

TEXAS PACIFIC LAND TRUST  
Form 10-K/A  
April 01, 2010

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

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FORM 10-K/A

(Amendment No. 1)

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(Mark One)

✓ ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934  
For the fiscal year ended: December 31, 2009

OR

☐ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_.

Commission file No.: 1-737

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TEXAS PACIFIC LAND TRUST  
(Exact Name of Registrant as Specified in its Charter)

Not Applicable  
(State or Other Jurisdiction of  
Incorporation or Organization)

75-0279735  
(I.R.S. Employer  
Identification Number)

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1700 Pacific Avenue, Suite 2770  
Dallas, Texas  
(Address of Principal Executive Offices)

75201  
(Zip Code)

Registrant's telephone number, including area code: (214) 969-5530

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

Title of each class	Name of Each Exchange on Which Registered
Sub-shares in Certificates of Proprietary Interest	New York Stock Exchange

(par value \$.03-1/3 per share)

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

None

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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 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 during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

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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, 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. (Check One)

Large accelerated filer  Accelerated filer

Non-accelerated filer  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

The aggregate market value of the voting and non-voting common equity held by non-affiliates computed by reference to the price at which the common equity was last sold, or the average bid and asked price of such common equity, as of the last business day of the registrant's most recently completed second fiscal quarter (June 30, 2009) was approximately \$324,237,806.

DOCUMENTS INCORPORATED BY REFERENCE:

None.

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Texas Pacific Land Trust Form 10-K/A

Explanatory Note

Texas Pacific Land Trust is filing this Form 10-K/A for the sole purpose of adding to Item 1(e) of its Annual Report on Form 10-K for the year ended December 31, 2009 (the “2009 Form 10-K”), a statement that the charters of the Audit Committee and the Nominating, Compensation and Governance Committee of its Board of Trustees and its Corporate Governance Guidelines are available on its Internet website.

Except as specifically set forth above, the information in this Form 10-K/A has not been updated to reflect events or information subsequent to the date of filing of the 2009 Form 10-K. Accordingly, this Form 10-K/A should be read in conjunction with the 2009 Form 10-K and any other filings we may have made with the Securities Exchange Commission subsequent to the filing of the 2009 Form 10-K.

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Item 1. Business.

(a) General Development of Business. The registrant (hereinafter called “Texas Pacific” or the “Trust”) was organized under a Declaration of Trust, dated February 1, 1888, to receive and hold title to extensive tracts of land in the State of Texas, previously the property of the Texas and Pacific Railway Company, and to issue transferable Certificates of Proprietary Interest pro rata to the holders of certain debt securities of the Texas and Pacific Railway Company. The Trustees are empowered under the Declaration of Trust to manage the lands with all the powers of an absolute owner, and to use the lands and the proceeds of sale of the lands, either to pay dividends to the Certificate holders or to buy in and cancel outstanding Certificates. The Trust’s income is derived primarily from land sales, oil and gas royalties, grazing leases, and interest. This method of operation has continued through the present. During the last five years there has not been any reorganization, disposition of any material amount of assets not in the ordinary course of business (although in the ordinary course of business Texas Pacific does sell or lease large tracts of land owned by it), or any material change in the mode of conducting business.

Texas Pacific’s income from oil and gas royalties has been limited in the past by the level of production authorized for prorated wells each year by the regulations of the Railroad Commission of the State of Texas. The monthly percentage of allowable production has averaged 100% in recent years, but, because of the limited capacity of older wells and other operating problems, the percentage permitted by the Railroad Commission could not be produced by most operators.

(b) Financial Information about Industry Segments. Texas Pacific does not have identifiable industry segments, although, as shown in the Statements of Income included in the financial statements incorporated by reference in Item 8 of this Report on Form 10-K, land sales, oil and gas royalties, grazing leases, and interest income are the major contributors to the income of Texas Pacific. The Trust’s management views its operations as one segment and believes the only significant activity is managing the land which was conveyed to the Trust in 1888. Managing the land includes sales and leases of such land and the retention of oil and gas royalties. See the Statements of Income for additional sources of income for the last three (3) years of Texas Pacific.

(c) Narrative Description of Business. As previously indicated, the business done and intended to be done by Texas Pacific consists of sales and leases of land owned by it, retaining oil and gas royalties, temporary cash investments and the overall management of the land owned by it.

(i) During the last three fiscal years the following items have accounted for more than fifteen percent (15%) of total revenues.

	2009	2008	2007
Oil and Gas Royalties	66%	70%	63%
Easements and Sundry Income	16%	15%	--

(ii) Texas Pacific is not in the business of development of new products.

- (iii) Raw materials are not necessary to the business of Texas Pacific.
  - (iv) Patents, trademarks, licenses, franchises or concessions held are not material to any business of Texas Pacific.
  - (v) The business of Texas Pacific is not seasonal in nature, as that term is generally understood, although land sales may vary widely from year to year and quarter to quarter.
  - (vi) The business of Texas Pacific does not require Texas Pacific to maintain any particular amount or item of working capital.
  - (vii) During 2009, no single customer or group of affiliated customers accounted for ten percent (10%), or more, of Texas Pacific's consolidated revenues. Texas Pacific received \$461,054, or approximately 5.3 percent of its oil and gas royalty income during 2009, from 46 leases operated by Chevron U.S.A., Inc.
    - (viii) Backlogs are not relevant to an understanding of Texas Pacific's business.
  - (ix) No material portion of Texas Pacific's business is subject to renegotiation or termination at the election of the Government.
  - (x) The Trust does not have competitors, as such, in that it sells, leases and generally manages land owned by it and, to that extent, any owner of property located in areas comparable to the Trust is a potential competitor.
  - (xi) Research activities relating to the development of new products or services or to the improvement of existing products or services are not material to the Trust's business.
  - (xii) Compliance with Federal, State and local provisions that have been enacted or adopted regulating the discharge of materials into the environment, or otherwise relating to the protection of the environment, have had no material effect upon the capital expenditures, earnings and competitive position of Texas Pacific. To date, Texas Pacific has not been called upon to expend any funds for these purposes.
    - (xiii) As of February 28, 2010 Texas Pacific had eight (8) full-time employees.
  - (d) Financial Information about Geographic Areas. Texas Pacific does not have any foreign operations. For each of its last three fiscal years, all of the Trust's revenues have been derived from, and all of its long-lived assets have been located in, the United States.
  - (e) Available Information. The Trust makes available, free of charge, on or through its Internet website copies of its Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K and amendments to those reports as soon as reasonably practicable after they are electronically filed with, or furnished to, the Securities and Exchange Commission (the "SEC") pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (the "Exchange Act"). The Trust also makes available on its Internet website copies of the
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charters of the Audit Committee and the Nominating, Compensation and Governance Committee of its Board of Trustees and its Corporate Governance Guidelines. We maintain our website at <http://www.TPLTrust.com>. The information contained on our website is not part of this Report.

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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, on the 1st day of April, 2010.

TEXAS PACIFIC LAND TRUST

By: /s/ Roy Thomas  
Roy Thomas  
General Agent, Chief Executive  
Officer and Secretary

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INDEX OF EXHIBITS

Exhibit Number	Description
31.1	Certification of Chief Executive Officer pursuant to Rule 13a-14(a) under the Exchange Act.
31.2	Certification of Chief Financial Officer pursuant to Rule 13a-14(a) under the Exchange Act.
32.1	Certification of Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
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