

# 2012

## SAN JUAN BASIN ROYALTY TRUST



### 2ND QUARTER REPORT

## To Unit Holders:

The Trust received Royalty income of \$10,582,704 and interest income of \$210,041 during the second quarter of 2012. There was no change in cash reserves. After deducting administrative expenses of \$414,016, distributable income for the quarter was \$10,378,729 (\$0.222678 per Unit). In the second quarter of 2011, Royalty income was \$15,568,211, interest income was \$683,060, administrative expenses were \$526,817 and distributable income was \$15,724,454 (\$0.337370 per Unit). Based on 46,608,796 Units outstanding, the per-Unit distributions during the second quarter of 2012 were as follows:

April	\$0.082536
May	.069483
June	.070659
<b>QUARTER TOTAL</b>	<b>\$0.222678</b>

The Royalty income distributed in the second quarter of 2012 was lower than that distributed in the second quarter of 2011 primarily due to a decrease in the average gas price from \$4.81 per Mcf for the second quarter of 2011 to \$3.31 per Mcf for the second quarter of 2012. Interest income was higher for the quarter ended June 30, 2011 as compared to the quarter ended June 30, 2012, due to additional interest from granted audit exceptions received in May 2011. Administrative expenses were lower in 2012 primarily as a result of differences in timing in the receipt and payment of these expenses.

The capital costs attributable to the Underlying Properties for the second quarter of 2012 and deducted by Burlington Resources Oil & Gas Company LP ("BROG") in calculating Royalty income were approximately \$3.9 million as compared to approximately \$5.6 million of capital costs in the second quarter of 2011. Noting the material decline in capital costs in the second quarter of 2012, the Trustee asked BROG for an explanation. BROG indicates the principal reason for the decrease in capital costs in the second quarter of 2012 was a miscalculation by BROG for the months of April through July 2012 which caused lease operating expenses and capital expenditures to be understated by approximately 25% (the "2012 Calculation Error"). But for that error, capital expenditures for the second quarter of 2012 would have been \$390,396 lower than for the second quarter of 2011, with the approximately 7% decrease being attributable to the timing of projects.

As a result of the 2012 Calculation Error, the Royalty income due the Trust for those four months was overpaid by approximately \$3,386,861.

BROG has communicated to the Trust that, as permitted under the terms of the Royalty conveyance document, it intends to offset the overpayment against Royalty income payable to the Trust over four consecutive months beginning with August 2012. Based upon the additional monthly lease operating expenses and capital expenditures BROG reports it will use in order to recover the overpayment, it is estimated that the Royalty income distributions by the Trust will be reduced by approximately \$742,779 in August, \$1,090,583 in September, \$767,122 in October and \$786,377 in November 2012.

BROG has informed the Trust that its budget for capital expenditures for the Underlying Properties in 2012 is estimated at \$20.8 million. Of the \$20.8 million, approximately \$5 million will be attributable to the capital budgets for 2011 and prior years. BROG reports that based on its actual capital requirements, the pace of regulatory approvals, the mix of projects and swings in the price of natural gas, the actual capital expenditures for 2012 could range from \$5 million to \$35 million.

BROG anticipates 383 projects in 2012. Approximately \$12.4 million of the \$20.8 million budget is allocable to 21 new wells, including nine wells scheduled to be dually completed in the Mesaverde and Dakota formations and 12 wells to be completed in all three of the Mesaverde, Mancos Shale and Dakota formations. Approximately \$3.4 million will be spent on workovers and facilities projects. Of the \$5 million attributable to the budgets for prior years, approximately \$3 million is allocable to 20 new wells and the \$2 million balance will be applied to miscellaneous capital projects such as workovers and operated facility projects.

Lease operating expenses and property taxes were \$6,874,859 and \$139,489, respectively, for the second quarter of 2012, as compared to \$8,498,642 and \$150,406, respectively, for the second quarter of 2011. BROG indicates the decrease in operating expenses in the second quarter of 2012 is due to the 2012 Calculation Error. Had that error not occurred, lease operating expenses for the second quarter of 2012 would have been approximately \$500,000 higher than for the second quarter of 2011 primarily due to the resolution of a compliance audit exception which added \$405,707 to lease operating expenses as well as \$651,939 to gross revenues. Taxes for the second quarter of 2012 were lower because in April 2011, BROG reduced its accrual for taxes from \$50,135 per month to \$46,496 per month. BROG adjusts its accruals for taxes based upon actual property taxes paid in the prior year. BROG has reported to the

Trustee that during the second quarter of 2012, eight gross (1.53 net) conventional wells were completed on the Underlying Properties. Three gross (0.32 net) conventional wells were in progress at June 30, 2012. There were 13 gross (2.94 net) conventional wells and one gross (0.32 net) coal seam well completed on the Underlying Properties during the second quarter of 2011. Eighteen gross (3.48 net) conventional wells were in progress at June 30, 2011.

There were 4,049 gross (1,180.5 net) producing wells being operated subject to the Royalty as of December 31, 2011, calculated on a well bore basis and not including multiple completions as separate wells. Of those wells, seven gross (5.50 net) are oil wells and the balance are gas wells. BROG reports that approximately 828 gross (324.5 net) of the wells are multiple completion wells resulting in a total of 4,877 gross (1,505 net) completions.

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

Royalty income for the quarter ended June 30, 2012 is associated with actual gas and oil production during February 2012 through April 2012 from the Underlying Properties. Gas and oil sales from the Underlying Properties for the three months ended June 30, 2012 and 2011 were as follows:

Three Months Ended June 30,	2012	2011
Gas:		
Total sales (Mcf)	8,130,030	7,724,467
Mcf per day	90,334	86,792
Average price (per Mcf)	\$ 3.31	\$ 4.81
Oil:		
Total sales (Bbls)	9,670	15,323
Bbls per day	107	172
Average price (per Bbl)	\$90.26	\$91.18

During the second quarter of 2012, average gas prices were \$1.50 per Mcf lower than the average prices reported during the second quarter of 2011. BROG has reported that although the price of natural gas has been depressed as a result of increased supply related to shale gas development and other factors, the prices of natural gas liquids produced in conjunction with that gas have not been so adversely affected and have mitigated somewhat the price declines for the gas. The average price per barrel of oil during the second quarter of 2012 was \$0.92 per barrel lower than that received for the second quarter of 2011.

BROG previously entered into four contracts effective April 1, 2009, for the sale of all gas produced from the Underlying Properties other than the gas covered by a pre-existing contract with New Mexico Gas Company, Inc. ("NMGC"). The then current purchasers were Chevron Natural Gas, a division of Chevron USA, Inc. ("Chevron"), Pacific Gas and Electric Company ("PG&E"), BP Energy Company, Macquarie Cook Energy LLC, and NMGC. In March 2010, notice of termination of each of the Chevron, BP Energy Company and Macquarie Cook Energy LLC contracts was given such that they terminated effective March 31, 2011. Requests for proposal were circulated to potential purchasers of those packages of gas covered by the expiring contracts with a view toward obtaining new contracts to be effective April 1, 2011. Neither BROG, PG&E, nor NMGC gave notice of termination of their contracts such that the terms of those two contracts have been automatically extended through at least March 31, 2013.

BROG entered into three new contracts effective April 1, 2011, for the sale of the gas produced from the Underlying Properties but not sold under

the two pre-existing contracts. The purchasers under such new contracts are Chevron, PG&E and Salt River Project Agricultural Improvement and Power District ("SRP"). All five of the current contracts provide for (i) the delivery of such gas at various delivery points through March 31, 2013 and from year-to-year thereafter, until terminated by either party upon notice of between six and twelve months (except for the SRP contract which terminated March 31, 2012); and (ii) the sale of such gas at prices which fluctuate in accordance with the published indices for gas sold in the San Juan Basin of northwestern New Mexico. Requests for proposals were circulated soliciting bids for the purchase of those volumes sold under the SRP contract which expired March 31, 2012. Contracts are now in place for the sale of those volumes to PG&E, Shell Energy North America (US), LP and SRP on delivery and pricing terms substantially the same as the other contracts described in this paragraph and also for terms expiring March 31, 2013.

On or about January 4, 2012, the operator of the Lybrook gas processing plant took that facility out of service and rerouted gas formerly treated there to its Ignacio plant. Because the NMGC system is not interconnected with the Ignacio plant, it became impossible for BROG to sell gas to NMGC under the contract described above such that BROG declared a *force majeure* event and terminated the NMGC contract. BROG negotiated a contract to sell the NMGC volumes to Chevron at prices and terms acceptable to the Trust's consultants for the period through the March 31, 2013 termination date of the prior NMGC contract.

BROG contracts with Williams Four Corners, LLC ("WFC") and Enterprise Field Services, LLC ("EFS") for the gathering and processing of virtually all of the gas produced from the Underlying Properties. Four new contracts were entered into with WFC to be effective for terms of 15 years commencing April 1, 2010. BROG has also signed a new agreement with EFS effective November 1, 2011 for a term of 15 years. BROG has disclosed to the Trust a summary of that agreement which the Trust has reviewed with its consultants, subject to conditions of confidentiality. The Trustee will continue to monitor this matter as it may relate to the Trust.

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

Included in this report are the Condensed Statements of Assets, Liabilities and Trust Corpus as of June 30, 2012 (Unaudited), and December 31, 2011, and the Unaudited Condensed Statements of Distributable Income and of Change in Trust Corpus for the three months ended June 30, 2012 and 2011.

Unit holders of record will continue to receive an annual individualized tax information letter. All Unit holders may obtain monthly tax information from the Trust's website at [www.sjbtr.com](http://www.sjbtr.com), or from the Trustee upon request.

Income and expense (per Unit), and depletion factors for the three months ended June 30, 2012 are as follows:

	April	May	June
Gross income	\$ 0.094943	\$ 0.079801	\$ 0.074387
Interest income	\$ 0.000012	\$ 0.000008	\$ 0.004487
Severance tax	\$(0.007993)	\$(0.007272)	\$(0.006813)
Administration expense	\$(0.004426)	\$(0.003055)	\$(0.001402)
Percentage depletion factor	0.014241	0.011970	0.011158
Cost depletion factor	0.009495	0.007545	0.008448

Compass Bank, Trustee

LEE ANN ANDERSON  
Vice President and Senior Trust Officer

## CONDENSED STATEMENTS OF ASSETS, LIABILITIES AND TRUST CORPUS

	June 30, 2012	December 31, 2011
<b>ASSETS</b>	(Unaudited)	
Cash and short-term investments	\$ 3,449,102	\$ 7,101,319
Net overriding royalty interest in producing oil and gas properties (net of accumulated amortization of \$120,800,495 and \$120,130,470 at June 30, 2012 and December 31, 2011, respectively)	12,475,033	13,145,058
	<b>\$ 15,924,135</b>	<b>\$ 20,246,377</b>
<b>LIABILITIES AND TRUST CORPUS</b>		
Distribution payable to Unit holders	\$ 3,293,313	\$ 6,945,530
Cash reserves	155,789	155,789
Trust corpus—46,608,796 Units of beneficial interest authorized and outstanding	12,475,033	13,145,058
	<b>\$ 15,924,135</b>	<b>\$ 20,246,377</b>

## CONDENSED STATEMENTS OF DISTRIBUTABLE INCOME (UNAUDITED)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2012	2011	2012	2011
Royalty income	\$ 10,582,704	\$ 15,568,211	\$ 25,433,196	\$ 30,957,341
Interest income	210,041 <sup>(1)</sup>	683,060 <sup>(2)</sup>	557,736 <sup>(3)</sup>	684,525 <sup>(2)</sup>
Total revenue	10,792,745	16,251,271	25,990,932	31,641,866
General and administrative expenditures	414,016	526,817	987,507	1,048,502
Distributable income	\$ 10,378,729	\$ 15,724,454	\$ 25,003,425	\$ 30,593,364
Distributable income per Unit (46,608,796 Units)	\$ 0.222678	\$ 0.337370	\$ 0.536454	\$ 0.656385

(1) Includes \$209,347 in interest on the late payment of gross proceeds as a result of the ongoing negotiation of compliance audit exceptions.

(2) Includes \$681,547 in interest on the late payment of gross proceeds as a result of the ongoing negotiation of compliance audit exceptions.

(3) Includes \$555,177 in interest on the late payment of gross proceeds as a result of the ongoing negotiation of compliance audit exceptions.

## CONDENSED STATEMENTS OF CHANGES IN TRUST CORPUS (UNAUDITED)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2012	2011	2012	2011
Trust corpus, beginning of period	\$ 12,810,069	\$ 14,342,274	\$ 13,145,058	\$ 14,745,884
Amortization of net overriding royalty interest	(335,036)	(356,218)	(670,025)	(759,828)
Distributable income	10,378,729	15,724,454	25,003,425	30,593,364
Distributions declared	(10,378,729)	(15,724,454)	(25,003,425)	(30,593,364)
Trust corpus, end of period	\$ 12,475,033	\$ 13,986,056	\$ 12,475,033	\$ 13,986,056

## CALCULATION OF ROYALTY INCOME

	Three Months Ended June 30,		Six Months Ended June 30,	
	2012	2011	2012	2011
<b>GROSS PROCEEDS OF SALES FROM THE UNDERLYING PROPERTIES</b>				
Gas proceeds	\$ 26,882,023	\$ 37,193,201	\$ 62,822,515	\$ 72,751,172
Oil proceeds	872,858	1,397,093	2,108,761	2,352,417
Other	(246,332) <sup>(1)</sup>		(246,332) <sup>(1)</sup>	
Total	27,508,549	38,590,294	64,684,944	75,103,589
<b>LESS PRODUCTION COSTS</b>				
Severance tax—gas	2,378,053	3,421,847	5,577,848	6,686,370
Severance tax—oil	86,092	145,010	201,688	243,461
Lease operating expense and property tax	7,014,348	8,649,048	15,173,334	17,631,302
Capital expenditures	3,919,784	5,616,774	9,821,145	9,266,002
Total	13,398,277	17,832,679	30,774,015	33,827,135
Net profits	14,110,272	20,757,615	33,910,929	41,276,454
Net overriding royalty interest	75%	75%	75%	75%
<b>ROYALTY INCOME</b>	<b>\$ 10,582,704</b>	<b>\$ 15,568,211</b>	<b>\$ 25,433,196</b>	<b>\$ 30,957,341</b>

(1) Reduction of April revenue as part of the ongoing negotiation of compliance audit exceptions.

These financial statements should be read in conjunction with the condensed financial statements and notes thereto included in the Trust's Form 10-Q filing for the quarterly period ending June 30, 2012.

# Glossary of Terms

**DISTRIBUTABLE INCOME:** An amount paid to Unit holders equal to the Royalty income received by the Trustee during a given period plus interest, less the general and administrative expenses of the Trust, adjusted by any changes in cash reserves.

**ROYALTY:** The principal asset of the Trust; the 75% net overriding royalty interest conveyed to the Trust on November 3, 1980, by Southland Royalty Company, the predecessor to BROG, which was carved out of the Underlying Properties.

**UNDERLYING PROPERTIES:** The working, royalty and other interests owned by Southland Royalty Company, the predecessor to BROG, in properties located in the San Juan Basin of northwestern New Mexico, out of which the Royalty was carved.

**UNITS OF BENEFICIAL INTEREST:** The units of ownership of the Trust, equal to the number of shares of common stock of Southland Royalty Company outstanding at the close of business on November 3, 1980.

*Except for historical information contained in this report, the statements in this report are forward-looking statements that are made pursuant to the Safe Harbor Provisions of the Private Securities Litigation Reform Act of 1995. Forward-looking statements and the financial prospects of San Juan Basin Royalty Trust are subject to a number of risks and uncertainties that may cause actual results in future periods to differ materially from the forward-looking statements. These risks and uncertainties include, among other things, volatility of oil and gas prices, governmental regulation or action, litigation and uncertainties about estimates of reserves. These and other risks are described in the Trust's reports and other filings with the Securities and Exchange Commission.*

## SAN JUAN BASIN ROYALTY TRUST

Compass Bank, Trustee  
300 W. Seventh Street, Suite B  
Fort Worth, Texas 76102  
Toll-free: 866.809.4553  
[www.sjbrt.com](http://www.sjbrt.com)  
[sjt@bbvacompass.com](mailto:sjt@bbvacompass.com)

## PAYING AGENT/TRANSFER AGENT/REGISTRAR

Computershare Investor Services  
[www.computershare.com](http://www.computershare.com)  
Customer Service: 312.360.5154