future development and production expenditures to produce the proved reserves, including recovery of cumulative excess costs remaining at year end. Future net cash flows are discounted at an annual rate of 10%. No provision is included for federal income taxes since future net cash flows are not subject to taxation at the trust level.

The standardized measure does not represent management's estimate of future cash flows or the value of proved oil and gas reserves. Probable and possible reserves, which may become proved in the future, are excluded from the calculations. Furthermore, prices used to determine the standardized measure are influenced by supply and demand as affected by recent economic conditions as well as other factors and may not be the most representative in estimating future revenues or reserve data.

Estimated costs to plug and abandon wells on the underlying working interest properties at the end of their productive lives have not been deducted from cash flows since this is not a legal obligation of the Trust. These costs are the legal obligation of XTO Energy as the owner of the underlying working interests and will only be deducted from net proceeds payable to the Trust if net proceeds from the related conveyance exceed such costs when paid, subject to excess cost carryforward provisions (Note 3).

Oil prices used to determine the standardized measure were based on average realized oil prices of \$59.46 per Bbl in 2018, \$47.08 per Bbl in 2017, \$38.19 per Bbl in 2016 and \$46.58 per Bbl in 2015. The weighted average realized gas prices used to determine the standardized measure were \$3.45 per Mcf in 2018, \$3.14 per Mcf in 2017, \$2.45 per Mcf in 2016 and \$2.83 per Mcf in 2015.

Reserve quantities and revenues for the net profits interests were estimated from projections of reserves and revenues attributable to the underlying properties. Since the Trust has defined net profits interests, the Trust does not own a specific percentage of the oil and gas reserves. Oil and gas reserves are allocated to the net profits interests by

**Table of Contents****CROSS TIMBERS ROYALTY TRUST****NOTES TO FINANCIAL STATEMENTS (Continued)**

dividing Trust net cash inflows by 12-month average oil and gas prices. Any fluctuations in 12-month average prices or estimated costs will result in revisions to the estimated reserve quantities allocated to the net profits interests, which may not correlate with revisions of underlying proved reserves.

***Proved Reserves***

<i>(in thousands)</i>	Net Profits Interests						Underlying Properties	
	90% Net Profits Interests		75% Net Profits Interests		Total		Oil	Gas
	Oil (Bbls)	Gas (Mcf)	Oil (Bbls)	Gas (Mcf)	Oil (Bbls)	Gas (Mcf)	(Bbls)	(Mcf)
Balance, December 31, 2015	428	16,446	55	33	483	16,479	838	18,542
Extensions, additions and discoveries	6	110			6	110	7	122
Revisions of prior estimates	38	800	62	(4)	100	796	622	902
Production	(66)	(1,896)			(66)	(1,896)	(224)	(2,049)
Balance, December 31, 2016	406	15,460	117	29	523	15,489	1,243	17,517
Extensions, additions and discoveries	10	54			10	54	11	61
Revisions of prior estimates	639	2,857	187	38	826	2,895	1,294	3,282
Production	(55)	(1,350)	(4)		(59)	(1,350)	(213)	(1,535)
Balance, December 31, 2017	1,000	17,021	300	67	1,300	17,088	2,335	19,325
Extensions, additions and discoveries	13	137	44	13	57	150	96	177
Revisions of prior estimates	1	1,185	97	20	98	1,205	386	1,449
Production	(61)	(1,301)	(27)	(1)	(88)	(1,302)	(212)	(1,467)
Balance, December 31, 2018	953	17,042	414	99	1,367	17,141	2,605	19,484

Extensions, additions and discoveries of proved gas reserves are primarily because of development in the Mid-Continent area. Revisions of prior estimates are primarily related to changes in prices and costs.

***Proved Developed Reserves***

<i>(in thousands)</i>	Net Profits Interests						Underlying Properties	
	90% Net Profits Interests		75% Net Profits Interests		Total		Oil (Bbls)	Gas (Mcf)
	Oil (Bbls)	Gas (Mcf)	Oil (Bbls)	Gas (Mcf)	Oil (Bbls)	Gas (Mcf)		
December 31, 2015	428	16,446	55	33	483	16,479	838	18,542
December 31, 2016	406	15,460	117	29	523	15,489	1,243	17,517
December 31, 2017	1,000	17,021	300	67	1,300	17,088	2,335	19,325
December 31, 2018	953	17,042	402	96	1,355	17,138	2,582	19,477



Table of Contents

## CROSS TIMBERS ROYALTY TRUST

## NOTES TO FINANCIAL STATEMENTS (Continued)

*Standardized Measure of Discounted Future Net Cash Flows from Proved Reserves*

<i>(in thousands)</i>	90% Net Profits Interests December 31			75% Net Profits Interests December 31			Total December 31		
	2018	2017	2016	2018	2017	2016	2018	2017	2016
<b>Net Profits Interests</b>									
Future cash inflows	\$ 113,112	\$ 101,022	\$ 53,629	\$ 26,093	\$ 14,163	\$ 4,477	\$ 139,205	\$ 115,185	\$ 58,106
Future production taxes	(9,925)	(8,366)	(4,529)	(1,864)	(1,019)	(322)	(11,789)	(9,385)	(4,851)
Future net cash flows	103,187	92,656	49,100	24,229	13,144	4,155	127,416	105,800	53,255
10% discount factor	(51,682)	(46,061)	(22,605)	(11,401)	(5,694)	(1,266)	(63,083)	(51,755)	(23,871)
Standardized measure	\$ 51,505	\$ 46,595	\$ 26,495	\$ 12,828	\$ 7,450	\$ 2,889	\$ 64,333	\$ 54,045	\$ 29,384
<b>Underlying Properties</b>									
Future cash inflows							\$ 222,073	\$ 170,557	\$ 90,456
Future costs							(75,239)	(50,078)	(30,362)
Future net cash flows							146,834	120,479	60,094
10% discount factor							(72,618)	(58,774)	(26,805)
Standardized measure							\$ 74,216	\$ 61,705	\$ 33,289

*Changes in Standardized Measure of Discounted Future Net Cash Flows from Proved Reserves*

<i>(in thousands)</i>	90% Net Profits Interests			75% Net Profits Interests			Total		
	2018	2017	2016	2018	2017	2016	2018	2017	2016

**Net Profits****Interests**

Standardized measure, January 1	\$ 46,595	\$ 26,495	\$ 31,784	\$ 7,450	\$ 2,889	\$ 1,958	\$ 54,045	\$ 29,384	\$ 33,742
Extensions, additions and discoveries	645	353	290	1,225			1,870	353	290
Accretion of discount	3,964	2,273	2,719	691	310	174	4,655	2,583	2,893
Revisions of prior estimates, changes in price and other	7,849	23,941	(756)	5,047	4,405	757	12,896	28,346	1
Net profits income	(7,548)	(6,467)	(7,542)	(1,585)	(154)		(9,133)	(6,621)	(7,542)
Standardized measure, December 31	\$ 51,505	\$ 46,595	\$ 26,495	\$ 12,828	\$ 7,450	\$ 2,889	\$ 64,333	\$ 54,045	\$ 29,384

**Underlying****Properties**

Standardized measure, January 1							\$ 61,705	\$ 33,289	\$ 37,926
Revisions:									
Prices and costs							7,095	12,824	(11,714)
Quantity estimates							9,853	20,848	12,511
Accretion of discount							5,326	2,941	3,252
Future development costs							(1,619)	(1,197)	(998)
Other							8	(2)	(8)
Net revisions							20,663	35,414	3,043
Extensions, additions and discoveries							2,349	393	322
Production							(11,728)	(8,588)	(9,000)
Development costs							1,227	1,197	998
Net change							12,511	28,416	(4,637)
Standardized measure, December 31							\$ 74,216	\$ 61,705	\$ 33,289

Table of Contents**CROSS TIMBERS ROYALTY TRUST****NOTES TO FINANCIAL STATEMENTS (Continued)****9. Quarterly Financial Data (Unaudited)**

The following is a summary of net profits income, distributable income and distributable income per unit by quarter for 2018 and 2017:

	Net Profits Income	Distributable Income	Distributable Income per Unit
<b>2018</b>			
<b>First Quarter</b>	<b>\$ 2,277,499</b>	<b>\$ 2,030,280</b>	<b>\$ 0.338380</b>
<b>Second Quarter</b>	<b>2,333,173</b>	<b>2,169,228</b>	<b>0.361538</b>
<b>Third Quarter</b>	<b>2,257,576</b>	<b>2,144,706</b>	<b>0.357451</b>
<b>Fourth Quarter</b>	<b>2,265,711</b>	<b>2,214,312</b>	<b>0.369052</b>
	<b>\$ 9,133,959</b>	<b>\$ 8,558,526</b>	<b>\$ 1.426421</b>
<b>2017</b>			
First Quarter	\$ 1,624,671	\$ 1,383,420	\$ 0.230570
Second Quarter	1,633,117	1,521,552	0.253592
Third Quarter	1,674,186	1,526,430	0.254405
Fourth Quarter	1,689,363	1,622,388	0.270398
	\$ 6,621,337	\$ 6,053,790	\$ 1.008965

**Table of Contents**

**Item 9. *Changes in and Disagreements with Accountants on Accounting and Financial Disclosure***

None.

**Item 9A. *Controls and Procedures***

*Conclusion Regarding the Effectiveness of Disclosure Controls and Procedures*

The Trustee conducted an evaluation of the Trust's disclosure controls and procedures, as such term is defined under Rule 13a-15(e) promulgated under the Securities Exchange Act of 1934, as amended. Based on this evaluation, the Trustee has concluded that the Trust's disclosure controls and procedures were effective as of the end of the period covered by this annual report. In its evaluation of disclosure controls and procedures, the Trustee has relied, to the extent considered reasonable, on information provided by XTO Energy.

*Trustee's Report on Internal Control Over Financial Reporting*

The Trustee is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Rule 13a-15(f) promulgated under the Securities Exchange Act of 1934, as amended. The Trustee conducted an evaluation of the effectiveness of the Trust's internal control over financial reporting based on the criteria established in *Internal Control - Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on the Trustee's evaluation under the framework in *Internal Control - Integrated Framework (2013)*, the Trustee concluded that the Trust's internal control over financial reporting was effective as of December 31, 2018. The effectiveness of the Trust's internal control over financial reporting as of December 31, 2018 has been audited by PricewaterhouseCoopers LLP, an independent registered public accounting firm, as stated in their report under Item 8, Financial Statements and Supplementary Data.

*Changes in Internal Control Over Financial Reporting*

There were no changes in the Trust's internal control over financial reporting during the quarter ended December 31, 2018 that have materially affected, or are reasonably likely to materially affect, the Trust's internal control over financial reporting.

**Item 9B. *Other Information***

None.

**Table of Contents****PART III****Item 10. *Directors, Executive Officers and Corporate Governance***

- (a) *Directors, Officers and Committees.* The Trust has no directors, executive officers, audit committee, audit committee financial expert, compensation committee or nominating committee. The Trustee is a corporate trustee which may be removed, with or without cause, by the affirmative vote of the holders of a majority of all the units then outstanding.
- (b) *Section 16 (a) Beneficial Ownership Reporting Compliance.* Section 16(a) of the Securities Exchange Act of 1934 requires that directors, officers, and beneficial owners of more than 10% of the registrant's equity securities file initial reports of beneficial ownership and reports of changes in beneficial ownership with the Securities and Exchange Commission and the New York Stock Exchange. To the Trustee's knowledge, based solely on the information furnished to the Trustee, the Trustee is unaware of any person that failed to file on a timely basis reports required by Section 16(a) filing requirements with respect to the Trust units of beneficial interest during and for the year ended December 31, 2018.
- (c) *Code of Ethics.* Because the Trust has no employees, it does not have a code of ethics. Employees of the Trustee, Simmons Bank, must comply with the bank's code of ethics which may be found at [ir.simmonsbank.com/govdocs](http://ir.simmonsbank.com/govdocs).

**Item 11. *Executive Compensation***

- (a) *Compensation Committee Interlocks and Insider Participation/Compensation Committee Report.* The Trust has no officers or directors and is administered by a trustee. The Trust does not have a compensation committee or maintain any equity compensation plans and there are no units reserved for issuance under such plans.
- (b) *Compensation of the Trustee.* The Trustee and Southwest Bank, the prior trustee, received the following annual compensation for the fiscal years ended December 31, 2017 through December 31, 2018 as specified in the Trust indenture:

	<b>2018</b>	<b>2017</b>
Simmons Bank, Trustee <sup>(1)</sup>	\$ 76,225	\$
Southwest Bank, Trustee <sup>(1)</sup>	22,832	77,631

- (1) Under the Trust indenture, the trustee is entitled to an administrative fee 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) trustee's standard hourly rates for time in excess of 300 hours annually.

**Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Unitholder Matters**

(a) *Equity Compensation Plans and Trust Repurchases.* The Trust has no equity compensation plans. The Trust has not repurchased any units during the fourth quarter of fiscal 2018.

(b) *Security Ownership of Certain Beneficial Owners.* The Trustee is not aware of any person who beneficially owns more than 5% of the outstanding units.

(c) *Security Ownership of Management.* The Trust has no directors or executive officers. As of February 20, 2019, Simmons Bank beneficially held no units.

(d) *Changes in Control.* The Trustee knows of no arrangements which may subsequently result in a change in control of the Trust.

**Item 13. Certain Relationships and Related Transactions, and Director Independence**

The underlying properties from which the net profits interests were carved are currently owned by XTO Energy or other affiliated companies of ExxonMobil.

**Table of Contents**

Approximately 34 of the underlying royalty interests burden working interests in properties operated by XTO Energy. XTO Energy operates the Hewitt Unit which is one of the properties underlying the Oklahoma 75% net profits interests. Other than these properties, XTO Energy and ExxonMobil do not operate or control any of the underlying properties or related working interests.

In computing net proceeds for the 75% net profits interests (Note 3), XTO Energy deducts an overhead charge as reimbursement for costs associated with monitoring these interests. This monthly overhead charge at December 31, 2018 was \$39,834 (\$29,876 net to the Trust) and is subject to annual adjustment based on an oil and gas industry index.

XTO Energy deducts a monthly overhead charge for reimbursement of administrative expenses as operator of the Hewitt Unit, which is one of the properties underlying the Oklahoma 75% net profits interests. As of December 31, 2018, this monthly charge was approximately \$28,000 (\$21,000 net to the Trust) and is subject to annual adjustment based on an oil and gas industry index.

On June 25, 2010, XTO Energy became a wholly owned subsidiary of Exxon Mobil Corporation.

As of February 22, 2019, XTO Energy did not own any units.

See Item 11, Executive Compensation, for the remuneration received by the Trustee for the fiscal years ended December 31, 2017 through December 31, 2018.

As noted in Item 10, Directors, Executive Officers and Corporate Governance, the Trust has no directors, executive officers, audit committee, audit committee financial expert, compensation committee or nominating committee. The Trustee is a corporate trustee which may be removed, with or without cause, by the affirmative vote of the holders of a majority of all the units then outstanding.

**Item 14. Principal Accountant Fees and Services**

Fees for services performed by PricewaterhouseCoopers LLP for the years ended December 31, 2018 and 2017 are:

	<b>2018</b>	<b>2017</b>
Audit fees-PwC	\$ 140,000	\$ 142,000
Audit-related fees		
Tax fees		
All other fees		
	<b>\$ 140,000</b>	<b>\$ 142,000</b>

As referenced in Item 10, Directors, Executive Officers and Corporate Governance, above, the Trust has no audit committee, and as a result, has no audit committee pre-approval policy with respect to fees paid to PricewaterhouseCoopers LLP.





**Table of Contents**

**PART IV**

**Item 15. Exhibits and Financial Statement Schedules**

(a) The following documents are filed as a part of this report:

1. *Financial Statements (included in Item 8 of this report)*  
Report of Independent Registered Public Accounting Firm

Statements of Assets, Liabilities and Trust Corpus at December 31, 2018 and 2017

Statements of Distributable Income for the years ended December 31, 2018 and 2017

Statements of Changes in Trust Corpus for the years ended December 31, 2018 and 2017

Notes to Financial Statements

2. *Financial Statement Schedules*  
Financial statement schedules are omitted because of the absence of conditions under which they are required or because the required information is given in the financial statements or notes thereto.

3. *Exhibits*

(4) (a) Cross Timbers Royalty Trust Indenture amended and restated on January 13, 1992 by NationsBank, N.A., as Trustee, heretofore filed as Exhibit 3.1 to the Trust's Registration Statement No. 33-44385 filed with the Securities and Exchange Commission on February 19, 1992, is incorporated herein by reference.(P)

(b) Net Overriding Royalty Conveyance (Cross Timbers Royalty Trust, 90% Texas) from South Timbers Limited Partnership, West Timbers Limited Partnership, North Timbers Limited Partnership, East Timbers Limited Partnership, Hickory Timbers Limited Partnership, and Cross Timbers Partners, L.P. (predecessors of XTO Energy) to NCNB Texas National Bank, as Trustee, dated February 12, 1991 (without Schedules A and B), heretofore filed as Exhibit 10.1 to the Trust's Registration Statement No. 33-44385 filed with the Securities and Exchange Commission on February 19, 1992, is incorporated herein by reference.(P)

(c)

Edgar Filing: CROSS TIMBERS ROYALTY TRUST - Form 10-K

Correction to Net Overriding Royalty Conveyance (Cross Timbers Royalty Trust, 90% Texas) from South Timbers Limited Partnership, West Timbers Limited Partnership, North Timbers Limited Partnership, East Timbers Limited Partnership, Hickory Timbers Limited Partnership, and Cross Timbers Partners, L.P. (predecessors of XTO Energy) to NCNB Texas National Bank, as Trustee, dated September 23, 1991 (without Schedules A and B), heretofore filed as Exhibit 10.2 to the Trust's Registration Statement No. 33-44385 filed with the Securities and Exchange Commission on February 19, 1992, is incorporated herein by reference.(P)

- (d) Net Overriding Royalty Conveyance (Cross Timbers Royalty Trust, 75% Texas) from South Timbers Limited Partnership, West Timbers Limited Partnership, North Timbers Limited Partnership, East Timbers Limited Partnership, Hickory Timbers Limited Partnership, and Cross Timbers Partners, L.P. (predecessors of XTO Energy) to NCNB Texas National Bank, as Trustee, dated February 12, 1991 (without Schedules A and B), heretofore filed as Exhibit 10.5 to the Trust's Registration Statement No. 33-44385 filed with the Securities and Exchange Commission on February 19, 1992, is incorporated herein by reference.(P)
  
- (23) Consent of Miller and Lents, Ltd.
  
- (31) Rule 13a-14(a)/15d-14(a) Certification

**Table of Contents**

(32) Section 1350 Certification

(99.1) Miller and Lents, Ltd. Report

Copies of the above Exhibits are available to any unitholder, at the actual cost of reproduction, upon written request to the Trustee, Simmons Bank, 2911 Turtle Creek Blvd, Suite 850, Dallas, Texas 75219.

Table of Contents

**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) 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.

CROSS TIMBERS ROYALTY TRUST  
By SIMMONS BANK, TRUSTEE

By /s/ NANCY WILLIS  
Nancy Willis  
Vice President

EXXON MOBIL CORPORATION

By /s/ DAVID LEVY  
David Levy  
Vice President - Upstream Business Services

(The Trust has no directors or executive officers.)

Date: March 12, 2019