

PERMIAN BASIN ROYALTY TRUST

Form 10-Q

May 09, 2011

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**FORM 10-Q**

**Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934  
For the Quarterly Period ended March 31, 2011**

**Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934  
Commission file number 1-8033  
PERMIAN BASIN ROYALTY TRUST  
(Exact Name of Registrant as Specified in the Permian Basin Royalty Trust Indenture)**

Texas  
(State or Other Jurisdiction of  
Incorporation or Organization)

75-6280532  
(I.R.S. Employer Identification No.)

U.S. Trust, Bank of America  
Private Wealth Management  
Trust Department  
901 Main Street  
Dallas, Texas 75202  
(Address of Principal Executive  
Offices; Zip Code)  
(214) 209-2400

(Registrant's Telephone Number, Including Area Code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No   
Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

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

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

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

Number of Units of beneficial interest of the Trust outstanding at May 9, 2011: 46,608,796.

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**PERMIAN BASIN ROYALTY TRUST**  
**PART I FINANCIAL INFORMATION**

**Item 1. Financial Statements**

The condensed financial statements included herein have been prepared by Bank of America, N.A. as Trustee for the Permian Basin Royalty Trust, without audit, pursuant to the rules and regulations of the Securities and Exchange Commission. Certain information and footnote disclosures normally included in annual financial statements have been condensed or omitted pursuant to such rules and regulations, although the Trustee believes that the disclosures are adequate to make the information presented not misleading. It is suggested that these condensed financial statements and notes thereto be read in conjunction with the financial statements and the notes thereto included in the Trust's latest annual report on Form 10-K. In the opinion of the Trustee, all adjustments, consisting only of normal recurring adjustments, necessary to present fairly the assets, liabilities and trust corpus of the Permian Basin Royalty Trust at March 31, 2011, and the distributable income and changes in trust corpus for the three-month periods ended March 31, 2011 and 2010 have been included. The distributable income for such interim periods is not necessarily indicative of the distributable income for the full year.

The condensed financial statements as of March 31, 2011 and 2010, included herein, have been reviewed by Deloitte & Touche LLP, an independent registered public accounting firm, as stated in their report appearing herein.

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**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

To the Unit Holders of Permian Basin Royalty Trust and

Bank of America, N.A., Trustee

Dallas, Texas

We have reviewed the accompanying condensed statement of assets, liabilities and trust corpus of Permian Basin Royalty Trust (the Trust ) as of March 31, 2011, and the related condensed statements of distributable income and changes in trust corpus for the three-month periods ended March 31, 2011 and 2010. These condensed financial statements are the responsibility of the Trustee.

We conducted our reviews in accordance with the standards of the Public Company Accounting Oversight Board (United States). A review of interim financial information consists principally of applying analytical procedures and making inquiries of persons responsible for financial and accounting matters. It is substantially less in scope than an audit conducted in accordance with the standards of the Public Company Accounting Oversight Board (United States), the objective of which is the expression of an opinion regarding the financial statements taken as a whole.

Accordingly, we do not express such an opinion.

As described in Note 1 to the condensed financial statements, these condensed financial statements have been prepared on a modified cash basis of accounting, which is a comprehensive basis of accounting other than accounting principles generally accepted in the United States of America.

Based on our reviews, we are not aware of any material modifications that should be made to such condensed interim financial statements for them to be in conformity with the basis of accounting described in Note 1.

We have previously audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the statement of assets, liabilities, and trust corpus of Permian Basin Royalty Trust as of December 31, 2010, and the related statements of distributable income and changes in trust corpus for the year then ended (not presented herein); and in our report dated March 1, 2011, we expressed an unqualified opinion on those financial statements. In our opinion, the information set forth in the accompanying condensed statement of assets, liabilities, and trust corpus as of December 31, 2010, is fairly stated, in all material respects, in relation to the statement of assets, liabilities and trust corpus from which it has been derived.

/s/ Deloitte & Touche LLP

Austin, Texas

May 9, 2011

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CONDENSED STATEMENTS OF ASSETS, LIABILITIES AND TRUST CORPUS**

	March 31, 2011 (Unaudited)	December 31, 2010
<b>ASSETS</b>		
Cash and short-term investments	\$ 6,308,513	\$ 4,580,923
Net overriding royalty interests in producing oil and gas properties (net of accumulated amortization of \$10,026,609 and \$10,004,009 at March 31, 2011 and December 31, 2010, respectively)	948,607	971,207
<b>TOTAL ASSETS</b>	<b>\$ 7,257,120</b>	<b>\$ 5,552,130</b>
<b>LIABILITIES AND TRUST CORPUS</b>		
Distribution payable to Unit holders	\$ 6,308,513	\$ 4,580,923
Commitments and contingencies		
Trust corpus 46,608,796 Units of beneficial interest authorized and outstanding	948,607	971,207
<b>TOTAL LIABILITIES AND TRUST CORPUS</b>	<b>\$ 7,257,120</b>	<b>\$ 5,552,130</b>

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

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CONDENSED STATEMENTS OF DISTRIBUTABLE INCOME (UNAUDITED)**

	Note	THREE MONTHS ENDED March 31, 2011	THREE MONTHS ENDED March 31, 2010
Royalty income		\$ 16,798,284	\$ 16,508,736
Interest income		199	137
		16,798,483	16,508,873
General and administrative expenditures		(339,518)	(403,797)
Distributable income		\$ 16,458,965	\$ 16,105,076
Distributable income per Unit (46,608,796 Units)		\$ .35	\$ .35

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

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

	THREE MONTHS ENDED March 31, 2011	THREE MONTHS ENDED March 31, 2010
Trust corpus, beginning of period	\$ 971,207	\$ 1,079,986
Amortization of net overriding royalty interests	(22,600)	(26,401)
Distributable income	16,458,965	16,105,076
Distributions declared	(16,458,965)	(16,105,076)
Total Trust Corpus, end of period	\$ 948,607	\$ 1,053,585
Distributions per Unit	\$ .35	\$ .35

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



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**PERMIAN BASIN ROYALTY TRUST**

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

**1. BASIS OF ACCOUNTING**

The Permian Basin Royalty Trust ( Trust ) was established as of November 1, 1980. The net overriding royalties conveyed to the Trust include: (1) a 75% net overriding royalty carved out of Southland Royalty Company's fee mineral interests in the Waddell Ranch in Crane County, Texas (the Waddell Ranch properties ); and (2) a 95% net overriding royalty carved out of Southland Royalty Company's major producing royalty interests in Texas (the Texas Royalty properties ). The net overriding royalty for the Texas Royalty properties is subject to the provisions of the lease agreements under which such royalties were created. The financial statements of the Trust are prepared on the following basis:

Royalty income recorded for a month is the amount computed and paid to Bank of America, N.A. ( Trustee ) as Trustee for the Trust by the interest owners: Burlington Resources Oil & Gas Company LP ( BROG ), a subsidiary of ConocoPhillips for the Waddell Ranch properties and Riverhill Energy Corporation ( Riverhill Energy ), formerly a wholly owned subsidiary of Riverhill Capital Corporation ( Riverhill Capital ) and formerly an affiliate of Coastal Management Corporation ( CMC ), for the Texas Royalty properties. Schlumberger Technology Corporation ( STC ) currently conducts all field, technical and accounting operations on behalf of BROG with regard to the Waddell Ranch properties. Riverhill Energy currently conducts the accounting operations for the Texas Royalty properties. Royalty income consists of the amounts received by the owners of the interest burdened by the net overriding royalty interests ( Royalties ) from the sale of production less accrued production costs, development and drilling costs, applicable taxes, operating charges, and other costs and deductions multiplied by 75% in the case of the Waddell Ranch properties and 95% in the case of the Texas Royalty properties.

As was previously reported, in February 1997, BROG sold its interest in the Texas Royalty properties to Riverhill Energy.

The Trustee has been advised that in the first quarter of 1998, STC acquired all of the shares of stock of Riverhill Capital. Prior to such acquisition by STC, CMC and Riverhill Energy were wholly-owned subsidiaries of Riverhill Capital. The Trustee has further been advised that in connection with STC's acquisition of Riverhill Capital, the

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shareholders of Riverhill Capital acquired ownership of all of the shares of stock of Riverhill Energy. Thus, the ownership in the Texas Royalty properties referenced above remained in Riverhill Energy, the stock ownership of which was acquired by the former shareholders of Riverhill Capital.

In 2007 the Bank of America private wealth management group officially became known as U.S. Trust, Bank of America Private Wealth Management. The legal entity that serves as Trustee of the Trust did not change, and references in this Form 10-Q to U.S. Trust, Bank of America Private Wealth Management shall describe the legal entity Bank of America, N.A.

Trust expenses recorded are based on liabilities paid and cash reserves established out of cash received or borrowed funds for liabilities and contingencies.

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

Royalty income is computed separately for each of the conveyances under which the Royalties were conveyed to the Trust. If monthly costs exceed revenues for any conveyance ( excess costs ), such excess costs cannot reduce royalty income from other conveyances, but is carried forward with accrued interest to be recovered from future net proceeds of that conveyance.

The financial statements of the Trust differ from financial statements prepared in accordance with accounting principles generally accepted in the United States of America ( GAAP ) because revenues are not accrued in the month of production and certain cash reserves may be established for contingencies which would not be accrued in financial statements prepared in accordance with GAAP. Amortization of the Royalties calculated on a unit-of-production basis is charged directly to trust corpus. This comprehensive basis of accounting other than GAAP 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.

**Use of Estimates**

The preparation of financial statements in conformity with the basis of accounting described above requires management to make estimates and assumptions that affect the reported amounts of certain assets, liabilities, revenues and expenses as of and for the reporting period. Actual results may differ from such estimates.

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**2. FEDERAL INCOME TAXES**

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

The Royalties constitute economic interests in oil and gas properties for federal income tax purposes. Unit holders must report their share of the revenues from the Royalties as ordinary income from oil and gas royalties and are entitled to claim depletion with respect to such income.

The Trust has on file technical advice memoranda confirming the tax treatment described above.

The classification of the Trust's income for purposes of the passive loss rules may be important to a Unit holder. Royalty income generally is treated as portfolio income and does not offset passive losses.

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 custodian 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. U.S. Trust, Bank of America Private Wealth Management, EIN: 56-0906609, 901 Main Street, 17th Floor, Dallas, Texas 75202, telephone number (214) 209-2400, 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.pbt-permianbasintrust.com](http://www.pbt-permianbasintrust.com). Notwithstanding the foregoing, the middlemen holding Trust Units on behalf of Unit holders, 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. Unit holders 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.

Unit holders should consult their tax advisors regarding Trust tax compliance matters.

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**3. STATE TAX CONSIDERATIONS**

All revenues from the Trust are from sources within Texas, which has no individual income tax. However, Texas imposes a franchise tax on generally all entity types providing limited liability protection at a rate of 1% on gross revenues less certain deductions, as specifically set forth in the Texas franchise tax statute. Entities subject to tax generally include trusts unless otherwise exempt. Trusts that receive at least 90% of their federal gross income from designated 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 should be exempt from Texas franchise tax as a passive entity. Since the Trust should be exempt from Texas franchise tax at the Trust level as a passive entity, each Unit holder that is considered a taxable entity under the Texas franchise tax will generally be required to include its portion of Trust revenues in its own Texas franchise tax computation. This revenue is sourced to Texas under provisions of the Texas Administrative Code that provide such income is sourced according to the principal place of business of the Trust, which is Texas.

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

**4. SUBSEQUENT EVENTS**

Subsequent to March 31, 2011, the Trust declared a distribution on April 19, 2011 of \$.103695 per Unit payable on May 13, 2011 to Unit holders of record on April 29, 2011.

**5. CONTINGENCIES**

Contingencies related to the Underlying Properties that are unfavorably resolved would generally be reflected by the Trust as reductions to future royalty income payments to the Trust with corresponding reductions to cash distributions to Unit holders.

On May 2, 2011, ConocoPhillips, as the parent company of BROG, the operator of the Waddell Ranch properties, notified the Trustee that as a result of inaccuracies in ConocoPhillips accounting and record keeping relating to the Trust's interest in proceeds from the gas plant production since January 2007, ConocoPhillips overpaid the Trust approximately \$5.9 million. ConocoPhillips informed the Trustee that it intends to recoup the overpayment through adjustments to future distributions over the next year, in a manner not yet determined, beginning with the July 2011 distribution to the Trust. Additionally, ConocoPhillips informed the Trustee that beginning with the July 2011 distribution, proceeds to the Trust relating to the gas plant production will be adjusted to reflect ConocoPhillips calculation of the corrected interest.

The Trustee is in the process of evaluating the claim and at this time cannot determine the likely outcome of this matter.

\* \* \* \* \*

**Item 2. Trustee's Discussion and Analysis**

**Forward Looking Information**

Certain information included in this report contains, 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

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written statements made or to be made by the Trust) may contain or include, forward looking statements within the meaning of Section 21E of the Securities Exchange Act of 1934, as amended, and Section 27A of the Securities Act of 1933, as amended. Such forward looking statements may be or may concern, among other things, capital expenditures, drilling activity, development activities, production efforts and volumes, hydrocarbon prices and the results thereof, and regulatory matters. Although the Trustee believes that the expectations reflected in such forward-looking statements are reasonable, such expectations are subject to numerous risks and uncertainties and the Trustee can give no assurance that they will prove correct. There are many factors, none of which are within the Trustee's control, that may cause such expectations not to be realized, including, among other things, factors such as actual oil and gas prices and the recoverability of reserves, capital expenditures, general economic conditions, actions and policies of petroleum-producing nations and other changes in the domestic and international energy markets. Such forward looking statements generally are accompanied by words such as estimate, expect, predict, anticipate, goal, show, assume, believe, or other words that convey the uncertainty of future events or outcomes.

**Three Months Ended March 31, 2011 Compared to Three Months Ended March 31, 2010**

For the quarter ended March 31, 2011, royalty income received by the Trust amounted to \$16,798,284 compared to royalty income of \$16,508,736 during the first quarter of 2010. The increase in royalty income is primarily attributable to an increase in oil prices offset by a decrease in production.

Interest income for the quarter ended March 31, 2011, was \$199 compared to \$137 during the first quarter of 2010.

The increase in interest income is primarily attributable to more funds available for investment. General and administrative expenses during the first quarter of 2011 amounted to \$339,518 compared to \$403,797 during the first quarter of 2010. The decrease in general and administrative expenses can be primarily attributed to decreased professional expenses.

These transactions resulted in distributable income for the quarter ended March 31, 2011 of \$16,458,965 or \$0.35 per Unit of beneficial interest. Distributions of \$0.119877, \$0.097901 and \$0.135350 per Unit were made to Unit holders of record as of January 31, 2011, February 28, 2011 and March 31, 2011, respectively. For the first quarter of 2010, distributable income was \$16,105,076, or \$.35 per Unit of beneficial interest.

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Royalty income for the Trust for the first quarter of the calendar year is associated with actual oil and gas production for the period of November and December 2010 and January 2011 from the properties from which the Trust's net overriding royalty interests (Royalties) were carved. Oil and gas sales attributable to the Royalties and the properties from which the Royalties were carved are as follows:

	<b>First Quarter</b>	
	<b>2011</b>	<b>2010</b>
<b>Production:</b>		
Oil sales (Bbls)	154,021	164,086
Gas sales (Mcf)	661,874	729,090
<b>Product Sales From Which The Royalties Were Carved:</b>		
<b>Oil:</b>		
Total oil sales (Bbls)	261,091	262,710
Average per day (Bbls)	2,838	2,856
Average price per Bbl	\$ 83.00	\$ 72.16
<b>Gas:</b>		
Total gas sales (Mcf)	1,309,959	1,329,681
Average per day (Mcf)	14,239	14,453
Average price per Mcf	\$ 7.07	\$ 7.31

The average received price of oil increased to an average price per barrel of \$83.00 per Bbl in the first quarter of 2011, compared to \$72.16 per Bbl in the first quarter of 2010 due to worldwide market variables. The Trustee has been advised by ConocoPhillips that for the period of August 1, 1993, through March 31, 2011, the oil from the Waddell Ranch properties was being sold under a competitive bid to a third party. The average price of gas decreased from \$7.31 per Mcf in the first quarter of 2010 to \$7.07 per Mcf in the first quarter of 2011 due to change in overall market variables.

Since the oil and gas sales attributable to the Royalties are based on an allocation formula that is dependent on such factors as price and cost (including capital expenditures), the production amounts in the Royalties section of the above table do not provide a meaningful comparison. Oil sales volumes decreased and gas sales volumes decreased from the Underlying Properties (as defined in the Trust's

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Annual Report on Form 10-K for the year ended December 31, 2010) for the applicable period in 2011 compared to 2010.

Capital expenditures for drilling, remedial and maintenance activities on the Waddell Ranch properties during the first quarter of 2011 totaled \$3.7 million as compared to \$1.1 million for the first quarter of 2010. ConocoPhillips has informed the Trustee that the 2011 capital expenditures budget has been revised to \$23.0 million for the Waddell Ranch properties. The total amount of capital expenditures for 2010 was \$12.0 million.

The Trustee has been advised that there were 6 workover wells completed, 2 new wells completed, 2 new wells in progress and 6 workover wells in progress during the three months ended March 31, 2011 as compared to 6 workover well completed, no new wells completed, no new wells in progress and 6 workover wells in progress for the three months ended March 31, 2010 on the Waddell Ranch properties.

Lease operating expenses and property taxes totaled \$4.4 million for the first quarter of 2011, compared to \$4.4 million in the first quarter of 2010 on the Waddell Ranch properties.

**Calculation of Royalty Income**

The Trust's royalty income is computed as a percentage of the net profit from the operation of the properties in which the Trust owns net overriding royalty interests. These percentages of net profits are 75% and 95% in the case of the Waddell Ranch properties and the Texas Royalty properties, respectively. Royalty income received by the Trust for the three months ended March 31, 2011 and 2010, respectively, were computed as shown in the table below:

	<b>THREE MONTHS ENDED MARCH 31,</b>			
	<b>2011</b>		<b>2010</b>	
	<b>WADDELL RANCH PROPERTIES</b>	<b>TEXAS ROYALTY PROPERTIES</b>	<b>WADDELL RANCH PROPERTIES</b>	<b>TEXAS ROYALTY PROPERTIES</b>
Gross proceeds of sales from the Underlying Properties				
Oil proceeds	\$ 15,057,891	\$ 6,613,696	\$ 13,250,472	\$ 5,706,374
Gas proceeds	8,162,922	1,105,013	8,616,049	1,099,472

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	<b>THREE MONTHS ENDED MARCH 31,</b>			
	<b>2011</b>		<b>2010</b>	
	<b>WADDELL RANCH PROPERTIES</b>	<b>TEXAS ROYALTY PROPERTIES</b>	<b>WADDELL RANCH PROPERTIES</b>	<b>TEXAS ROYALTY PROPERTIES</b>
Total	23,220,813	7,718,709	21,866,521	6,805,846
Less:				
Severance tax:				
Oil	612,073	238,538	534,951	200,070
Gas	419,318	64,624	461,708	67,867
Other	58,884		56,194	
Lease operating expense and property tax:				
Oil and gas	4,500,224	688,037	5,368,900	520,937
Capital expenditures	3,754,115		1,054,617	
Total	9,344,614	991,199	7,476,370	788,874
Net profits	13,876,199	6,727,510	14,390,151	6,016,972
Net overriding royalty interests	75%	95%	75%	95%
Royalty income	\$ 10,407,149	\$ 6,391,135	\$ 10,792,613	\$ 5,716,123

**Critical Accounting Policies and Estimates**

The Trust's financial statements reflect the selection and application of accounting policies that require the Trust to make significant estimates and assumptions. The following are some of the more critical judgment areas in the application of accounting policies that currently affect the Trust's financial condition and results of operations.

**Basis of Accounting**

The financial statements of the Trust are prepared on a modified cash basis and are not intended to present financial positions and results of operations in conformity with accounting principles generally accepted in the United States of America ( GAAP ). Preparation of the Trust's financial statements on such basis includes the following:



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Royalty income and interest income are recorded in the period in which amounts are received by the Trust rather than in the period of production and accrual, respectively.

General and administrative expenses recorded are based on liabilities paid and cash reserves established out of cash received.

Amortization of the royalty interests is calculated on a unit-of-production basis and charged directly to trust corpus when revenues are received.

Distributions to Unit holders are recorded when declared by the Trustee (see Note 1 to the Financial Statements).

The financial statements of the Trust differ from financial statements prepared in accordance with accounting principles generally accepted in the United States of America because royalty income is not accrued in the period of production, general and administrative expenses recorded are based on liabilities paid and cash reserves established rather than on accrual basis, and amortization of the royalty interests is not charged against operating results. This comprehensive basis of accounting other than GAAP 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.

**Revenue Recognition**

Revenues from the royalty interests are recognized in the period in which amounts are received by the Trust. Royalty income received by the Trust in a given calendar year will generally reflect the proceeds, on an entitlement basis, from natural gas produced and sold for the twelve-month period ended October 31st in that calendar year. Royalty income received by the Trust in the first quarter of 2011 generally reflects the proceeds associated with actual oil and gas production for the period of November 2010 through January 2011.

**Reserve Disclosure**

As of January 1, 2011, independent petroleum engineers estimated the net proved reserves attributable to the royalty interests. Estimates of future net revenues from proved reserves have been prepared using average 12-month oil and gas prices, determined as an unweighted arithmetic average of the first-day-of-the-month price for each month within the 12-month period preceding the end of the most recent fiscal year, unless prices are defined by contractual arrangements. Numerous uncertainties are inherent in estimating volumes and the value of proved reserves and in projecting future production rates and the

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timing of development of non-producing reserves. Such reserve estimates are subject to change as additional information becomes available. The reserves actually recovered and the timing of production may be substantially different from the reserves estimates.

**Contingencies**

Contingencies related to the Underlying Properties that are unfavorably resolved would generally be reflected by the Trust as reductions to future royalty income payments to the Trust with corresponding reductions to cash distributions to Unit holders.

On May 2, 2011, ConocoPhillips, as the parent company of BROG, the operator of the Waddell Ranch properties, notified the Trustee that as a result of inaccuracies in ConocoPhillips' accounting and record keeping relating to the Trust's interest in proceeds from the gas plant production since January 2007, ConocoPhillips overpaid the Trust approximately \$5.9 million. ConocoPhillips informed the Trustee that it intends to recoup the overpayment through adjustments to future distributions over the next year, in a manner not yet determined, beginning with the July 2011 distribution to the Trust. Additionally, ConocoPhillips informed the Trustee that beginning with the July 2011 distribution, proceeds to the Trust relating to the gas plant production will be adjusted to reflect ConocoPhillips' calculation of the corrected interest.

The Trustee is in the process of evaluating the claim and at this time cannot determine the likely outcome of this matter.

**Use of Estimates**

The preparation of financial statements in conformity with the basis of accounting described above requires management to make estimates and assumptions that affect the reported amounts of certain assets, liabilities, revenues and expenses as of and for the reporting period. Actual results may differ from such estimates.

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

There have been no material changes in the Trust's market risk, as disclosed in the Trust's Annual Report on Form 10-K for the fiscal year ended December 31, 2010.

**Item 4. Controls and Procedures**

As of the end of the period covered by this report, the Trustee carried out an evaluation of the effectiveness of the design and operation of the Trust's disclosure controls and procedures pursuant to Exchange Act Rules 13a-15 and 15d-15. Based upon that evaluation, the Trustee concluded that the Trust's disclosure controls and procedures are effective in recording, processing, summarizing and reporting, on a timely basis, information required to be disclosed by the Trust in the reports that it files or submits under the Securities Exchange Act of 1934 and are effective in ensuring that information required to be disclosed by the Trust in the reports that it files or submits under the Securities Exchange Act of 1934 is accumulated and communicated to the Trustee to allow timely decisions regarding required disclosure. In its evaluation of disclosure controls and procedures, the Trustee has relied, to the extent considered reasonable, on information provided by Burlington Resources Oil & Gas Company LP, the owner of the Waddell Ranch properties, and Riverhill Energy Corporation, the owner of the Texas Royalty properties. There has not been any change in the Trust's internal control over financial reporting during the period covered by this report that has materially affected, or is reasonably likely to materially affect, the Trust's internal control over financial reporting.

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**PART II OTHER INFORMATION**

**Item 1.**

Not applicable.

**Item 1A. Risk Factors.**

*ConocoPhillips claim for overpayment could reduce [or eliminate] distributions in the following year.*

ConocoPhillips has informed the Trustee of a claim for overpayment to the Trust of approximately \$5.9 million and that it plans to recoup the overpayment through adjustments to future distributions over the next year. Although the Trustee is in the process of evaluating the claim and cannot determine the likely outcome, such adjustments if made would reduce and could potentially eliminate distributions over such time period.

**Items 2 through 5.**

Not applicable.

**Item 6. Exhibits**

- 4.1 Permian Basin Royalty Trust Indenture dated November 3, 1980, between Southland Royalty Company (now Burlington Resources Oil & Gas Company LP) and The First National Bank of Fort Worth (now Bank of America, N.A.), as Trustee, heretofore filed as Exhibit (4)(a) to the Trust's Annual Report on Form 10-K to the Securities and Exchange Commission for the fiscal year ended December 31, 1980 is incorporated herein by reference.
- 4.2 Net Overriding Royalty Conveyance (Permian Basin Royalty Trust) from Southland Royalty Company (now Burlington Resources Oil & Gas Company LP) to The First National Bank of Fort Worth (now Bank of America, N.A.), as Trustee, dated November 3, 1980 (without Schedules), heretofore filed as Exhibit (4)(b) to the Trust's Annual Report on Form 10-K to the Securities and Exchange Commission for the fiscal year ended December 31, 1980 is incorporated herein by reference.
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- 10.1 Registration Rights Agreement dated as of July 21, 2004 by and between Burlington Resources, Inc. and Bank of America, N.A., as trustee of Permian Basin Royalty Trust, heretofore filed as Exhibit 10.1 to the Trust's Quarterly Report on Form 10-Q to the Securities and Exchange Commission for the quarterly period ended June 30, 2004 is incorporated herein by reference.
- 10.2 Underwriting Agreement dated December 15, 2005 among the Permian Basin Royalty Trust, Burlington Resources, Inc., Burlington Resources Oil & Gas L.P.

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- 10.4 Underwriting Agreement dated August 17, 2006, among Permian Basin Royalty Trust, ConocoPhillips, Burlington Resources Oil & Gas Company LP and Lehman Brothers Inc. and Wachovia Capital Markets, LLC as representatives of the several underwriters heretofore filed as Exhibit 10.1 to the Trust's current report on Form 8-K to the Securities and Exchange Commission filed on August 22, 2006, is incorporated herein by reference.
- 31.1 Certification by Ron E. Hooper, Senior Vice President and Trust Administrator of Bank of America, Trustee of Permian Basin Royalty Trust, dated May 9, 2011 and submitted pursuant to Rule 13a-14(a)/15d-14(a) and pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 32.1 Certificate by Bank of America, Trustee of Permian Basin Royalty Trust, dated May 9, 2011 and submitted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (18 U.S.C. Section 1350).

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this Report to be signed on its behalf by the undersigned thereunto duly authorized.

BANK OF AMERICA, N.A.,  
TRUSTEE FOR THE  
PERMIAN BASIN ROYALTY TRUST

By: /s/ RON E. HOOPER  
Ron E. Hooper,  
Senior Vice President and Trust  
Administrator  
Bank of America, N.A.

Date: May 9, 2011

(The Trust has no directors or executive officers.)

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**INDEX TO EXHIBITS**

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\* A copy of this Exhibit is available to any Unit holder, at the actual cost of reproduction, upon written request to the Trustee, U.S. Trust, Bank of America Private Wealth Management, 901 Main Street, Dallas, Texas 75202.