MV Oil Trust
Form 10-K
March 14, 2017

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PART IV

# UNITED STATES
# SECURITIES AND EXCHANGE COMMISSION

**Washington, D.C. 20549**

# FORM 10-K

**(Mark One)**

ý **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**For the fiscal year ended December 31, 2016**

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

**For the transition period from to**
**Commission File Number 1-33219**

# MV OIL TRUST

(Exact name of registrant as specified in its charter)

| **Delaware** | **06-6554331** |
|---|---|
| (State or other jurisdiction of incorporation or organization) | (I.R.S. Employer Identification No.) |
| **The Bank of New York Mellon Trust Company, N.A., Trustee Global Corporate Trust 919 Congress Austin, Texas** | **78701** |
| (Address of principal executive offices) | (Zip Code) |

Registrant's telephone number, including area code: **(855) 802-1094**

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

| **Title of Each Class** | **Name of Each Exchange on which Registered** |
|---|---|
| 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 o No ý.

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 o No ý.

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 ý No o

Indicate by checkmark 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 o No o

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§229.405 of this chapter) 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. ý

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

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

The aggregate market value of the 8,625,000 Units of Beneficial Interest in MV Oil Trust held by non-affiliates of the registrant, computed using the closing sales price of $6.31 on June 30, 2016, was approximately $54,423,750.

Indicate the number of shares outstanding of each of the registrant's classes of common stock, as of the latest practicable date. As of March 14, 2017, 11,500,000 Units of Beneficial Interest in MV Oil Trust were outstanding.

**Documents Incorporated By Reference: None**

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**FORWARD-LOOKING STATEMENTS**

This Annual Report on Form 10-K, which we refer to as this "Form 10-K," contains forward-looking statements about MV Partners, LLC, which we refer to herein as "MV Partners," and MV Oil Trust, which we refer to herein as the "trust," that are subject to risks and uncertainties and that are intended to qualify for the safe harbors from liability established by the Private Securities Litigation Reform Act of 1995 and Section 21E of the Securities Exchange Act of 1934, as amended, which we refer to as the "Exchange Act". All statements other than statements of historical fact included in this document, including, without limitation, statements under "Business" and "Risk Factors" regarding the financial position, business strategy, production and reserve growth, and other plans and objectives for the future operations of MV Partners and the trust, are forward-looking statements. Such statements may be influenced by factors that could cause actual outcomes and results to differ materially from those projected. Forward-looking statements are subject to risks and uncertainties and include statements pertaining to future development activities and costs and other statements in this Form 10-K that are prospective and constitute forward-looking statements.

When used in this document, the words "believes," "expects," "anticipates," "intends" or similar expressions are intended to identify such forward-looking statements. The following important factors, in addition to those discussed elsewhere in this Form 10-K, could affect the future results of the energy industry in general, and MV Partners and the trust in particular, and could cause actual results to differ materially from those expressed in such forward-looking statements:

- risks incident to the drilling and operation of oil and natural gas wells;
- future production and development costs and plans;
- the effect of existing and future laws and regulatory actions;
- the effect of changes in commodity prices and conditions in the capital markets;
- competition from others in the energy industry;
- economic uncertainty and the credit markets generally;
- ability of commodity purchasers to make payment;
- weather conditions or force majeure events;
- uncertainty of estimates of oil and natural gas reserves and production; and
- inflation.

This Form 10-K describes other important factors that could cause actual results to differ materially from expectations of MV Partners and the trust, including under the heading "Risk Factors." All written and oral forward-looking statements attributable to MV Partners or the trust or persons acting on behalf of MV Partners or the trust are expressly qualified in their entirety by such factors.

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**GLOSSARY OF CERTAIN OIL AND NATURAL GAS TERMS**

In this Form 10-K the following terms have the meanings specified below.

*Bbl* One stock tank barrel, or 42 U.S. gallons liquid volume, of crude oil or other liquid hydrocarbons.

*Boe* One stock tank barrel of oil equivalent, computed on an approximate energy equivalent basis that one Bbl of crude oil equals six Mcf of natural gas and one Bbl of crude oil equals 1.54 Bbls of natural gas liquids.

*Btu or British Thermal Unit* The quantity of heat required to raise the temperature of one pound of water one degree Fahrenheit.

*Developed Acreage* The number of acres that are allocated or assignable to productive wells or wells capable of production.

*Development Well* A well drilled within the proved area of an oil or natural gas reservoir to the depth of a stratigraphic horizon known to be productive.

*DUCs* Drilled but uncompleted. A well that has been drilled but has not undergone the final steps of perforating/acidizing or hydraulic fracturing and procedures necessary to place the well on production.

*Estimated Future Net Revenues* Also referred to as "estimated future net cash flows." The result of applying current prices of oil, natural gas and natural gas liquids to estimated future production from oil, natural gas and natural gas liquids proved reserves, reduced by estimated future expenditures, based on current costs to be incurred, in developing and producing the proved reserves.

*Field* An area consisting of a single reservoir or multiple reservoirs all grouped on or related to the same individual geological structural feature and/or stratigraphic condition. There may be two or more reservoirs in a field that are separated vertically by intervening impervious, strata, or laterally by local geologic barriers, or by both. Reservoirs that are associated by being in overlapping or adjacent fields may be treated as a single or common operational field. The geological terms *structural feature* and *stratigraphic condition* are intended to identify localized geological features as opposed to the broader terms of basins, trends, provinces, plays, areas-of-interest, etc.

*Gross Acres or Gross Wells* The total acres or wells, as the case may be, in which a working interest is owned.

*Henry Hub* A distribution hub on the natural gas pipeline system in Erath, Louisiana. It is the pricing point for natural gas futures contracts traded on the New York Mercantile Exchange and the over the counter swaps traded on Intercontinental Exchange. Spot and future natural gas prices set at Henry Hub are denominated in USD per MMBtu.

*MBbl* One thousand barrels of crude oil or other liquid hydrocarbons.

*MBoe* One thousand barrels of oil equivalent.

*Mcf* One thousand standard cubic feet of natural gas.

*MMBbls* One million barrels of crude oil or other liquid hydrocarbons.

*MMBoe* One million barrels of oil equivalent.

*MMBtu* One million British Thermal Units.

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*MMcf* One million standard cubic feet of natural gas.

*Net Acres or Net Wells* The sum of the fractional working interests owned in gross acres or wells, respectively.

*Net Profits Interest* A nonoperating interest that creates a share in gross production from an operating or working interest in oil and natural gas properties. The share is measured by net profits from the sale of production after deducting costs associated with that production.

*Net Revenue Interest* An interest in all oil, natural gas and natural gas liquids produced and saved from, or attributable to, a particular property, net of all royalties, overriding royalties, net profits interests, carried interests, reversionary interests and any other burdens to which the person's interest is subject.

*NGLs* Natural gas liquids.

*NYMEX* New York Mercantile Exchange.

*Plugging and Abandonment* Activities to remove production equipment and seal off a well at the end of a well's economic life.

*Proved Developed Non-Producing Reserves* Proved developed reserves expected to be recovered from zones behind casing in existing wells.

*Proved Developed Oil and Gas Reserves* Proved Oil and Gas Reserves that can be expected to be recovered:

(A)
through existing wells with existing equipment and operating methods or in which the cost of the required equipment is relatively minor compared to the cost of a new well; and

(B)
through installed extraction equipment and infrastructure operational at the time of the reserves estimate if the extraction is by means not involving a well.

*Proved Developed Producing Reserves* Proved developed reserves that are expected to be recovered from completion intervals currently open in existing wells and capable of production to market.

*Proved Oil and Gas Reserves* Those quantities of oil and gas that, 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 regulations prior to the time at which contracts providing the right to operate expire, unless evidence indicates that renewal is reasonably certain, regardless of whether deterministic or probabilistic methods are used for the estimation. The project to extract the hydrocarbons must have commenced or the operator must be reasonably certain that it will commence the project within a reasonable time.

(A)
The area of a reservoir considered as proved includes: (i) the area identified by drilling and limited by fluid contacts, if any, and (ii) adjacent undrilled portions of the reservoir that can, with reasonable certainty, be judged to be continuous with it and to contain economically producible oil or gas on the basis of available geoscience and engineering data.

(B)
In the absence of data on fluid contacts, proved quantities in the reservoir are limited by the lowest known hydrocarbons, as seen in a well penetration unless geoscience, engineering, or performance data and reliable technology establishes a lower contact with reasonable certainty.

(C)
Where direct observation from well penetrations has defined a highest known oil elevation and the potential exists for an associated gas cap, proved oil reserves may be assigned in the

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structurally higher portions of the reservoir only if geoscience, engineering, or performance data and reliable technology establish the higher contact with reasonable certainty.

(D)

Reserves that can be produced economically through application of improved recovery techniques (including, but not limited to, fluid injection) are included in the proved classification when (i) successful testing by a pilot project in an area of the reservoir with properties no more favorable than in the reservoir as a whole, the operation of an installed program in the reservoir or an analogous reservoir, or other evidence using reliable technology establishes the reasonable certainty of the engineering analysis on which the project or program was based and (ii) the project has been approved for development by all necessary parties and entities, including governmental entities.

(E)

Existing economic conditions include prices and costs at which economic producibility from a reservoir is determined. The price is the average price during the 12-month period prior to the ending date of the period covered by the report, determined as an unweighted arithmetic average of the first-day-of-the-month price for each month within such period, unless prices are defined by contractual arrangements, excluding escalations based upon future conditions.

*Proved Undeveloped Oil and Gas Reserves* Proved Oil and Gas Reserves that are expected to be recovered from new wells on undrilled acreage, or from existing wells where a relatively major expenditure is required for recompletion.

(A)

Reserves on undrilled acreage are limited to those directly offsetting development spacing areas that are reasonably certain of production when drilled, unless evidence using reliable technology exists that establishes reasonable certainty of economic producibility at greater distances.

(B)

Undrilled locations can be classified as having undeveloped reserves only if a development plan has been adopted indicating that they are scheduled to be drilled within five years, unless the specific circumstances justify a longer time.

(C)

Under no circumstances are estimates for undeveloped reserves to be attributable to any acreage for which an application of fluid injection or other improved recovery technique is contemplated, unless such techniques have been proved effective by actual projects in the same reservoir or an analogous reservoir or by other evidence using reliable technology establishing reasonable certainty.

*Recompletion* The process of re-entering an existing wellbore that is either producing or not producing and completing new reservoirs in an attempt to establish or increase existing production.

*Reservoir* A porous and permeable underground formation containing a natural accumulation of producible oil and/or natural gas that is confined by impermeable rock or water barriers and is individual and separate from other reservoirs.

*Standardized Measure of Discounted Future Net Cash Flows* Also referred to herein as "standardized measure." It is the present value of estimated future net revenues computed by discounting estimated future net revenues at a rate of 10% annually.

The Financial Accounting Standards Board requires disclosure of standardized measure of discounted future net cash flows relating to proved oil and gas reserve quantities per accounting literature for extractive activities oil and gas, as follows: A standardized measure of discounted future net cash flows relating to an enterprise's interests in (a) proved oil and gas reserves and (b) oil and gas subject to purchase under long-term supply, purchase, or similar agreements and contracts in which the enterprise participates in the operation of the properties on which the oil or gas is located or otherwise serves as the producer of those reserves shall be disclosed as of the end of the year. The standardized

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measure of discounted future net cash flows relating to those two types of interests in reserves may be combined for reporting purposes. The following information shall be disclosed in the aggregate and for each geographic area for which reserve quantities are disclosed:

a. Future cash inflows. These shall be computed by the average of the first-day-of-the-month prices during the 12-month period preceding the end of the year for 2014, 2015 and 2016 of oil and gas relating to the enterprise's proved reserves to the year-end quantities of those reserves. Future price changes shall be considered only to the extent provided by contractual arrangements in existence at year-end.

b. Future development and production costs. These costs shall be computed by estimating the expenditures to be incurred in developing and producing the proved oil and gas reserves at the end of the year, based on year-end costs and assuming continuation of existing economic conditions. If estimated development expenditures are significant, they shall be presented separately from estimated production costs.

c. Future income tax expenses. These expenses shall be computed by applying the appropriate year-end statutory tax rates, with consideration of future tax rates already legislated, to the future pretax net cash flows relating to the enterprise's proved oil and gas reserves, less the tax basis of the properties involved. The future income tax expenses shall give effect to tax deductions, tax credits and allowances relating to the enterprise's proved oil and gas reserves.

d. Future net cash flows. These amounts are the result of subtracting future development and production costs and future income tax expenses from future cash inflows.

e. Discount. This amount shall be derived from using a discount rate of 10 percent a year to reflect the timing of the future net cash flows relating to proved oil and gas reserves.

f. Standardized measure of discounted future net cash flows. This amount is the future net cash flows less the computed discount.

*Working Interest* Also called an operating interest. The right granted to the lessee of a property to explore for and to produce and own oil, gas or other minerals. The working interest owner bears the exploration, development and operating costs on either a cash, penalty or carried basis.

*Workover* Operations on a producing well to restore or increase production.

*WTI Cushing* West Texas Intermediate, a type of crude oil used as a benchmark in oil pricing and the underlying commodity of NYMEX oil futures contracts for delivery at Cushing, Oklahoma.

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## PART I

### Item 1. Business.

#### General

MV Oil Trust, which we refer to herein as the "trust," was formed in August 2006, by MV Partners, LLC, which we refer to as "MV Partners." Much of the information disclosed herein has been provided to the trust by MV Partners, including information associated with the underlying properties such as production and well counts, major producing areas, customer relationships, competition, marketing and post-production services, and certain information on which reserve data is based.

The trust is a statutory trust created under the Delaware Statutory Trust Act. The business and affairs of the trust are managed by The Bank of New York Mellon Trust Company, N.A., as trustee. The trust maintains its offices at the office of the trustee, at 919 Congress Avenue, Austin, Texas 78701. The telephone number of the trustee is 1-855-802-1094. In addition, Wilmington Trust Company acts as the Delaware trustee of the trust. The Delaware trustee has only minimal rights and duties as are necessary to satisfy the requirements of the Delaware Statutory Trust Act. The trust does not have any employees, and the business and affairs of the trust are managed by the trustee.

The trustee does not maintain a website for filings by the trust with the Securities and Exchange Commission, which we refer to herein as the "SEC." Electronic filings by the trust with the SEC are available free of charge through the SEC's website at *www.sec.gov* and at *http://mvo.investorhq.businesswire.com.*

On January 24, 2007, MV Partners and the trust completed an initial public offering of units of beneficial interest in the trust, which we refer to herein as the "trust units." In connection with the completion of the initial public offering of trust units, on January 24, 2007, MV Partners conveyed a term net profits interest to the trust that represents the right to receive 80% of the net proceeds (calculated as described below) from all of MV Partners' interests in oil and natural gas properties as of January 24, 2007, which is referred to herein as the "net profits interest." These properties are located in the Mid-Continent region in the States of Kansas and Colorado. MV Partners' net interests in such properties, after deduction of all royalties and other burdens on production thereon as of January 24, 2007, is referred to herein as the "underlying properties." As of December 31, 2016, the underlying properties produced predominantly oil from approximately 1,000 wells, and the projected reserve life of the underlying properties was over 50 years. Based on the summary prepared by Cawley, Gillespie & Associates, Inc., independent petroleum and geological engineers, who we refer to as "CG&A", of its reserve report as of December 31, 2016 for the trust, which is summarized herein under " Description of the Underlying Properties Reserves" and is referred to herein as the "reserve report," the net profits interest would entitle the trust to receive net proceeds from the sale of production of not less than 11.5 MMBoe of proved reserves during the term of the trust, calculated as 80% of the proved reserves attributable to the underlying properties expected to be produced during the term of the trust. Of these reserves, approximately 80% were classified as proved developed producing reserves as of December 31, 2016. Production volumes from the underlying properties for the year ended December 31, 2016 were approximately 99% oil and approximately 1% natural gas and natural gas liquids. The underlying properties are all located in mature fields that are characterized by long production histories and numerous additional development opportunities to help reduce the natural decline in production from the underlying properties.

The net profits interest will terminate on the later to occur of (1) June 30, 2026, or (2) the time when 14.4 MMBoe have been produced from the underlying properties and sold (which amount is the equivalent of 11.5 MMBoe in respect of the trust's right to receive 80% of the net proceeds from the underlying properties pursuant to the net profits interest), and the trust will soon thereafter wind up its

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affairs and terminate. As of December 31, 2016, cumulatively, since inception, the trust has received payment for approximately 7.4 MMBoe of the trust's 11.5 MMBoe interest. The gross proceeds used to calculate the net profits interest is based on prices realized for oil, natural gas and natural gas liquids attributable to the underlying properties for each calendar quarter during the term of the net profits interest. In connection with the conveyance of the net profits interest, on January 24, 2007, MV Partners assigned to the trust the right to receive 80% of all amounts payable to MV Partners from hedge contract counterparties upon monthly settlements of the hedge contracts. In calculating the net proceeds used to calculate the net profits interest, MV Partners deducts from the gross proceeds from the underlying properties all lease operating expenses, maintenance expenses and capital expenditures (including the cost of workovers and recompletions, drilling costs and development costs), amounts that may be reserved for future capital expenditures (which reserve amounts may not exceed $1.0 million in the aggregate at any given time), post-production costs and production and property taxes paid by MV Partners.

Net proceeds payable to the trust depend upon production quantities, sales prices of oil, natural gas and natural gas liquids, and costs to develop and produce the oil, natural gas and natural gas liquids. If at any time costs should exceed gross proceeds, neither the trust nor the trust unitholders would be liable for the excess costs; the trust, however, would not receive any net proceeds until future net proceeds exceed the total amount of those excess costs, plus interest at the prime rate.

The trust will make quarterly cash distributions of substantially all of its quarterly cash receipts, after deduction of fees and expenses for the administration of the trust and any cash the trustee decides to hold as a reserve against future expenses, to holders of its trust units during the term of the trust. Because payments to the trust will be generated by depleting assets and the trust has a finite life with the production from the underlying properties diminishing over time, a portion of each distribution will represent a return of the original investment in the trust units.

The trust was created to acquire and hold the net profits interest for the benefit of the trust unitholders. The net profits interest is passive in nature and neither the trust nor the trustee has any control over or responsibility for costs relating to the operation of the underlying properties. The business and affairs of the trust are managed by the trustee, and MV Partners and its affiliates have no ability to manage or influence the operations of the trust. The underlying properties, for which MV Partners is designated as the operator, are currently operated on a contract operator basis by Vess Oil Corporation, which we refer to herein as "Vess Oil," and Murfin Drilling Company, Inc., which we refer to herein as "Murfin Drilling," each of which is an affiliate of MV Energy, LLC, which we refer to herein as "MV Energy," the sole manager of MV Partners. MV Partners does not, as a matter of course, make public projections as to future sales, earnings or other results relating to the underlying properties.

## Description of the Trust Units

Each trust unit is a unit of beneficial interest in the trust and is entitled to receive cash distributions from the trust on a pro rata basis. Each trust unitholder has the same rights regarding each of his trust units as every other trust unitholder has regarding his units. The trust units are in book-entry form only and are not represented by certificates. The trust had 11,500,000 trust units outstanding as of March 14, 2017.

### Distributions and Income Computations

Each quarter, the trustee will determine the amount of funds available for distribution to the trust unitholders. Available funds are the excess cash, if any, received by the trust from the net profits interest and other sources (such as interest earned on any amounts reserved by the trustee) in that quarter, over the trust's expenses for that quarter. Available funds will be reduced by any cash the

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trustee decides to hold as a reserve against future expenses. It is expected that quarterly cash distributions during the term of the trust will be made by the trustee on or before the 25th day of the month following the end of each quarter to the trust unitholders of record on the 15th day of the month following the end of each quarter (or the next succeeding business day).

Unless otherwise advised by counsel or the Internal Revenue Service, which we refer to herein as the "IRS," the trustee will treat the income and expenses of the trust for each quarter as belonging to the trust unitholders of record on the quarterly record date. For federal income tax purposes, trust unitholders must take into account items of income, gain, loss, deduction and credit consistent with their methods of accounting and without regard to the taxable year or accounting method employed by the trust and without regard to the quarter in which the trust makes distributions related to those items to the trust unitholders. Variances between taxable income and cash distributions may occur. For example, the trustee could establish a reserve in one quarter using funds that would be included in income in the quarter in which the reserve is created but may not result in a tax deduction or a distribution until a later quarter or possibly in a later taxable year. Similarly, the trustee could also make a payment in one quarter that would be amortized for income tax purposes over several quarters. See " Federal Income Tax Matters."

**Periodic Reports**

The trustee files all required trust federal and state income tax and information returns. The trustee prepares and provides the tax information that trust unitholders need to correctly report their share of the income and deductions of the trust. The trustee also causes to be prepared and filed reports required to be filed under the Exchange Act and by the rules of any securities exchange or quotation system on which the trust units are listed or admitted to trading, and also causes the trust to comply with the provisions of The Sarbanes-Oxley Act of 2002, including but not limited to, by establishing, evaluating and maintaining a system of internal controls over financial reporting in compliance with the requirements of Section 404 thereof.

Each trust unitholder and his representatives may examine, for any proper purpose, during reasonable business hours, the records of the trust and the trustee.

**Liability of Trust Unitholders**

Under the Delaware Statutory Trust Act, trust unitholders are entitled to the same limitation of personal liability extended to stockholders of private corporations for profit under the General Corporation Law of the State of Delaware. No assurance can be given, however, that the courts in jurisdictions outside of Delaware will give effect to such limitation.

**Voting Rights of Trust Unitholders**

The trustee or trust unitholders owning at least 10% of the outstanding trust units may call meetings of trust unitholders. The trust is responsible for all costs associated with calling a meeting of trust unitholders unless such meeting is called by the trust unitholders, in which case the trust unitholders are responsible for all costs associated with calling such meeting of trust unitholders. Meetings must be held in such location as is designated by the trustee in the notice of such meeting. The trustee must send written notice of the time and place of the meeting and the matters to be acted upon to all of the trust unitholders at least 20 days and not more than 60 days before the meeting. Trust unitholders representing a majority of trust units outstanding must be present or represented to have a quorum. Each trust unitholder is entitled to one vote for each trust unit owned.

Unless otherwise required by the trust agreement, a matter may be approved or disapproved by the vote of a majority of the trust units held by the trust unitholders at a meeting where there is a

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quorum. This is true even if a majority of the total trust units did not approve it. The affirmative vote of the holders of a majority of the outstanding trust units is required to:

- dissolve the trust;
- remove the trustee or the Delaware trustee;
- amend the trust agreement (except with respect to certain matters that do not adversely affect the rights of trust unitholders in any material respect);
- merge or consolidate the trust with or into another entity; or
- approve the sale of all or any material part of the assets of the trust.

In addition, certain amendments to the trust agreement may be made by the trustee without approval of the trust unitholders. The trustee must consent before all or any part of the trust assets can be sold except in connection with the dissolution of the trust or limited sales directed by MV Partners in conjunction with its sale of underlying properties.

**Duration of the Trust; Sale of the Net Profits Interest**

The trust will remain in existence until the later to occur of (1) June 30, 2026, or (2) the time when 14.4 MMBoe have been produced from the underlying properties and sold (which amount is the equivalent of 11.5 MMBoe in respect of the trust's right to receive 80% of the net proceeds from the underlying properties pursuant to the net profits interest). The trust will dissolve prior to its termination if:

- the trust sells the net profits interest;
- annual gross proceeds attributable to the net profits interest are less than $1 million for each of two consecutive years;
- the holders of a majority of the outstanding trust units vote in favor of dissolution; or
- there is a judicial dissolution of the trust.

Upon dissolution, the trustee would then sell all of the trust's assets, either by private sale or public auction, and distribute the net proceeds of the sale to the trust unitholders.

**Computation of Net Proceeds**

The provisions of the conveyance governing the computation of the net proceeds are detailed and extensive. The following information summarizes the material information contained in the conveyance related to the computation of the net proceeds. For more detailed provisions concerning the net profits interest, please see the conveyance, which is referenced as an exhibit to this Form 10-K.

**Net Profits Interest**

The term net profits interest was conveyed to the trust by MV Partners on January 24, 2007 by means of a conveyance instrument that has been recorded in the appropriate real property records in each county in Kansas and Colorado where the oil and natural gas properties to which the underlying properties relate are located. The net profits interest burdens the net interests owned by MV Partners in the underlying properties

in existence as of January 24, 2007.

The amounts paid to the trust for the net profits interest are based on the definitions of "gross proceeds" and "net proceeds" contained in the conveyance and described below. Under the conveyance, net proceeds are computed quarterly, and 80% of the aggregate net proceeds attributable to a computation period will be paid to the trust on or before the 25th day of the month following the

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computation period. MV Partners will not pay to the trust any interest on the net proceeds held by MV Partners prior to payment to the trust. The trustee will make distributions to trust unitholders quarterly, if sufficient funds are available. See " Description of the Trust Units Distributions and Income Computations."

"Gross proceeds" mean the aggregate amount received by MV Partners from sales of oil, natural gas and natural gas liquids produced from the underlying properties (other than amounts received for certain future non-consent operations).

Gross proceeds does not include consideration for the transfer or sale of any underlying property by MV Partners or any subsequent owner to any new owner unless the net profits interest is released (as is permitted in certain circumstances). Gross proceeds also does not include any amount for oil, natural gas or natural gas liquids lost in production or marketing or used by the owner of the underlying properties in drilling, production and plant operations. Gross proceeds includes payments for future production if they are not subject to repayment in the event of insufficient subsequent production.

"Net proceeds" means gross proceeds less the following:

- all payments to mineral owners or landowners, such as royalties or other burdens against production, delay rentals, shut-in oil and natural gas payments, minimum royalty or other payments for drilling or deferring drilling;
- any taxes paid by the owner of an underlying property to the extent not deducted in calculating gross proceeds, including estimated and accrued general property (ad valorem), production, severance, sales, gathering, excise and other taxes;
- any extraordinary taxes or windfall profits taxes that may be assessed in the future that are based on profits realized or prices received for production from the underlying properties;
- costs paid by an owner of a property comprising the underlying properties under any joint operating agreement;
- all other costs and expenses, capital costs and liabilities of exploring for, drilling, recompleting, workovers, operating and producing oil, natural gas and natural gas liquids, including allocated expenses such as labor, vehicle and travel costs and materials and any plugging and abandonment liabilities (net of any capital costs for which a reserve had already been made to the extent such capital costs are incurred during the computation period) other than costs and expenses for certain future non-consent operations;
- costs or charges associated with gathering, treating and processing oil, natural gas and natural gas liquids;
- any overhead charge incurred pursuant to any operating agreement relating to an underlying property, including the overhead fee payable by MV Partners to Vess Oil and Murfin Drilling as described below;
- amounts previously included in gross proceeds but subsequently paid as a refund, interest or penalty;
- costs and expenses for renewals or extensions of leases; and
- at the option of MV Partners (or any subsequent owner of the underlying properties), amounts reserved for approved capital expenditure projects, including well drilling, recompletion and workover costs, which amounts will at no time exceed $1.0 million in the aggregate, and will be subject to the limitations described below.

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During each twelve-month period beginning on the later to occur of (1) June 30, 2023 and (2) the time when 13.2 MMBoe have been produced from the underlying properties and sold (which is the equivalent of 10.6 MMBoe in respect of the net profits interest), which we refer to, in either case, as the "Capital Expenditure Limitation Date", the sum of the capital expenditures and amounts reserved for approved capital expenditure projects for such twelve- month period may not exceed the Average Annual Capital Expenditure Amount. The "Average Annual Capital Expenditure Amount" means the quotient of (x) the sum of the capital expenditures and amounts reserved for approved capital expenditure projects with respect to the three twelve-month periods ending on the Capital Expenditure Limitation Date, divided by (y) three. Commencing on the Capital Expenditure Limitation Date, and each anniversary of the Capital Expenditure Limitation Date thereafter, the Average Annual Capital Expenditure Amount will be increased by 2.5% to account for expected increased costs due to inflation.

As is customary in the oil and natural gas industry, MV Partners pays an overhead fee to Vess Oil and Murfin Drilling to operate the underlying properties on behalf of MV Partners. The operating activities include various engineering, accounting and administrative functions. The fee is based on a monthly charge per active operated well, which totaled $3.2 million in 2014, $3.2 million in 2015 and $3.0 million in 2016 for all of the underlying properties for which MV Partners was designated as the operator. The fee is adjusted annually and will increase or decrease each year based on changes in the year-end index of average weekly earnings of crude petroleum and natural gas workers.

In the event that the net proceeds for any computation period is a negative amount, the trust will receive no payment for that period, and any such negative amount plus accrued interest at the prime rate will be deducted from gross proceeds in the following computation period for purposes of determining the net proceeds for that following computation period.

Gross proceeds and net proceeds are calculated on a cash receipts and cash disbursements basis.

**Additional Provisions**

If a controversy arises as to the sales price of any production, then for purposes of determining gross proceeds:

amounts withheld or placed in escrow by a purchaser are not considered to be received by the owner of the underlying property until actually collected;

amounts received by the owner of the underlying property and promptly deposited with a nonaffiliated escrow agent will not be considered to have been received until disbursed to it by the escrow agent; and

amounts received by the owner of the underlying property and not deposited with an escrow agent will be considered to have been received.

The trustee is not obligated to return any cash received from the net profits interest. Any overpayments made to the trust by MV Partners due to adjustments to prior calculations of net proceeds or otherwise will reduce future amounts payable to the trust until MV Partners recovers the overpayments plus interest at the prime rate.

The conveyance generally permits MV Partners to transfer without the consent or approval of the trust unitholders all or any part of its interest in the underlying properties, subject to the net profits interest. The trust unitholders are not entitled to any proceeds of a sale or transfer of MV Partners' interest unless the trust is required to sell the net profits interest as to such interest. Following a sale or transfer, the underlying properties will continue to be subject to the net profits interest, and the net proceeds attributable to the transferred property will be calculated as part of the computation of net proceeds described in this Form 10-K.

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In addition, MV Partners may, without the consent of the trust unitholders, require the trust to release the net profits interest associated with any lease that accounts for less than or equal to 0.25% of the total production from the underlying properties in the prior 12 months and provided that the net profits interest covered by such releases cannot exceed, during any 12-month period, an aggregate fair market value to the trust of $500,000. These releases will be made only in connection with a sale by MV Partners of the relevant underlying properties and are conditioned upon the trust receiving an amount equal to the fair market value to the trust of such net profits interest. Any net sales proceeds paid to the trust are distributable to trust unitholders for the quarter in which they are received.

As the designated operator of the properties comprising the underlying properties, MV Partners may enter into farm-out, operating, participation and other similar agreements to develop the property. MV Partners may enter into any of these agreements without the consent or approval of the trustee or any trust unitholder.

MV Partners and any transferee of an underlying property will have the right to abandon its interest in any well or property if it reasonably believes the well or property ceases to produce or is not capable of producing in commercially paying quantities. In making such decisions, MV Partners or any transferee of an underlying property is required under the applicable conveyance to act as a reasonably prudent operator in the State of Kansas under the same or similar circumstances would act if it were acting with respect to its own properties, disregarding the existence of the net profits interest as a burden on such property. Upon termination of the lease, the portion of the net profits interest relating to the abandoned property will be extinguished.

MV Partners must maintain books and records sufficient to determine the amounts payable for the net profits interest to the trust. Quarterly and annually, MV Partners must deliver to the trustee a statement of the computation of the net proceeds for each computation period. The trustee has the right to inspect and copy the books and records maintained by MV Partners during normal business hours and upon reasonable notice.

## Federal Income Tax Matters

The following is a summary of certain federal income tax matters that may be relevant to trust unitholders. This summary is based upon current provisions of the Internal Revenue Code of 1986, as amended, which we refer to herein as the "Code," existing and proposed Treasury regulations thereunder and current administrative rulings and court decisions, all of which are subject to changes or different interpretation at any time, possibly with retroactive effect. No attempt has been made in the following summary to comment on all federal income tax matters affecting the trust or the trust unitholders.

The summary is limited to trust unitholders who are individual citizens or residents of the United States. Accordingly, the following summary has limited application to domestic corporations and persons subject to specialized federal income tax treatment. **Each trust unitholder should consult his own tax advisor with respect to his particular circumstances.**

### Classification and Taxation of the Trust

Tax counsel to the trust advised the trust at the time of formation that, for federal income tax purposes, in its opinion the trust will be treated as a grantor trust and not as an unincorporated business entity. No ruling has been or will be requested from the IRS with respect to the federal income tax treatment of the trust, including as to the status of the trust as a grantor trust for such purposes. Thus, no assurance can be provided that the tax treatment of the trust would be sustained by a court if contested by the IRS or another taxing authority. The remainder of the discussion below is based on tax counsel's opinion, at the time of formation, that the trust will be classified as a grantor trust for federal income tax purposes. As a grantor trust, the trust will not be subject to federal income

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tax at the trust level. Rather, each trust unitholder will be considered for federal income tax purposes to own its proportionate share of the trust's assets directly as though no trust were in existence. The income of the trust is deemed to be received or accrued by the trust unitholder at the time such income is received or accrued by the trust, rather than when distributed by the trust. Each trust unitholder will be subject to tax on its proportionate share of the income and gain attributable to the assets of the trust and will be entitled to claim its proportionate share of the deductions and expenses attributable to the assets of the trust, subject to applicable limitations, in accordance with the trust unitholder's taxable year and tax method of accounting and without regard to the taxable year or accounting method employed by the trust.

The trust will allocate items of income, gain, loss, deductions and credits to trust unitholders based on record ownership at each quarterly record date. It is possible that the IRS or another taxing authority could disagree with this allocation method and could assert that income and deductions of the trust should be determined and allocated on a daily, prorated or other basis, which could require adjustments to the tax returns of the trust unitholders affected by this issue and result in an increase in the administrative expense of the trust in subsequent periods.

**Classification of the Net Profits Interest**

Tax counsel to the trust also advised the trust at the time of formation that, for federal income tax purposes, based upon representations made by MV Partners regarding the expected economic life of the underlying properties and the expected duration of the net profits interest, in its opinion the net profits interest should be treated as a "production payment" under Section 636 of the Code or otherwise as a debt instrument. On the basis of that advice, the trust will treat the net profits interest as indebtedness subject to Treasury regulations applicable to contingent payment debt instruments, and by purchasing trust units, a trust unitholder agrees to be bound by the trust's application of those regulations, including the trust's determination of the rate at which interest is deemed to accrue on the net profits interest. No assurance can be given that the IRS or another taxing authority will not assert that the net profits interest should be treated differently. Any such different treatment could affect the amount, timing and character of income, gain or loss in respect of an investment in trust units and could require a trust unitholder to accrue income at a rate different than that determined by the trust.

**Widely Held Fixed Investment Trust Reporting Information**

The trustee assumes that some trust units are held by middlemen, as such term is broadly defined in Treasury regulations (and includes custodians, nominees, certain joint owners, and brokers holding an interest for a custodian in street name). Therefore, the trustee considers the trust to be a non-mortgage widely held fixed investment trust ("WHFIT") for federal income tax purposes. The Bank of New York Mellon Trust Company, N.A., 919 Congress Avenue, Austin, Texas 78701, telephone number 1-855-802-1094, is the representative of the trust that will provide tax information in accordance with applicable Treasury regulations governing the information reporting requirements of the trust as a WHFIT. Notwithstanding the foregoing, the middlemen holding trust units on behalf of trust unitholders, and not the trustee of the trust, are solely responsible for complying with the information reporting requirements under the Treasury regulations with respect to such trust units, including the issuance of IRS Forms 1099 and certain written tax statements. Trust 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. Any generic tax information provided by the trustee of the trust is intended to be used only to assist trust unitholders in the preparation of their federal and state income tax returns.

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**Available Trust Tax Information**

In compliance with the reporting requirements for WHFITs and the dissemination of trust tax reporting information, the trustee provides a generic tax information reporting booklet that is intended to be used only to assist unitholders in the preparation of their 2016 federal and state income tax returns. The projected payment schedule for the net profits interest is included with the tax information booklet. This tax information booklet can be obtained at *http://mvo.investorhq.businesswire.com.*

## Description of the Underlying Properties

The underlying properties consist of MV Partners' net interests in all of its oil and natural gas properties as of January 24, 2007, which properties are located in the Mid-Continent region in the States of Kansas and Colorado. Affiliates of MV Partners are the contract operators of substantially all of the underlying properties.

MV Partners' interests in the underlying properties require MV Partners to bear its proportionate share, along with the other working interest owners, of the costs of development and operation of such properties. The underlying properties are burdened by non-working interests owned by third parties, consisting primarily of royalty interests retained by the owners of the land subject to the working interests. These landowners' royalty interests typically entitle the landowner to receive 12.5% of the revenue derived from oil and natural gas production resulting from wells drilled on their land, without any deduction for drilling costs or other costs related to production of oil and natural gas. A working interest percentage represents a working interest owner's proportionate ownership interest in a property in relation to all other working interest owners in that property, whereas a net revenue interest percentage is a working interest owner's percentage of production after reducing such percentage by the percentage of burdens on such production such as royalties and overriding royalties.

Based on the reserve report, the net profits interest would entitle the trust to receive net proceeds from the sale of production of not less than 11.5 MMBoe of proved reserves attributable to the underlying properties expected to be produced during the term of the net profits interest, calculated as 80% of the proved reserves attributable to the underlying properties expected to be produced during the term of the net profits interest. The reserves attributable to the underlying properties include all reserves expected to be economically produced during the life of the properties, whereas the trust is entitled to only receive 80% of the net proceeds from the sale of production of oil, natural gas and natural gas liquids attributable to the underlying properties during the term of the net profits interest.

The Mid-Continent region is a mature producing region with well-known geologic characteristics. Most of the production from the underlying properties consists of desirable crude oil of a quality level between sweet and sour with 33 to 34 gravity averages. Most of the producing wells to which the underlying properties relate are relatively shallow, ranging from 600 to 4,500 feet, and many are completed to multiple producing zones. In general, the producing wells to which the underlying properties relate have stable production profiles and their production is generally long-lived, often with total projected economic lives over 50 years.

**Reserves**

The engineering departments of each of Vess Oil and Murfin Drilling, which together manage MV Partners and operate the underlying properties on behalf of MV Partners, maintain oversight and compliance responsibility for the internal reserve estimate process and, in accordance with internal policies and procedures, provide appropriate data to independent third party engineers for the annual estimation of year-end reserves. These engineering departments accumulate historical production data for the underlying properties, calculate historical lease operating expenses and differentials, update working interests and net revenue interests, and obtain logs, 3-D seismic and other geological and

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geophysical information. This data is forwarded to CG&A, thereby allowing CG&A to prepare estimated proved reserves in their entirety based on such data.

Estimates of the proved oil and gas reserves attributable to the trust as of December 31, 2014, 2015 and 2016 are based on reports prepared by CG&A. CG&A has been in business since 1961 and serves many organizations and individuals in the petroleum industry, including owners and operators of oil and gas properties, exploration groups, planners, and professionals in investment and finance. One of the principal businesses of CG&A is providing detailed assessment of producing reservoirs. CG&A is an independent firm of petroleum engineers, geologists, geophysicists and petrophysicists and does not own an interest in the underlying properties and is not employed on a contingent basis. Mr. W. Todd Brooker, Senior Vice President, is the technical person at CG&A who is primarily responsible for overseeing CG&A's preparation of the reserve estimates. Mr. Brooker is a graduate of the University of Texas at Austin with a Bachelor of Science degree in Petroleum Engineering and has 25 years of experience in petroleum engineering. He is a licensed professional engineer in the State of Texas (License #83462).

Oil and gas proved reserves are disclosed by significant geographic area, using the 12-month average beginning-of-month price for the year, based on the use of reliable technologies to estimate proved oil and gas reserves, if those technologies have been demonstrated to result in reliable conclusions about reserves volumes. Reserve and related information for 2014, 2015 and 2016 is presented consistent with these requirements.

*Proved Reserves of MV Oil Trust.* The following table sets forth, as of December 31, 2016, estimated proved reserves attributable to the trust derived from the reserve report. A summary of the reserve report is included below.

| | Oil (MBbls) | Natural gas (MMcf) | Natural gas liquids (MBbls) | Oil equivalents (MBoe) |
|---|---|---|---|---|
| **Proved Developed** | 3,404 | 219 | 7 | 3,445 |
| **Proved Undeveloped** | 800 | | | 800 |
| **Total Proved** | 4,204 | 219 | 7 | 4,245 |

Information concerning historical changes in net proved reserves attributable to the trust, and the calculation of the standardized measure of discounted future net revenues related thereto, is contained in Note J to the financial statements of the trust included in this Form 10-K. MV Partners has not filed reserve estimates covering the underlying properties with any other federal authority or agency.

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The following table summarizes the changes in estimated proved reserves of the trust for the periods indicated. Amounts reflect sales volumes produced during the applicable year regardless whether royalty payments thereon have been remitted to the trust by MV Partners.

| | Oil (MBbls) | Natural Gas (MMcf) | Natural Gas Liquids (MBbls) | Oil Equivalents (MBoe) |
|---|---|---|---|---|
| Proved Reserves: | | | | |
| Balance, December 31, 2013 | 6,800 | 526 | 18 | 6,900 |
| Revisions of previous estimates | 71 | (11) | (8) | 63 |
| Production | (673) | (47) | (1) | (681) |
| Balance, December 31, 2014 | 6,198 | 468 | 9 | 6,282 |
| Revisions of previous estimates | (515) | (282) | 0 | (562) |
| Production | (635) | (49) | (1) | (643) |
| Balance, December 31, 2015 | 5,048 | 137 | 8 | 5,077 |
| Revisions of previous estimates | (241) | 126 | 0 | (220) |
| Production | (604) | (44) | (1) | (611) |
| Balance, December 31, 2016 | 4,203 | 219 | 7 | 4,246 |
| Proved Developed Reserves: | | | | |
| Balance, December 31, 2013 | 5,947 | 526 | 18 | 6,047 |
| Balance, December 31, 2014 | 5,466 | 468 | 9 | 5,550 |
| Balance, December 31, 2015 | 4,307 | 137 | 8 | 4,336 |
| Balance, December 31, 2016 | 3,404 | 219 | 7 | 3,445 |
| Proved Undeveloped Reserves: | | | | |
| Balance, December 31, 2013 | 853 | | | 853 |
| Balance, December 31, 2014 | 732 | | | 732 |
| Balance, December 31, 2015 | 741 | | | 741 |

| | | |
|---|---|---|
| Proved undeveloped reserves converted to proved developed reserves by drilling | (100) | (100) |
| Additional proved undeveloped reserves added during 2016 | 134 | 134 |
| Revisions of previous estimates | 25 | 25 |
| Balance, December 31, 2016 | 800 | 800 |

None of the proved undeveloped reserves have remained undeveloped for five years or more after they were initially disclosed as proved undeveloped reserves.

The reserves above represent the trust's 80% net profits interest in the underlying properties for the remainder of the term of the trust.

The following table sets forth the estimates of total proved reserves and forecasts of economics attributable to the trust's 80% net profits interest in the underlying properties as of December 31, 2016 for the remainder of the term of the trust, as presented in the summary prepared by CG&A of its reserve report as of December 31, 2016 for the trust. The estimates of proved reserves have not been filed with or included in reports to any federal authority or agency. The discounted cash flow value

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shown in the table is not intended to represent the current market value of the trust's estimated oil and natural gas reserves.

| | Proved Developed Producing | Proved Developed Non-Producing | Proved Undeveloped | Total Proved |
|---|---|---|---|---|
| | (dollars in thousands) | | | |
| Net Reserves | | | | |
| Oil (MBbl) | 4,219.5 | 34.9 | 1,000.4 | 5,254.7 |
| Gas (MMcf) | 153.8 | 119.9 | 0.0 | 273.7 |
| NGL (MBbl) | 8.7 | 0.0 | 0.0 | 8.7 |
| Revenue | | | | |
| Oil | $ 157,175.4 | $ 1,298.8 | $ 37,264.0 | $ 195,738.2 |
| Gas | 336.4 | 297.4 | 0.0 | 633.8 |
| NGL | 224.4 | 0.0 | 0.0 | 224.4 |
| Severance Taxes | 1,353.6 | 62.5 | 1,288.0 | 2,704.1 |
| Ad Valorem Taxes | 3,981.4 | 69.5 | 1,733.7 | 5,784.6 |
| Operating Expenses | 78,864.7 | 81.7 | 6,237.8 | 85,184.2 |
| Workover Expenses | 8,362.5 | 0.0 | 0.0 | 8,362.5 |
| COPAS Overhead | 16,612.9 | 0.0 | 1,213.5 | 17,826.4 |
| Investments | 0.0 | 700.0 | 11,696.3 | 12,396.3 |
| 80% NPI Net Operating Income(1) | $ 38,848.8 | $ 546.1 | $ 12,075.8 | $ 51,470.7 |
| 80% Net Profits Interest (NPI)(2) | $ 27,779.1 | $ 300.4 | $ 6,849.2 | $ 34,928.7 |

(1) Before interest and taxes.

(2) Discounted at 10%.

The net profits interest entitles the trust to receive 80% of the net proceeds attributable to MV Partners' interest from the sale of production from the underlying properties. The net profits interest will terminate on the later to occur of (1) June 30, 2026, or (2) the time when 14.4 MMBoe have been produced from the underlying properties and sold, and the trust will soon thereafter wind up its affairs and terminate. Based on the reserve report, CG&A estimated that the trust would terminate June 30, 2026 based on the calculation that 14.4 MMBoe would have been produced from the underlying properties and sold (which amount is the equivalent of 11.5 MMBoe in respect of the trust's right to receive 80% of the net proceeds from the underlying properties pursuant to the net profits interest) prior to this date.

Oil and gas prices were adjusted to a WTI Cushing oil price of $42.75 per Bbl and a Henry Hub natural gas price of $2.481 per MMbtu. As specified by the SEC, these prices are 12-month averages based upon the price on the first day of each month during 2016. The price adjustments were based on oil price differentials forecast at $5.50 per Bbl for all properties. Oil price differentials were not escalated. Gas and NGL price differentials were forecast on a per property basis as provided by MV Partners and were also not escalated. Price differentials include adjustments for transportation and basis differential. Gas prices were further adjusted with a heating value (Btu content) applied on a per-property basis. Operating expenses, workover expenses, COPAS overhead charges and investments were forecast on a per property basis as furnished by MV Partners. Expenses and investments were held constant in accordance with SEC rules and guidelines. Severance tax rates were applied at normal state percentages of oil and gas revenue, except for those Kansas producing properties that are severance tax exempt. Ad valorem taxes of 2.0% of total revenue were applied to each property as provided by MV Partners. Oil and gas conservation tax rates were applied to all Kansas properties at the applicable rates.

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The estimates of proved oil and natural gas reserves attributable to the underlying properties are based on estimates prepared by CG&A. Rules and guidelines established by the SEC regarding the present value of future net revenues were used to prepare these reserve estimates. Oil and natural gas reserve engineering is a subjective process of estimating underground accumulations of oil and natural gas that cannot be measured in an exact manner, and estimates of other engineers might differ materially from those included in the report. The accuracy of any reserve estimate is a function of the quality of available data and engineering, and estimates may justify revisions based on the results of drilling, testing, and production activities. Accordingly, reserve estimates are inherently imprecise and should not be construed as representing the actual quantities of future production or cash flows to be realized from oil and natural gas properties or the fair market value of such properties.

**Producing Acreage and Well Counts**

For the following data, "gross" refers to the total wells or acres in which MV Partners owns a working interest and "net" refers to gross wells or acres multiplied by the percentage working interest owned by MV Partners. Although many of MV Partners' wells produce both oil and natural gas, a well is categorized as an oil well or a natural gas well based upon the ratio of oil to natural gas production.

The underlying properties are interests in developed properties located in oil and natural gas producing regions of Kansas and eastern Colorado. The following is a summary of the approximate acreage of the underlying properties at December 31, 2016.

| | Gross | Net |
|---|---|---|
| | (acres) | |
| **Developed Acreage:** | | |
| El Dorado Area | 15,365 | 15,353 |
| Northwest Kansas Area | 11,645 | 11,600 |
| Other | 20,350 | 16,649 |
| Total | 47,360 | 43,602 |

**Undeveloped Acreage:**

The following is a summary of the producing wells on the underlying properties as of December 31, 2016:

| | Operated Wells | | Non-Operated Wells | | Total | |
|---|---|---|---|---|---|---|
| | Gross | Net | Gross | Net | Gross | Net |
| Oil | 844 | 829 | 64 | 9 | 908 | 838 |
| Natural gas | 5 | 4 | 1 | | 6 | 4 |
| Total | 849 | 833 | 65 | 9 | 914 | 842 |

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The following is a summary of the number of developmental wells drilled by MV Partners on the underlying properties during the last three years. MV Partners did not drill any exploratory wells during the periods presented.

| | Year Ended December 31, | | | | | |
|---|---|---|---|---|---|---|
| | 2014 | | 2015 | | 2016 | |
| | Gross | Net | Gross | Net | Gross | Net |
| Completed: | | | | | | |
| Oil wells | 8 | 8 | 1 | 1 | 8 | 7.6 |
| Natural gas wells | | | | | | |
| Non-productive | | | 1 | 1 | 1 | 1 |
| Total | 8 | 8 | 2 | 2 | 9 | 8.6 |

During the years ended December 31, 2014, 2015 and 2016, MV Partners drilled, completed and commenced production with respect to 8, 1 and 9 wells, respectively, on the underlying properties. As of December 31, 2016, no wells were being drilled. Capital expenditures associated with converting proved undeveloped reserves to proved developed reserves for the year ended December 31, 2016, were $0.63 million MV Partners continues to develop further proved undeveloped reserves pursuant to its planned development and workover program. See "Trustee's Discussion and Analysis of Financial Condition and Results of Operations  Planned Development and Workover Program."

The following table shows the average sales prices per Bbl of oil and Mcf of natural gas produced and the production costs and production and property taxes per Boe for the underlying properties. Sales volumes for natural gas liquids during the periods presented were not significant.

| | Year Ended December 31, | | |
|---|---|---|---|
| | 2014 | 2015 | 2016 |
| Sales prices: | | | |
| Oil (per Bbl) | $ 86.49 | $ 42.72 | $ 38.00 |
| Natural gas (per Mcf) | $ 4.12 | $ 2.40 | $ 1.86 |
| Lease operating expense (per Boe) | $ 20.83 | $ 19.69 | $ 18.64 |
| Lease maintenance (per Boe) | $ 2.15 | $ 1.68 | $ 1.44 |
| Lease overhead (per Boe) | $ 3.90 | $ 4.08 | $ 3.99 |
| Production and property taxes (per Boe) | $ 2.51 | $ 0.61 | $ 0.68 |

**Major Producing Areas**

Approximately 62% of the net acres included in the underlying properties are located in the El Dorado Area, which is located in southeastern Kansas, and in the Northwest Kansas Area. The underlying properties are all located in mature fields that are characterized by long production histories. The properties provide continual workover and developmental opportunities which MV Partners has pursued to reduce the natural decline in production from the underlying properties.

*El Dorado Area*

The underlying properties located in the El Dorado Area are operated on behalf of MV Partners by Vess Oil and are located in the El Dorado, Augusta and Valley Center Fields. Vess Oil has actively pursued infill drilling, well re-entries, plugback and deepening recompletion operations, various types of restimulation work and equipment optimization programs to reduce the natural decline in production from these fields.

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*El Dorado Field.* The El Dorado Field is located atop the Nemaha Ridge in Central Butler County, Kansas and was first discovered in 1915. Up to 15 horizons have been reported to contain hydrocarbons, ranging from the Admire Sands, at a depth of 650 feet, to the Arbuckle Dolomite, at a depth of 2,500 feet. The primary producing intervals are the Admire, Lansing-Kansas City, Viola, Simpson and Arbuckle. Cumulative production of all producers from the El Dorado Field has exceeded 300 MMBbls of oil with production peaking between 1916 and 1918, reaching 116,000 Bbls per day in 1918.

*Augusta Field.* The Augusta Field is on a trend similar to the nearby El Dorado Field and strikes northeast parallel to the Nemaha Ridge. The field was discovered in 1914 and covers approximately 10 square miles of Butler County, Kansas. The primary producing interval has been the Arbuckle with additional production coming from the Simpson and Lansing-Kansas City intervals. Cumulative production of all producers from the Augusta Field has exceeded 48 MMBbls of oil. The Augusta Field is largely an extension of the El Dorado Field and has very similar geological characteristics.

Vess Oil has maintained constant activity in these fields to increase production. Vess Oil plans to drill additional infill developmental wells in the Arbuckle, Lansing-Kansas City, Simpson and Whitecloud intervals in the El Dorado area during the next five years. Vess Oil also plans to maintain its annual recompletion and workover program over the next five years. Vess Oil has commenced a waterflood program to enhance production from the Whitecloud formation. Vess Oil plans to convert wells as the infill developmental drilling program proceeds.

*Valley Center Field.* The Valley Center Field was discovered in 1928 and covers approximately 60 square miles of Sedgwick County, Kansas. Production is primarily from the Viola interval, which is located at an average depth of 2,500 feet. Cumulative production of all producers from the Valley Center Field has exceeded 25 MMBbls of oil. The Valley Center Field has similar geological characteristics as the El Dorado Field.

*Northwest Kansas Area*

Each of Vess Oil and Murfin Drilling operate leases on behalf of MV Partners included in the underlying properties that are located in the Northwest Kansas Area. The primary fields in this area are the Bemis-Shutts, Trapp, Ray and Hansen Fields. Vess Oil and Murfin Drilling have actively pursued polymer treatments, stimulation workovers and recompletion operations to reduce the natural decline in production from these fields.

*Bemis-Shutts Field.* The Bemis-Shutts Field is located on the Fairport Anticline within the Central Kansas Uplift and was discovered in 1928. The field consists of 17,080 acres in northeastern Ellis and southeastern Rooks Counties, Kansas. Production has been from multiple pay zones with the primary formation being the Arbuckle interval at a depth of 3,300 feet and the Lansing-Kansas City interval at a depth of 2,800 feet. Cumulative production of all producers from the Bemis-Shutts Field has exceeded 248 MMBbls of oil.

Both Vess Oil and Murfin Drilling have pursued polymer treatment programs with success in the Bemis-Shutts Field and plan to continue these workovers. MV Partners has continued to acquire 3-D seismic surveys over portions of the field to further define the boundaries of the Arbuckle structure in the field and to evaluate undrilled infill locations. This data is processed as received and currently there are over 9 potential infill drilling locations that have been identified. MV Partners plans to drill these locations over the next five years.

*Trapp Field.* The Trapp Field consists of 35,900 acres in Russell and Barton Counties, Kansas and was discovered in 1929. Production has primarily been from the Lansing-Kansas City and Shawnee limestones and the Arbuckle dolomite. Cumulative production of all producers from the Trapp Field has exceeded 239 MMBbls of oil.

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*Hansen and Ray Fields.* The Hansen Field is located along the crest of the Stuttgart-Huffstutor Anticline and was discovered in 1943. Production from this field has primarily come from the Lansing-Kansas City limestone. Cumulative production of all producers from the Hansen Field has exceeded 9.2 MMBbls of oil.

The Ray Field is located on the eastern flank of the Central Kansas Uplift and was discovered in 1940. Production has primarily been from the Arbuckle dolomite and the Gorham sands with additional production from the Lansing-Kansas City interval along the eastern flank of the field. Cumulative production of all producers from the Ray Field has exceeded 18 MMBbls of oil.

The Hansen and Ray Fields consist of over 7,000 acres in Philips and Norton Counties, Kansas.

Murfin Drilling operates the leases held by MV Partners in the Trapp, Hansen and Ray Fields. Murfin Drilling has informed the trustee that it plans to drill and workover and recomplete additional wells, including acid stimulations, over the next five years.

**Marketing and Post-Production Services**

Pursuant to the terms of the conveyance that created the net profits interest, MV Partners has the responsibility to market, or cause to be marketed, the oil, natural gas and natural gas liquid production attributable to the underlying properties. The terms of the conveyance that created the net profits interest do not permit MV Partners to charge any marketing fee when determining the net proceeds upon which the net profits interest is calculated. As a result, the net proceeds to the trust from the sales of oil, natural gas and natural gas liquid production from the underlying properties are determined based on the same price that MV Partners receives for oil, natural gas and natural gas liquid production attributable to MV Partners' remaining interest in the underlying properties.

Vess Oil and Murfin Drilling, as contract operators, generally sell production from the underlying properties to several purchasers, including MV Purchasing, LLC, which we refer to herein as "MV Purchasing," under short-term arrangements using market sensitive pricing. MV Purchasing is majority owned by the indirect equity owners of MV Partners. These sales to purchasers are under terms ranging from one month to six months, using market sensitive pricing. Two purchasers, including MV Purchasing, have been purchasing substantially all of the crude oil production, and a substantial portion of the crude oil production may continue be acquired by one or more single purchasers. For the years ended December 31, 2014, 2015 and 2016, MV Purchasing purchased 75%, 75% and 76%, respectively, of the production sold from the underlying properties. MV Partners does not believe that loss of any of these parties as a purchaser would have a material adverse impact on the business of MV Partners, as substitute purchasers are generally available; however, a purchaser's failure to pay for purchased crude oil could have a significant adverse impact on MV Partners' business.

Oil production is typically transported by truck from the field to the closest gathering facility or refinery. MV Partners sells the majority of the oil production from the underlying properties under short-term arrangements using market sensitive pricing. The price received by MV Partners for the oil production from the underlying properties is usually based on the NYMEX price applied to equal daily quantities on the month of delivery, which price is then reduced for differentials based upon delivery location and oil quality. The average differential for oil production during the years ended December 31, 2014, 2015 and 2016 were $6.53, $5.87 and $5.41 per barrel, respectively.

All natural gas produced by MV Partners is marketed and sold to third-party purchasers. The natural gas is sold on a contract basis and, in all but one case, the contracts are in their secondary terms and are on a month-to-month basis. In all cases, the contract price is based on a percentage of a published regional index price, after adjustments for Btu content, transportation and related charges.

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**Sale and Abandonment of Underlying Properties**

MV Partners and any transferee of any of the underlying properties will have the right to abandon its interest in any well or property comprising a portion of the underlying properties if, in its opinion, such well or property ceases to produce or is not capable of producing in commercially paying quantities. To reduce or eliminate the potential conflict of interest between MV Partners and the trust in determining whether a well is capable of producing in commercially paying quantities, MV Partners is required under the conveyance to act as a reasonably prudent operator in the State of Kansas under the same or similar circumstances would act if it were acting with respect to its own properties, disregarding the existence of the net profits interest as a burden on such property. For the years ended December 31, 2014, 2015 and 2016, MV Partners plugged and abandoned 22, 8 and 5 wells, respectively, based on its determination that such wells were no longer economical to operate or restore to production.

MV Partners generally may sell all or a portion of its interests in the underlying properties, subject to and burdened by the net profits interest, without the consent of the trust unitholders. In addition, MV Partners may, without the consent of the trust unitholders, require the trust to release the net profits interest associated with any lease that accounts for less than or equal to 0.25% of the total production from the underlying properties in the prior 12 months and provided that the net profits interest covered by such releases cannot exceed, during any 12-month period, an aggregate fair market value to the trust of $500,000. These releases will be made only in connection with a sale by MV Partners of the relevant underlying properties and are conditioned upon the trust receiving an amount equal to the fair value to the trust of such net profits interest. Any net sales proceeds paid to the trust are distributable to trust unitholders for the quarter in which they are received.

**Title to Properties**

The underlying properties are subject to certain burdens that are described in more detail below. To the extent that these burdens and obligations affect MV Partners' rights to production and the value of production from the underlying properties, they have been taken into account in calculating the trust's interests and in estimating the size and the value of the reserves attributable to the underlying properties.

MV Partners' interests in the underlying properties are typically subject, in one degree or another, to one or more of the following:

- royalties, overriding royalties and other burdens, express and implied, under oil and natural gas leases;
- overriding royalties, production payments and similar interests and other burdens created by MV Partners or its predecessors in title;
- a variety of contractual obligations arising under operating agreements, farm-out agreements, production sales contracts and other agreements that may affect the underlying properties or their title;
- liens that arise in the normal course of operations, such as those for unpaid taxes, statutory liens securing unpaid suppliers and contractors and contractual liens under operating agreements that are not yet delinquent or, if delinquent, are being contested in good faith by appropriate proceedings;
- pooling, unitization and communitization agreements, declarations and orders;
- easements, restrictions, rights-of-way and other matters that commonly affect property;

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conventional rights of reassignment that obligate MV Partners to reassign all or part of a property to a third party if MV Partners intends to release or abandon such property; and

rights reserved to or vested in the appropriate governmental agency or authority to control or regulate the underlying properties and the net profits interest therein.

MV Partners has informed the trustee that MV Partners believes that the burdens and obligations affecting the underlying properties are conventional in the industry for similar properties. MV Partners also has informed the trustee that MV Partners believes that the existing burdens and obligations do not, in the aggregate, materially interfere with the use of the underlying properties and do not materially adversely affect the value of the net profits interest.

MV Partners acquired the underlying properties in two transactions, the first of which was in 1998 when it acquired a substantial portion of the underlying properties from a major oil and gas company and the second of which was in 1999 when it acquired the remaining portion of the underlying properties from a large independent oil and gas company. At the time of its acquisition of the underlying properties, MV Partners believes that it undertook a thorough title examination of the underlying properties.

MV Partners has recorded the conveyance of the net profits interest in the real property records in each Kansas County where the properties are located. MV Partners has informed the trustee that MV Partners believes that the delivery and recording of the conveyance constituted fully conveyed and vested property interests in the trust under Kansas law. Although no assurance can be given, MV Partners has informed the trustee that MV Partners believes that, if, during the term of the trust, MV Partners becomes involved as a debtor in a bankruptcy proceeding, the conveyance of the net profits interest, as vested and recorded property interests, cannot be avoided by a bankruptcy trustee. If in such a proceeding a determination were made that the conveyance constitutes an executory contract and the net profits interest is not a fully conveyed property interest under the laws of Kansas, and if such contract were not to be assumed in a bankruptcy proceeding involving MV Partners, the trust would be treated as an unsecured creditor of MV Partners with respect to such net profits interest in the pending bankruptcy proceeding.

Oil and gas leases are real property interests under Colorado law. Net profits interests are non-operating, non-possessory interests carved out of the oil and gas leasehold estate. MV Partners has informed the trustee that MV Partners believes that it is possible that the net profits interest for the underlying properties located in Colorado may not be treated as a real property interest under the laws of Colorado. MV Partners has recorded the conveyance of the net profits interest in the real property records of Colorado in accordance with local recording acts. MV Partners has informed the trustee that MV Partners believes that, if, during the term of the trust, MV Partners becomes involved as a debtor in a bankruptcy proceeding, the net profits interest relating to the underlying properties located in Colorado should be treated as a fully conveyed personal property interest under the laws of Colorado. In such a proceeding, however, a determination could be made that the conveyance constitutes an executory contract and the net profits interest is not a fully conveyed personal property interest under the laws of Colorado, and if such contract were not to be assumed in a bankruptcy proceeding involving MV Partners, the trust would be treated as an unsecured creditor of MV Partners with respect to such net profits interest in the pending bankruptcy proceeding. Although no assurance can be given, MV Partners does not believe that the conveyance of the net profits interest relating to the underlying properties located in Colorado should be subject to rejection in a bankruptcy proceeding as an executory contract.

**Competition and Markets**

The oil and natural gas industry is highly competitive. MV Partners competes with major oil and natural gas companies and independent oil and natural gas companies for oil and natural gas,

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equipment, personnel and markets for the sale of oil and natural gas. Many of these competitors are financially stronger than MV Partners, but even financially troubled competitors can affect the market because of their need to sell oil and natural gas at any price to attempt to maintain cash flow. The trust is subject to the same competitive conditions as MV Partners and other companies in the oil and natural gas industry.

Oil and natural gas compete with other forms of energy available to customers, primarily based on price. These alternate forms of energy include electricity, coal and fuel oils. Changes in the availability or price of oil, natural gas or other forms of energy, as well as business conditions, conservation, legislation, regulations and the ability to convert to alternate fuels and other forms of energy may affect the demand for oil and natural gas.

Future price fluctuations for oil, natural gas and natural gas liquids will directly impact trust distributions, estimates of reserves attributable to the trust's interests and estimated and actual future net revenues to the trust. In view of the many uncertainties that affect the supply and demand for oil and natural gas, neither the trust nor MV Partners can make reliable predictions of future oil and natural gas supply and demand, future product prices or the effect of future product prices on the trust.

**Regulation**

The production of oil and gas from the underlying properties is affected by many state and federal regulations with respect to allowable rates of production, drilling permits, well spacing, marketing, environmental matters and pricing. Future regulations could change allowable rates of production or the manner in which oil and gas operations may be lawfully conducted.

*FERC Regulation*

Historically, the transportation and sale for resale of natural gas in interstate commerce has been regulated by the Federal Energy Regulatory Commission, or FERC, under the Natural Gas Act of 1938, or NGA, the Natural Gas Policy Act of 1978, or NGPA, and regulations issued under those statutes. Over the last two decades, the FERC has issued orders and adopted regulations resulting in a restructuring of the natural gas industry. The principal elements of this restructuring were the requirement that interstate pipelines separate, or "unbundle," into individual components the various services offered on their systems, with all transportation services to be provided on a non-discriminatory basis, and the prohibition against an interstate pipeline providing gas sales services except through separately organized affiliates. In various rulemaking proceedings following its initial unbundling requirement, the FERC has refined its regulatory program applicable to interstate pipelines in various respects, and it has announced that it will continue to monitor these and other regulations to determine whether further changes are needed. In addition to rulemaking proceedings, the FERC establishes new policies and regulations through policy statements and adjudications of individual pipeline matters. Further, additional changes to regulations may occur based on actions taken by the United States Congress and/or the courts.

In the past, the federal government has regulated the prices at which natural gas could be sold. While sales by producers of natural gas can currently be made at market prices, Congress could reenact price controls in the future. Deregulation of wellhead natural gas sales began with the enactment of the NGPA and culminated in adoption of the Natural Gas Wellhead Decontrol Act which removed all price controls affecting wellhead sales of natural gas effective January 1, 1993.

Sales of crude oil, condensate, and natural gas liquids are not currently regulated and are made at negotiated prices. Nevertheless, Congress could reenact price controls in the future. Sales of crude oil are affected by the availability, terms and cost of transportation. The transportation of oil in common carrier pipelines is subject to rate and access regulation. The FERC regulates interstate oil pipeline

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transportation rates under the Interstate Commerce Act. In general, interstate oil pipeline rates must be just and reasonable and may not be unduly discriminatory or confer any undue preference upon any shopper. Rates generally are cost-based, although settlement rates agreed to by all shippers are permitted and market-based rates may be permitted in certain circumstances.

Although the price at which MV Partners sells oil, natural gas and natural gas liquids is not currently subject to federal rate regulation and, for the most part, is not subject to state regulation, with regard to physical sales of natural gas and oil, MV Partners is required to observe anti-market manipulation laws and related regulations enforced by the FERC and/or the Commodity Futures Trading Commission, or the CFTC, and the Federal Trade Commission, or FTC. If MV Partners were to violate the anti-market manipulation laws and regulations, MV Partners could also be subject to related third party damage claims by, among others, sellers, royalty owners and taxing authorities.

As to these various developments, MV Partners has advised the trust that the on-going and evolving nature of these regulatory initiatives makes it impossible to predict their ultimate impact on the prices, markets or terms of sale of natural gas related to the trust.

*State and Other Regulation*

In general, the jurisdictions in which royalty properties are located have statutory provisions regulating the production and sale of crude oil and natural gas. The regulations often require permits for the drilling of wells but extend also to the spacing of wells, the prevention of waste of oil and gas resources, the rate of production, prevention and clean-up of pollution and other matters.

*Environmental Matters and Regulation*

*General.* The operations of the underlying properties are subject to stringent and complex federal, state and local laws and regulations governing environmental protection as well as the discharge of materials into the environment. These laws and regulations may, among other things:

- restrict the types, quantities and concentration of various substances that can be released into the environment in connection with oil and natural gas drilling and production activities;
- limit or prohibit drilling activities on certain lands lying within wilderness, wetlands and other protected areas; and
- require remedial measures to mitigate pollution from former and ongoing operations, such as requirements to close pits and plug abandoned wells.

These laws, rules and regulations may also restrict the rate of oil and natural gas production below the rate that would otherwise be possible. The regulatory burden on the oil and natural gas industry increases the cost of doing business in the industry and consequently affects profitability. Additionally, Congress and federal and state agencies frequently revise environmental laws and regulations, and any changes that result in more stringent and costly waste handling, disposal and cleanup requirements for the oil and natural gas industry could have a significant impact on the operating costs of the underlying properties.

The following is a summary of the existing laws, rules and regulations to which the operations of the underlying properties are subject that are material to the operation of the underlying properties.

*Waste Handling.* The Resource Conservation and Recovery Act, or RCRA, and comparable state statutes, regulate the generation, transportation, treatment, storage, disposal and cleanup of hazardous and non-hazardous wastes. Under the auspices of the federal Environmental Protection Agency, or EPA, the individual states administer some or all of the provisions of RCRA, sometimes in conjunction with their own, more stringent requirements. Drilling fluids, produced waters and most of the other wastes associated with the exploration, development and production of crude oil or natural gas are

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currently regulated under RCRA's non-hazardous waste provisions. However, it is possible that certain oil and natural gas exploration and production wastes now classified as non-hazardous could be classified as hazardous wastes in the future. Any such change could result in an increase in the costs to manage and dispose of wastes, which could have a material adverse effect on the cash distributions to the trust unitholders.

*Comprehensive Environmental Response, Compensation and Liability Act.* The Comprehensive Environmental Response, Compensation and Liability Act, or CERCLA, also known as the Superfund law, imposes joint and several liability, without regard to fault or legality of conduct, on classes of persons who are considered to be responsible for the release of a hazardous substance into the environment. These persons include the owner or operator of the site where the release occurred, and anyone who disposed or arranged for the disposal of a hazardous substance released at the site. Under CERCLA, such persons may be subject to joint and several liability for the costs of cleaning up the hazardous substances that have been released into the environment, for damages to natural resources and for the costs of certain health studies. In addition, it is not uncommon for neighboring landowners and other third-parties to file claims for personal injury and property damage allegedly caused by the hazardous substances released into the environment.

The underlying properties may have been used for oil and natural gas exploration and production for many years. Although MV Partners believes that it has utilized operating and waste disposal practices that were standard in the industry at the time, hazardous substances, wastes or hydrocarbons may have been released on or under the properties, or on or under other locations, including off-site locations, where such substances have been taken for disposal. In addition, the underlying properties may have been operated by third parties or by previous owners or operators whose treatment and disposal of hazardous substances, wastes or hydrocarbons was not under MV Partners' control. These properties and the substances disposed or released on them may be subject to CERCLA, RCRA and analogous state laws. Under such laws, MV Partners could be required to remove previously disposed substances and wastes, remediate contaminated property, or perform remedial plugging or pit closure operations to prevent future contamination.

*Water Discharges.* The Federal Water Pollution Control Act, or the Clean Water Act, and analogous state laws, impose restrictions and strict controls with respect to the discharge of pollutants, including spills and leaks of oil and other substances, into waters of the United States. The discharge of pollutants into regulated waters is prohibited, except in accordance with the terms of a permit issued by the EPA or an analogous state agency. Federal and state regulatory agencies can impose administrative, civil and criminal penalties for non-compliance with discharge permits or other requirements of the Clean Water Act and analogous state laws and regulations.

The Oil Pollution Act of 1990, or the OPA, as amended, which amends the Clean Water Act, imposes strict liability on owners and operators of facilities that are the site of a release of oil into waters of the United States. OPA and its associated regulations impose a variety of requirements on responsible parties related to the prevention of oil spills and liability for damages resulting from such spills.

*Air Emissions.* The Federal Clean Air Act, and comparable state laws, regulate emissions of various air pollutants through air emissions permitting programs and the imposition of other requirements. In addition, the EPA has developed, and continues to develop, stringent regulations governing emissions of toxic air pollutants at specified sources and has recently proposed rules that define the terms used to determine whether a source is considered to be a major source under the federal Clean Air Act. Federal and state regulatory agencies can impose administrative, civil and criminal penalties for non-compliance with air permits or other requirements of the federal Clean Air Act and associated state laws and regulations.

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*Climate Change.* There has been support in various regions of the country for legislation that requires reductions in greenhouse gas emissions, and some states have already adopted legislation addressing greenhouse gas emissions from various sources, primarily power plants. The EPA has determined that greenhouse gases from certain sources "endanger" public health or welfare. As a result, the EPA has begun to promulgate certain regulations and interpretations that will require new and modified stationary sources of greenhouse gases above certain thresholds to report, limit or control such emissions and began to issue rules which are intended to limit greenhouse gas emissions from the oil and gas sector beginning in 2012. In addition, the EPA has issued rules that require additional reductions of volatile organic compounds, hazardous air pollutants and methane and recently issued additional rules which target methane emissions from the oil and gas sector. Laws, regulations, treaties or international agreements related to greenhouse gases and climate change, including incentives to conserve energy or use alternative energy sources, could have a negative impact on the future operations of MV Partners if such laws, regulations, treaties or international agreements reduce the worldwide demand for oil and natural gas or otherwise result in reduced economic activity generally. In addition, such laws, regulations, treaties or international agreements could result in increased compliance costs or additional operating restrictions, which may have a negative impact on MV Partners' operations. In addition to potential impacts on MV Partners' operations directly or indirectly resulting from climate-change legislation or regulations, MV Partners' operations also could be negatively affected by climate-change related physical changes or changes in weather patterns including drought and severe storms. At this time, it is not possible to estimate accurately how potential future laws or regulations addressing greenhouse gas emissions would impact the operations of MV Partners.

The operations of the underlying properties are not adversely impacted by the current state and local climate change initiatives and, at this time, it is not possible to accurately estimate how potential future laws or regulations addressing greenhouse gas emissions would impact the operations of the properties.

*Endangered Species Act.* The federal Endangered Species Act, or ESA, restricts activities that may affect endangered and threatened species or their habitats. The designation of previously unidentified endangered or threatened species could cause MV Partners to incur additional costs or become subject to operating delays, restrictions or bans in the affected areas. While some of MV Partners' facilities or leased acreage may be located in areas that are designated as habitat for endangered or threatened species, MV Partners believes that it is in substantial compliance with the ESA.

*OSHA and Other Laws and Regulation.* MV Partners is subject to the requirements of the federal Occupational Safety and Health Act, or OSHA, and comparable state statutes. The OSHA hazard communication standard, the EPA community right-to-know regulations under Title III of CERCLA and similar state statutes require that MV Partners organize and/or disclose information about hazardous materials used or produced in its operations. MV Partners believes that it is in substantial compliance with these applicable requirements and with other OSHA and comparable requirements.

MV Partners believes that it is in substantial compliance with all existing environmental laws and regulations applicable to the current operations of the underlying properties and that its continued compliance with existing requirements will not have a material adverse effect on the cash distributions to the trust unitholders. For instance, MV Partners did not incur any material capital expenditures for remediation or pollution control activities for the years ended December 31, 2014, 2015 and 2016. Additionally, MV Partners has informed the trust that MV Partners is not aware of any environmental issues or claims that will require material capital expenditures during 2017. However, there is no assurance that the passage of more stringent laws or regulations in the future will not have a negative impact on the operations of the underlying properties and cash distributions to trust unitholders.

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**Item 1A. Risk Factors.**

***Prices of oil, natural gas and natural gas liquids fluctuate and lower prices could reduce proceeds to the trust and cash distributions to unitholders.***

The reserves attributable to the underlying properties and the quarterly cash distributions of the trust are highly dependent upon the prices realized from the sale of oil, natural gas and natural gas liquids. Prices of oil, natural gas and natural gas liquids can fluctuate widely on a quarter-to-quarter basis in response to a variety of factors that are beyond the control of the trust and MV Partners. These factors include, among others:

- political conditions or hostilities in oil and natural gas producing regions, including the Middle East, North Africa and South America;
- weather conditions or force majeure events;
- regional, domestic and foreign levels of supply of and demand for oil, natural gas and natural gas liquids;
- U.S. and worldwide economic conditions;
- the price and availability of alternative fuels;
- the proximity to, and capacity of, refineries and gathering and transportation facilities;
- governmental regulations and taxation; and
- energy conservation and environmental measures.

Crude oil prices have been volatile during the last several years and in 2016, ranged from a high of $54.06 to a low of $26.21. The NYMEX crude oil spot prices per Bbl were $53.27, $37.04 and $53.72 as of December 31, 2014, 2015 and 2016, respectively. Neither MV Partners nor the trust can predict the timing or the duration of any economic cycle and, depending on the prices realized, the operating results of MV Partners and the financial condition of the trust could be materially and adversely affected.

Although MV Partners was permitted to, and did enter into, hedge contracts relating to a portion of the oil volumes expected to be produced from the underlying properties, those hedge contracts expired in 2010, and MV Partners has not entered into any hedge contracts relating to oil volumes, and the terms of the conveyance of the net profits interest prohibit MV Partners from entering into hedging arrangements for the benefit of the trust. As a result, the amounts of cash distributions by the trust may fluctuate significantly as a result of changes in commodity prices because there will be no hedge contracts in place to reduce the effects of any changes in commodity prices.

Lower prices of oil, natural gas and natural gas liquids will reduce the amount of the net proceeds to which the trust is entitled and may ultimately reduce the amount of oil, natural gas and natural gas liquids that is economic to produce from the underlying properties. As a result, the operator of any of the underlying properties could determine during periods of low commodity prices to shut in or curtail production from wells on the underlying properties. In addition, the operator of the underlying properties could determine during periods of low commodity prices to plug and abandon marginal wells that otherwise may have been allowed to continue to produce for a longer period under conditions of higher prices. Because the underlying properties are mature, with many of them being in production since the early 1900s, decreases in commodity prices could have a more significant effect on the economic viability of these properties compared to more recently discovered properties. The commodity price sensitivity of these mature wells is due to a culmination of factors that vary from well-to-well, including the additional costs associated with water handling and disposal, chemicals, surface equipment maintenance, downhole casing repairs and reservoir pressure maintenance activities that are necessary

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to maintain production. As a result, the volatility of commodity prices may cause the amount of future cash distributions to trust unitholders to fluctuate, and a substantial decline in the price of oil, natural gas or natural gas liquids will reduce the amount of cash available for distribution to the trust unitholders.

***Actual reserves and future production may be less than current estimates of proved reserves, which could reduce cash distributions by the trust and the value of the trust units.***

The value of the trust units and the amount of future cash distributions to the trust unitholders will depend upon, among other things, the accuracy of the production and reserves estimated to be attributable to the underlying properties and the net profits interest. Estimating production and reserves is inherently uncertain. Ultimately, actual production, revenues and expenditures for the underlying properties could vary both positively and negatively from estimates and those variations could be material. Petroleum engineers consider many factors and make assumptions in estimating production and reserves. Those factors and assumptions include:

- historical production from the area compared with production rates from other producing areas;
- the assumed effect of governmental regulation; and
- assumptions about future prices of oil, natural gas and natural gas liquids, production and development expenses, gathering and transportation costs, severance and excise taxes and capital expenditures.

Changes in these assumptions can materially increase or decrease production and reserve estimates.

The estimated reserves attributable to the net profits interest and the estimated future net revenues attributable to the net profits interest are based on estimates of reserve quantities and revenues for the underlying properties. See "Item 1. Business Description of the Underlying Properties Reserves" for a discussion of the method of allocating proved reserves to the underlying properties and the net profits interest. The quantities of reserves attributable to the underlying properties and the net profits interest may decrease in the future as a result of future decreases in the price of oil, natural gas or natural gas liquids.

***Risks associated with the production, gathering, transportation and sale of oil, natural gas and natural gas liquids could adversely affect cash distributions by the trust.***

The revenues of the trust, the value of the trust units and the amount of cash distributions to the trust unitholders depend upon, among other things, the costs incurred by MV Partners to develop and exploit oil and natural gas reserves attributable to the underlying properties. Drilling, production or transportation accidents that temporarily or permanently halt the production and sale of oil, natural gas and natural gas liquids at any of the underlying properties will reduce trust distributions by reducing the amount of net proceeds available for distribution. For example, accidents may occur that result in personal injuries, property damage, damage to productive formations or equipment and environmental damages. Any costs incurred by MV Partners in connection with any such accidents that are not insured against will have the effect of reducing the net proceeds available for distribution to the trust. In addition, curtailments or damage to pipelines used by MV Partners to transport oil, natural gas and natural gas liquid production to markets for sale could reduce the amount of net proceeds available for distribution. Any such curtailment or damage to the gathering systems used by MV Partners could also require MV Partners to find alternative means to transport the oil, natural gas and natural gas liquid production from the underlying properties, which alternative means could require MV Partners to incur additional costs that will have the effect of reducing net proceeds available for distribution by the trust.

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***Production of oil, natural gas and natural gas liquids on the underlying properties could be materially and adversely affected by severe or unseasonable weather.***

Production of oil, natural gas and natural gas liquids on the underlying properties could be materially and adversely affected by severe weather. Repercussions of severe weather conditions may include:

- evacuation of personnel and curtailment of operations;
- weather-related damage to drilling rigs or other facilities, resulting in suspension of operations;
- inability to deliver materials to worksites; and
- weather-related damage to pipelines and other transportation facilities.

***The trust and the public trust unitholders have no voting or managerial rights with respect to MV Partners, the operator of the underlying properties. As a result, public trust unitholders have no ability to influence the operation of the underlying properties.***

Oil and natural gas properties are typically managed pursuant to an operating agreement among the working interest owners of oil and natural gas properties. The typical operating agreement contains procedures whereby the owners of the working interests in the property designate one of the interest owners to be the operator of the property. Under these arrangements, the operator is typically responsible for making all decisions relating to drilling activities, sale of production, compliance with regulatory requirements and other matters that affect the property.

MV Partners is currently designated as the operator of substantially all of the underlying properties. MV Partners has contracted with two of its affiliates, Vess Oil and Murfin Drilling, to operate these properties on its behalf. Neither the trustee nor the public trust unitholders has any contractual ability to influence or control the field operations of, sale of oil and natural gas from, or future development of, these properties. The public trust unitholders also have no voting rights with respect to MV Partners and, therefore, have no managerial, contractual or other ability to influence MV Partners' or its affiliates' activities as operator of the oil and natural gas properties to which substantially all of the underlying properties relate.

***Shortages or increases in costs of oil field equipment, services and qualified personnel available to MV Partners could reduce the amount of cash available for distribution to the trust unitholders.***

The demand for qualified and experienced field personnel to drill wells and conduct field operations, geologists, geophysicists, engineers and other professionals in the oil and natural gas industry can fluctuate significantly, often in correlation with oil and natural gas prices, causing periodic shortages. Historically, there have been shortages of drilling rigs and other oilfield equipment as demand for rigs and equipment has increased along with the number of wells being drilled. These factors also cause significant increases in costs for equipment, services and personnel. Higher oil and natural gas prices generally stimulate demand and result in increased prices for drilling rigs, crews and associated supplies, equipment and services. As part of its development plan for the underlying properties, MV Partners expects to drill 37 development wells and conduct recompletion and workover operations on existing wells included in the underlying properties over the five years ending December 31, 2021. See "Item 7. Trustee's Discussion and Analysis of Financial Condition and Results of Operations  Planned Development and Workover Program" for a description of MV Partners' development plans. Shortages of field personnel and equipment or price increases could significantly decrease the amount of cash available for distribution to the trust unitholders, or restrict the ability of MV Partners to drill the wells and conduct the operations which it currently has planned for the underlying properties.

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***MV Partners may transfer all or a portion of the underlying properties at any time, subject to specified limitations, and MV Partners may abandon individual wells or properties that it reasonably believes to be uneconomic. Under these circumstances, trust unitholders have no ability to prevent MV Partners from transferring the underlying properties to another operator, even if the trust unitholders do not believe that operator would operate the underlying properties in the same manner as MV Partners.***

MV Partners may at any time transfer all or part of the underlying properties. Trust unitholders are not entitled to vote on any transfer of the underlying properties, and the trust will not receive any proceeds from any such transfer, except in the limited circumstances when the net profits interest is released in connection with such transfer, in which case the trust will receive an amount equal to the fair market value of the net profits interest released. See "Business  Description of the Underlying Properties  Sale and Abandonment of Underlying Properties." Following any material sale or transfer of any of the underlying properties, such underlying properties will continue to be subject to the net profits interest of the trust, and the net proceeds attributable to the transferred property will be calculated as part of the computation of net proceeds described in this Form 10-K. MV Partners may delegate to the transferee responsibility for all of MV Partners' obligations relating to the net profits interest on the portion of the underlying properties transferred.

MV Partners or any transferee of the underlying properties may abandon any well or property if it reasonably believes that the well or property can no longer produce oil or natural gas in commercially economic quantities. This could result in termination of the net profits interest relating to the abandoned well or property. In making such decisions, MV Partners and any such transferee will be required under the applicable conveyance to act as a reasonably prudent operator in the State of Kansas under the same or similar circumstances would act if it were acting with respect to its own properties, disregarding the existence of the net profits interest as a burden on such property.

***The reserves attributable to the underlying properties are depleting assets and production from those reserves will diminish over time. Furthermore, the trust is precluded from acquiring other oil and natural gas properties or net profits interests to replace the depleting assets and production.***

The net proceeds payable to the trust from the net profits interest are derived from the sale of oil, natural gas and natural gas liquids produced from the underlying properties. The reserves attributable to the underlying properties are depleting assets, which means that the reserves attributable to the underlying properties will decline over time. As a result, the quantity of oil and natural gas produced from the underlying properties is expected to decline over time. Based on the estimated production volumes in the reserve report, the oil and natural gas production from proved reserves attributable to the underlying properties is projected to decline at an average annual rate of approximately 9.4% over the next 20 years assuming no additional developmental drilling or other capital expenditures are made after 2021 on the underlying properties. The anticipated rate of decline is an estimate and actual decline rates may vary from those estimated. The net profits interest will terminate on the later to occur of (1) June 30, 2026, or (2) the time when 14.4 MMBoe have been produced from the underlying properties and sold (which amount is the equivalent of 11.5 MMBoe in respect of the trust's right to receive 80% of the net proceeds from the underlying properties pursuant to the net profits interest).

Future maintenance projects on the underlying properties beyond those which are currently estimated may affect the quantity of proved reserves that can be economically produced from the underlying properties. The timing and size of these projects will depend on, among other factors, the market prices of oil, natural gas and natural gas liquids. In addition, because MV Partners has agreed to limit the amount of capital expenditures that may be taken into account in calculating net proceeds attributable to the net profits interest during a specified period preceding the termination of the net profits interest, MV Partners may choose to delay certain capital projects that may otherwise benefit the trust unitholders until the termination of the net profits interest. If operators of the wells to which the underlying properties relate do not implement required maintenance projects when warranted, the

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future rate of production decline of proved reserves may be higher than the rate currently expected by MV Partners or estimated in the reserve report.

The trust agreement provides that the trust's business activities are limited to owning the net profits interest and any activity reasonably related to such ownership, including activities required or permitted by the terms of the conveyance related to the net profits interest. As a result, the trust is not permitted to acquire other oil and natural gas properties or net profits interests to replace the depleting assets and production attributable to the net profits interest.

Because the net proceeds payable to the trust are derived from the sale of depleting assets, the portion of the distributions to unitholders attributable to depletion may be considered a return of capital as opposed to a return on investment. Eventually, the net profits interest may cease to produce in commercial quantities and the trust may, therefore, cease to receive any distributions of net proceeds therefrom.

***The amount of cash available for distribution by the trust will be reduced by the amount of any production and development costs, taxes, capital expenditures and post-production costs.***

Production and development costs on the underlying properties are deducted in the calculation of the trust's share of net proceeds. In addition, production and property taxes, capital expenditures or post-production costs are deducted in the calculation of the trust's share of net proceeds. Accordingly, higher or lower production and development expenses, taxes, capital expenditures and post-production costs will directly decrease or increase the amount received by the trust in respect of its net profits interest. For a summary of these costs for the last three years, see "Item 1. Business  Description of the Underlying Properties  Producing Acreage and Well Counts." Historical costs may not be indicative of future costs.

If development and production costs of the underlying properties exceed the proceeds of production from the underlying properties, the trust will not receive net proceeds from those properties until future proceeds from production 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.

***A purchaser's failure to pay MV Partners for purchased production could have a significant adverse impact on MV Partners, which in turn could result in MV Partners not having sufficient net proceeds attributable to the net profits interest for MV Partners to distribute cash to the trust.***

A purchaser's failure to pay for purchased production could have a significant adverse impact on MV Partners' business, which could in turn impact the trust. The recent tightening of credit in the financial markets may make it more difficult for purchasers to obtain financing and depending on the degree to which this occurs, there may be a material increase in the nonpayment and nonperformance by such purchasers.

***The trustee may, under certain circumstances, sell the net profits interest and dissolve the trust prior to the expected termination of the trust. As a result, trust unitholders may not recover their investment.***

The trustee must sell the net profits interest if the holders of a majority of the trust units approve the sale or vote to dissolve the trust. The trustee must also sell the net profits interest if the annual gross proceeds from the underlying properties attributable to the net profits interest are less than $1.0 million for each of any two consecutive years. The sale of the net profits interest will result in the dissolution of the trust. The net proceeds of any such sale will be distributed to the trust unitholders.

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***The disposal by the two members of MV Partners of their remaining trust units may reduce the market price of the trust units.***

As of the date this Form 10-K, the two members of MV Partners, MV Energy and VAP-I, LLC ("VAP-I"), owned 25% of the outstanding trust units. The two members of MV Partners may use some or all of the remaining trust units they own for a number of corporate purposes, including:

selling them for cash; and

exchanging them for interests in oil and natural gas properties or securities of oil and natural gas companies.

If they sell additional trust units or exchange trust units in connection with acquisitions, then additional trust units will be available for sale in the market. The sale of additional trust units may reduce the market price of the trust units. MV Partners and the trust have entered into a registration rights agreement pursuant to which the trust has agreed to file a registration statement or a shelf registration statement to register the resale of the remaining trust units held by MV Partners and any transferee of the trust units upon request by such holders. See "Item 13. Certain Relationships and Related Transactions, and Director Independence  Registration Rights."

***The market price for the trust units may not reflect the value of the net profits interest held by the trust.***

The trading price for publicly traded securities similar to the trust units tends to be tied to recent and expected levels of cash distributions. The amounts available for distribution by the trust will vary in response to numerous factors outside the control of the trust, including prevailing prices for sales of oil, natural gas and natural gas liquid production from the underlying properties. Consequently, the market price for the trust units may not necessarily be indicative of the value that the trust would realize if it sold the net profits interest to a third-party buyer. In addition, such market price may not necessarily reflect 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. As a result, distributions made to a trust unitholder over the life of these depleting assets may not equal or exceed the purchase price paid by the trust unitholder.

***Conflicts of interest could arise between MV Partners and the trust unitholders.***

The interests of MV Partners and the interests of the trust and the trust unitholders with respect to the underlying properties could at times differ. As a working interest owner in the underlying properties, MV Partners could have interests that conflict with the interests of the trust and the trust unitholders. For example:

MV Partners' interests may conflict with those of the trust and the trust unitholders in situations involving the development, maintenance, operation or abandonment of the underlying properties. MV Partners may make decisions with respect to development expenditures that adversely affect the underlying properties. These decisions include reducing development expenditures on these properties, which could cause oil and natural gas production to decline at a faster rate and thereby result in lower cash distributions by the trust in the future, or increasing development expenditures on the underlying properties during the final years of the term of the trust, which expenditures will benefit the unitholders only to the extent that they reduce the natural decline in oil and natural gas production during the term of the trust by an amount that more than offsets the cost of these development expenditures.

MV Partners may sell some or all of the underlying properties and such sale may not be in the best interests of the trust unitholders. In the event MV Partners sells all or any portion of the underlying properties, the purchaser of such underlying properties will acquire such underlying

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properties subject to the net profits interest relating thereto and, in connection therewith, such purchaser will be subject to the same standards of conduct with respect to development, operation and abandonment of such underlying properties as are imposed on MV Partners. MV Partners also has the right, subject to significant limitations as described herein, to cause the trust to release all or a portion of the net profits interest in connection with a sale of a portion of the underlying properties to which such net profits interest relates. In such an event, the trust is entitled to receive its proportionate share of the proceeds from the sale attributable to the net profits interest released. See "Business Description of the Underlying Properties Sale and Abandonment of Underlying Properties."

In addition, affiliates of MV Partners may engage in activities whereby such affiliates could have interests that conflict with the interests of MV Partners, which could, depending on the circumstances, negatively impact MV Partners' business.

In making decisions with respect to the development, operation, abandonment or sale of the underlying properties, MV Partners and any successor operator will be required under the applicable conveyance to act as a reasonably prudent operator in the State of Kansas under the same or similar circumstances would act if it were acting with respect to its own properties, disregarding the existence of the net profits interest. Except for specified matters that require approval of the trust unitholders, the documents governing the trust do not provide a mechanism for resolving these conflicting interests.

***The trust is managed by a trustee who cannot be replaced except at a special meeting of trust unitholders.***

The business and affairs of the trust are managed by the trustee. 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. The trust agreement provides that the trustee may only be removed and replaced by the holders of a majority of the outstanding trust units at a special meeting of trust unitholders called by either the trustee or the holders of not less than 10% of the outstanding trust units. MV Energy and VAP-I collectively own 25% of the outstanding trust units. As a result, it will be difficult to remove or replace the trustee, particularly without the approval of the members of MV Partners.

***Trust unitholders have limited ability to enforce provisions of the net profits interest.***

The trust agreement permits the trustee to sue MV Partners or any other future owner of the underlying properties on behalf of the trust to enforce the terms of the conveyance creating the net profits interest. If the trustee does not take appropriate action to enforce provisions of the conveyance, recourse of the trust unitholders would be limited to bringing a lawsuit against the trustee to compel the trustee to take specified actions. The trust agreement expressly limits the trust unitholders' ability to directly sue MV Partners or any other third party other than the trustee. As a result, the unitholders will not be able to sue MV Partners or any future owner of the underlying properties to enforce these rights.

***Courts outside of Delaware may not recognize the limited liability of the trust unitholders provided under Delaware law.***

Under the Delaware Statutory Trust Act, trust unitholders are entitled to the same limitation of personal liability extended to stockholders of private corporations under the General Corporation Law of the State of Delaware. Courts in jurisdictions outside of Delaware, however, may not give effect to such limitation.

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***The operations of the underlying properties are subject to environmental laws and regulations and operational safety matters that may result in significant costs and liabilities, which could reduce the amount of cash available for distribution to trust unitholders.***

Significant costs and liabilities can be incurred as a result of environmental and safety requirements applicable to the oil and natural gas exploration, development and production activities of the underlying properties. These costs and liabilities could arise under a wide range of federal, state and local environmental and safety laws and regulations, including regulations and enforcement policies, which have tended to become increasingly strict over time. Failure to comply with these laws and regulations may result in the assessment of administrative, civil and criminal penalties, imposition of cleanup and site restoration costs and liens, and to a lesser extent, issuance of injunctions to limit or cease operations. In addition, claims for damages to persons or property may result from environmental and other impacts of the operations of the underlying properties.

Strict, joint and several liability may be imposed under certain environmental laws, which could cause liability for the conduct of others or for the consequences of one's own actions that were in compliance with all applicable laws at the time those actions were taken. New laws, regulations or enforcement policies could be more stringent and impose unforeseen liabilities or significantly increase compliance costs. If it were not possible to recover the resulting costs through insurance or increased revenues, this could have a material adverse effect on the cash distributions to the trust unitholders. Please read "Item 1. Business  Description of the Underlying Properties  Regulation  Environmental Matters and Regulation" for more information.

***Governmental authorities may enact climate change regulations that could increase MV Partners' costs to operate and, therefore, adversely affect distributions to the trust unitholders.***

Congress has considered recent proposed legislation directed at reducing greenhouse gas emissions and President Obama has indicated his support of legislation aimed at reducing greenhouse gases. The EPA has proposed rules to regulate greenhouse gases and regional initiatives have formed to control greenhouse gases. Additionally, the states in which MV Partners operates may implement air pollution control regulations that are more stringent than existing and proposed federal regulations, in particular the regulation of emissions of greenhouse gases. The adoption of laws and regulations to implement controls of greenhouse gases, including the imposition of fees or taxes, could adversely affect MV Partners' operations and, therefore, distributions to the trust unitholders.

***Regulation of greenhouse gases and climate change could adversely affect trust distributions***.

Some scientific studies have suggested that emissions of certain gases, commonly referred to as greenhouse gases, including carbon dioxide and methane, may be contributing to the warming of the Earth's atmosphere and other climatic changes. In response to such studies, the issue of climate change and the effect of greenhouse gas emissions, in particular emissions from fossil fuels, is attracting increasing attention worldwide. Legislative and regulatory measures to address concerns that emissions of greenhouse gases are contributing to climate change are in various phases of discussions or implementation at the international, national, regional and state levels.

The EPA has determined that greenhouse gases from certain sources "endanger" public health or welfare. As a result, the EPA has begun to promulgate certain regulations and interpretations that will require new and modified stationary sources of greenhouse gases above certain thresholds to report, limit or control such emissions and began to issue rules which are intended to limit greenhouse gas emissions from the oil and gas sector beginning in 2012. More recently, the EPA issued rules intended to limit methane emissions from oil and gas production.

Existing or future laws, regulations, treaties or international agreements related to greenhouse gases and climate change, including incentives to conserve energy or use alternative energy sources,

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could have a negative impact on the operations of the underlying properties and the trust if such laws, regulations, treaties or international agreements reduce the worldwide demand for oil and natural gas or otherwise result in reduced economic activity generally. In addition, such laws, regulations, treaties or international agreements could result in increased compliance costs or additional operating restrictions, which may have a negative impact on the operations of the underlying properties and the trust. In addition to potential impacts on the operations of the underlying properties and the trust directly or indirectly resulting from climate-change legislation or regulations, the operations of the underlying properties and the trust also could be negatively affected by climate-change related physical changes or changes in weather patterns.

***The operations of the underlying properties are subject to complex federal, state, local and other laws and regulations that could adversely affect the cash distributions to the trust unitholders.***

The exploration, development and production operations of the underlying properties are subject to complex and stringent laws and regulations. In order to conduct its operations in compliance with these laws and regulations, MV Partners must obtain and maintain numerous permits, approvals and certificates from various federal, state and local governmental authorities. MV Partners may incur substantial costs and experience delays in order to maintain compliance with these existing laws and regulations, and the net profits interest will bear its share of these costs. In addition, the costs of compliance may increase or the operations of the underlying properties may be otherwise adversely affected if existing laws and regulations are revised or reinterpreted, or if new laws and regulations become applicable to such operations. Such costs could have a material adverse effect on the cash distributions to the trust unitholders.

Laws and regulations governing exploration and production may also affect production levels. MV Partners is required to comply with federal and state laws and regulations governing conservation matters, including: provisions related to the unitization or pooling of oil and natural gas properties; the establishment of maximum rates of production from wells; the spacing of wells; the plugging and abandonment of wells; and the removal of related production equipment. These and other laws and regulations can limit the amount of oil and natural gas MV Partners can produce from its wells, limit the number of wells it can drill, or limit the locations at which it can conduct drilling operations, which in turn could negatively impact trust distributions, estimated and actual future net revenues to the trust and estimates of reserves attributable to the trust's interests.

New laws or regulations, or changes to existing laws or regulations, may unfavorably impact MV Partners, could result in increased operating costs or have a material adverse effect on MV Partners' financial condition and results of operations and reduce the amount of cash received by the trust. For example, Congress is currently considering legislation that, if adopted in its proposed form, would subject companies involved in oil and natural gas exploration and production activities to, among other items, additional regulation of and restrictions on hydraulic fracturing of wells, the elimination of certain U.S. federal tax incentives and deductions available to oil and natural gas exploration and production activities, and the prohibition or additional regulation of private energy commodity derivative and hedging activities. These and other potential regulations could increase the operating costs of the underlying properties, reduce MV Partners' liquidity, delay MV Partners' operations or otherwise alter the way MV Partners conducts its business, any of which could have a material adverse effect on the net profits interest and the trust's cash flows.

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***The trust has not requested a ruling from the IRS regarding the tax treatment of ownership of the trust units or the tax treatment of the net profits interest. If the IRS were to determine (and be sustained in that determination) that the trust is not a grantor trust for federal income tax purposes, or that the net profits interest is not a debt instrument for federal income tax purposes, the trust unitholders may receive different and less advantageous tax treatment than that described in this Form 10-K.***

Tax counsel to MV Partners advised the trust at the time of formation that, for federal income tax purposes, in its opinion MV Partners will be treated as a grantor trust and not as an unincorporated business entity. Tax counsel to MV Partners also advised the trust at the time of formation that, for federal income tax purposes, based upon representations made by MV Partners regarding the expected economic life of the underlying properties and the expected duration of the net profits interest, in its opinion the net profits interest should be treated as a "production payment" under Section 636 of the Code or otherwise as a debt instrument.

If the net profits interest were not treated as a debt instrument, or if the trust were not treated as a grantor trust, for federal income tax purposes, the tax treatment of tax items in respect of an investment in trust units may be affected. The effects of this different tax treatment may be less advantageous to trust unitholders.

Neither MV Partners nor the trustee has requested a ruling from the IRS regarding these tax questions, and neither MV Partners nor the trust can assure the trust unitholders that such a ruling would be granted if requested or that the IRS will not challenge these positions on audit. See "Item 1. Business  Federal Income Tax Matters" for more information about the various matters described under this risk factor.

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

We are unable to predict changes in legislation that may be enacted, including as a result of fundamental tax reform. Any change could impact the tax treatment of tax items in respect of an investment in trust units.

Currently, an individual having modified adjusted gross income in excess of $200,000 (or $250,000 for married taxpayers filing joint returns) is subject to a net investment income tax equal generally to 3.8% of the lesser of such excess or the individual's net investment income, which appears to include interest income derived from investments such as the trust units as well as any net gain from the disposition of trust units.

***The trust's net profits interest may be characterized as an executory contract in bankruptcy, which could be rejected in bankruptcy, thus relieving MV Partners from its obligations to make payments to the trust with respect to the net profits interest.***

MV Partners has recorded the conveyance of the net profits interest in Kansas in the real property records in each Kansas county where the properties are located. MV Partners has informed the trustee that MV Partners believes that the delivery and recording of the conveyance constitute fully conveyed and vested property interests in the trust under Kansas law. If in a bankruptcy proceeding in which MV Partners becomes involved as a debtor a determination were made that the conveyance constitutes an executory contract and the net profits interest is not a fully conveyed property interest under the laws of Kansas, and if such contract were not to be assumed in a bankruptcy proceeding involving MV Partners, the trust would be treated as an unsecured creditor of MV Partners with respect to such net profits interest in the pending bankruptcy proceeding.

Oil and gas leases are real property interests under Colorado law. The net profits interest is a non-operating, non-possessory interest carved out of the oil and gas leasehold estate. MV Partners has

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informed the trustee that MV Partners believes that it is possible that the net profits interest for the underlying properties located in Colorado may not be treated as a real property interest under the laws of Colorado. MV Partners has recorded the conveyance of the net profits interest in the real property records of Colorado in accordance with local recording acts. MV Partners has informed the trustee that MV Partners believes that, if, during the term of the trust, MV Partners becomes involved as a debtor in a bankruptcy proceeding, the net profits interest relating to the underlying properties located in Colorado should be treated as a fully conveyed personal property interest under the laws of Colorado. In such a proceeding, however, a determination could be made that the conveyance constitutes an executory contract and the net profits interest is not a fully conveyed personal property interest under the laws of Colorado, and if such contract were not to be assumed in a bankruptcy proceeding involving MV Partners, the trust would be treated as an unsecured creditor of MV Partners with respect to such net profits interest in the pending bankruptcy proceeding.

***If the financial position of MV Partners degrades in the future, MV Partners may not be able to satisfy its obligations to the trust.***

MV Partners is a privately held limited liability company engaged in the exploration, development, production, gathering and aggregation and sale of oil and natural gas, primarily in the Mid-Continent region in the United States, and it is responsible for operating substantially all of the underlying properties. The operating agreement of MV Partners provides that Vess Oil and Murfin Drilling will operate the underlying properties on behalf of MV Partners for which MV Partners is designated as the operator. The conveyance provides that MV Partners is obligated to market, or cause to be marketed, the production related to the underlying properties.

The ability of MV Partners to perform its obligations related to the operation of the underlying properties will depend on MV Partners' future financial condition and economic performance, which in turn will depend upon the supply and demand for oil and natural gas, prevailing economic conditions, collections of payments due from third parties, and upon financial, business and other factors, many of which are beyond the control of MV Partners.

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

None.

**Item 2. Properties.**

Reference is made to "Item 1 Business" and "Item 7 Trustee's Discussion and Analysis of Financial Condition and Results of Operations Planned Development and Workover Program," which are incorporated herein by reference.

**Item 3. Legal Proceedings.**

Currently, there are no legal proceedings pending to which the trust is a party or of which any of its property is the subject.

**Item 4. Mine Safety Disclosures.**

None.

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## PART II

### Item 5. Market for the Registrant's Common Equity, Related Unitholder Matters and Issuer Purchases of Equity Securities.

The trust units commenced trading on the New York Stock Exchange on January 19, 2007 under the symbol "MVO." The following table sets forth, for the periods indicated, the high and low sales prices per unit, as reported on the New York Stock Exchange, and the amount of cash distributions declared per unit.

| | High | Low | Cash Distributions |
|---|---|---|---|
| **2015** | | | |
| First Quarter (January 1, 2015 through March 31, 2015) | $ 17.10 | $ 14.12 | $ 0.610 |
| Second Quarter (April 1, 2015 through June 30, 2015) | 15.10 | 10.25 | 0.255 |
| Third Quarter (July 1, 2015 through September 30, 2015) | 10.46 | 5.34 | 0.200 |
| Fourth Quarter (October 1, 2015 through December 31, 2015) | 7.50 | 4.50 | 0.210 |
| **2016** | | | |
| First Quarter (January 1, 2016 through March 31, 2016) | $ 5.78 | $ 3.26 | $ 0.100 |
| Second Quarter (April 1, 2016 through June 30, 2016) | 6.50 | 3.90 | 0.030 |
| Third Quarter (July 1, 2016 through September 30, 2016) | 6.49 | 5.14 | 0.110 |
| Fourth Quarter (October 1, 2016 through December 31, 2016) | 6.76 | 5.15 | 0.160 |

As of March 14, 2017, the 11,500,000 units outstanding were held by 10 unitholders of record.

Each quarter, the trustee determines the amount of funds available for distribution to the trust unitholders. Available funds are the excess cash, if any, received by the trust from the net profits interest and other sources (such as interest earned on any amounts reserved by the trustee) that quarter, less the trust's expenses for that quarter. Available funds will also be reduced by any cash that the trustee decides to hold as a reserve against future expenses. It is expected that quarterly cash distributions during the term of the trust will be made by the trustee on or before the 25th day of the month following the end of each quarter to the trust unitholders of record on the 15th day of the month following the end of each quarter (or the next succeeding business day).

**Equity Compensation Plans**

The trust does not have any employees and, therefore, does not maintain any equity compensation plans.

**Recent Sales of Unregistered Securities**

There were no equity securities sold by the trust during the year ended December 31, 2016 that were not registered under the Securities Act of 1933, as amended, which we refer to herein as the "Securities Act."

**Purchases of Equity Securities**

There were no purchases of trust units by the trust or any affiliated purchaser during the fourth quarter of the year ended December 31, 2016.

### Item 6. Selected Financial Data.

The following table sets forth selected data for the trust as of December 31, 2012, 2013, 2014, 2015 and 2016, and for the years ended December 31, 2012, 2013, 2014, 2015 and 2016 based on the audited statements of assets and trust corpus as of December 31, 2012, 2013, 2014, 2015 and 2016 and the

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audited statements of distributable income for the years ended December 31, 2012, 2013, 2014, 2015 and 2016.

| | For the Year Ended December 31, | | | | |
|---|---|---|---|---|---|
| | 2012 | 2013 | 2014 | 2015 | 2016 |
| Net profits income | $ 41,538,965 | $ 37,876,668 | $ 39,937,139 | $ 15,460,776 | $ 5,498,736 |
| Distributable income | $ 40,825,000 | $ 37,030,000 | $ 39,042,500 | $ 14,662,500 | $ 4,600,000 |
| Distributions per trust unit | $ 3.5500 | $ 3.2200 | $ 3.3950 | $ 1.2750 | $ 0.4000 |
| Total assets at year end | $ 30,068,995 | $ 27,292,083 | $ 24,723,712 | $ 22,186,835 | $ 19,540,827 |

**Item 7. Trustee's Discussion and Analysis of Financial Condition and Results of Operations.**

The following review of the trust's financial condition and results of operations should be read in conjunction with the financial statements and notes thereto. The trust's purpose is, in general, to hold the net profits interest to distribute to the trust unitholders cash that the trust receives in respect of the net profits interest and to perform certain administrative functions in respect of the net profits interest and the trust units. The trust derives substantially all of its income and cash flows from the net profits interest.

**Critical Accounting Policies**

The trust uses the modified cash basis of accounting to report receipts by the trust of the net profits interest and payments of expenses incurred. The net profits interest represents the right to receive revenues (oil, gas and natural liquid gas sales) less direct operating expenses (lease operating, maintenance and overhead expenses and production and property taxes) and an adjustment for lease equipment cost and lease development expenses (which are capitalized in financial statements prepared in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP")) of the underlying properties times 80%. Cash distributions of the trust will be made based on the amount of cash received by the trust pursuant to terms of the conveyance creating the net profits interest.

The financial statements of the trust, as prepared on a modified cash basis, reflect the trust's assets, trust corpus, earnings and distributions as follows:

(a) Income from the net profits interest is recorded when distributions are received by the trust;

(b) Distributions to trust unitholders are recorded when paid by the trust;

(c) Trust general and administrative expenses (which include the trustee's fees as well as accounting, engineering, legal and other professional fees) are recorded when paid;

(d) Cash reserves for trust expenses may be established by the trustee for certain expenditures that would not be recorded as contingent liabilities under U.S. GAAP;

(e) Amortization of the investment in net profits interest, calculated using the units-of-production method based upon total estimated proved reserves, is charged directly to trust corpus and does not affect distributable income; and

(f) The trust evaluates its investment in the net profits interest periodically to determine whether its aggregate value has been impaired below its total capitalized cost based on the underlying properties. The trust will provide a write-down to its investment in the net profits interest if and when total capitalized costs, less accumulated amortization, exceed undiscounted future net cash flows attributable to the trust's interests in the proved oil and gas reserves of the underlying properties.

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While these statements differ from financial statements prepared in accordance with U.S. GAAP, the modified cash basis of reporting revenues and distributions is considered most meaningful because quarterly distributions to the trust unitholders are based on net cash receipts received from MV Partners. This comprehensive basis of accounting other than U.S. GAAP corresponds to the accounting permitted for royalty trusts by the SEC as specified by Staff Accounting Bulletin Topic 12:E, Financial Statements of Royalty Trusts.

**Comparison of Results of the Trust for the Years Ended December 31, 2016 and 2015**

Income for the trust from the net profits interest was $5.5 million for the year ended December 31, 2016 compared to $15.5 million for the year ended December 31, 2015. General and administrative expense for the trust was $0.95 million for 2016 and $0.78 million for 2015. The trust paid administration fees of $0.09 million to MV Partners for each of 2016 and 2015. In addition, the trustee used $54,000 and withheld $14,000 of cash on hand for future trust expenses for the year ended December 31, 2016 and 2015, respectively. MV Partners also released $250,000 of the reserve previously held for future capital expenditures during 2016. These factors resulted in distributable income of $4.6 million, or $0.400 per unit, in 2016 compared to $14.7 million, or $1.275, per unit in 2015.

The revenues from oil production are typically received by MV Partners one month after production; thus, the cash received by the trust during the year ended December 31, 2016 substantially represented the production by MV Partners from September 2015 through August 2016, and the cash received by the trust during the year ended December 31, 2015 substantially represented the production by MV Partners from September 2014 through August 2015. MV Partners computes net proceeds quarterly on a calendar basis and distributes to the trust 80% of the aggregate of such net proceeds attributable to a computation period on or before the 25th day of the month following the computation period. As a result, for the year ended December 31, 2016, the trust's net profits interest represented the cash proceeds received by the trust, which was based upon the cash receipts for the oil and gas production collected by MV Partners from October 1, 2015 through September 30, 2016. For the year ended December 31, 2015, the trust's net profits interest represented the cash proceeds received by the trust, which was based upon the cash receipts for the oil and gas production collected by MV Partners from October 1, 2014 through September 30, 2015.

Excess of revenues over direct operating expenses and lease equipment and development costs from the underlying properties was $6.6 million for the period from October 1, 2015 through September 30, 2016. The trust's net profits interest (80%) of this total was $5.2 million for the year ended December 31, 2016. During 2016, MV Partners released $250,000 of the reserve previously held for future capital expenditures during 2016, which resulted in total cash proceeds received by the trust of $5.5 million for the year ended December 31, 2016.

Excess of revenues over direct operating expenses and lease equipment and development costs from the underlying properties was $19.3 million for the period from October 1, 2014 through September 30, 2015. The trust's net profits interest (80%) of this total was $15.5 million for the year ended December 31, 2015. During 2015, MV Partners did not withhold or release any dollar amounts due to the Trust, which resulted in total cash proceeds received by the trust of $15.5 million for the year ended December 31, 2015.

The average price received for crude oil sold during 2016 was $36.12 per Bbl, while the average price received for crude oil sold during 2015 was $54.35 per Bbl. The average price received for natural gas sold during 2016 was $1.83 per Mcf, while the average price received for natural gas sold during 2015 was $2.84 per Mcf. The average prices for 2016 related to production by MV Partners from September 2015 through August 2016, and the average prices for 2015 related to production by MV Partners from September 2014 through August 2015.

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The overall production volumes sold and delivered to purchasers attributable to the 80% net profits interest that was for the oil and gas production sold and delivered during the period from October 1, 2015 to September 30, 2016 were 606,436 Bbls of oil, 47,303 Mcf of natural gas and 951 Bbls of natural gas liquids for a total equivalent barrels of oil of 614,938. The overall production volumes sold and delivered to purchasers attributable to the 80% net profits interest that was for the oil and gas production sold and delivered during the period from October 1, 2014 to September 30, 2015 were 650,634 Bbls of oil, 46,082 Mcf of natural gas and 733 Bbls of natural gas liquids for a total equivalent barrels of oil of 658,790.

As noted above, the amounts reflected in the accompanying financial statements for the trust's year ended December 31, 2016 reflect cash received by the trust during the year. Such cash is primarily derived from production by MV Partners from September 2015 through August 2016. The amounts reflected in the accompanying financial statements for the trust's year ended December 31, 2015 reflect cash received by the trust during the year. Such cash is primarily derived from production by MV Partners from September 2014 through August 2015.

**Comparison of Results of the Trust for the Years Ended December 31, 2015 and 2014**

Income for the trust from the net profits interest was $15.5 million for the year ended December 31, 2015 compared to $39.9 million for the year ended December 31, 2014. General and administrative expense for the trust was $0.8 million for 2015 and $0.9 million for 2014. The trust paid administration fees of $0.1 million to MV Partners for each of 2015 and 2014. In addition, the trustee withheld $14,000 and $41,000 of cash for future trust expenses for the years ended December 31, 2015 and 2014, respectively, resulting in distributable income of $14.7 million, or $1.275 per unit, in 2015 compared to $39.0 million, or $3.395, per unit in 2014.

The revenues from oil production are typically received by MV Partners one month after production; thus, the cash received by the trust during the year ended December 31, 2015 substantially represented the production by MV Partners from September 2014 through August 2015, and the cash received by the trust during the year ended December 31, 2014 substantially represented the production by MV Partners from September 2013 through August 2014. MV Partners computes net proceeds quarterly on a calendar basis and distributes to the trust 80% of the aggregate of such net proceeds attributable to a computation period on or before the 25th day of the month following the computation period. As a result, for the year ended December 31, 2015, the trust's net profits interest represented the cash proceeds received by the trust, which was based upon the cash receipts for the oil and gas production collected by MV Partners from October 1, 2014 through September 30, 2015. For the year ended December 31, 2014, the trust's net profits interest represented the cash proceeds received by the trust, which was based upon the cash receipts for the oil and gas production collected by MV Partners from October 1, 2013 through September 30, 2014.

Excess of revenues over direct operating expenses and lease equipment and development costs from the underlying properties was $19.3 million for the period from October 1, 2014 through September 30, 2015. The trust's net profits interest (80%) of this total was $15.5 million for the year ended December 31, 2015. During 2015, MV Partners did not withhold or release any dollar amounts due to the Trust, which resulted in total cash proceeds received by the trust of $15.5 million for the year ended December 31, 2015.

Excess of revenues over direct operating expenses and lease equipment and development costs from the underlying properties was $51.0 million for the period from October 1, 2013 through September 30, 2014. The trust's net profits interest (80%) of this total was $40.8 million for the year ended December 31, 2014. In addition, during 2014, MV Partners withheld $850,000 of the reserve for future capital expenses for the year ended December 31, 2014, which resulted in total cash proceeds received by the trust of $39.9 million for the year ended December 31, 2014.

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The average price received for crude oil sold during 2015 was $54.35 per Bbl, while the average price received for crude oil sold during 2014 was $93.85 per Bbl. The average price received for natural gas sold during 2015 was $2.84 per Mcf, while the average price received for natural gas sold during 2014 was $4.04 per Mcf. The average prices for 2015 related to production by MV Partners from September 2014 through August 2015, and the average prices for 2014 related to production by MV Partners from September 2013 through August 2014.

The overall production volumes sold and delivered to purchasers attributable to the 80% net profits interest that was for the oil and gas production sold and delivered during the period from October 1, 2014 to September 30, 2015 were 650,634 Bbls of oil, 46,082 Mcf of natural gas and 733 Bbls of natural gas liquids for a total equivalent barrels of oil of 658,790. The overall production volumes sold and delivered to purchasers attributable to the 80% net profits interest that was for the oil and gas production sold and delivered during the period from October 1, 2013 to September 30, 2014 were 677,095 Bbls of oil, 49,298 Mcf of natural gas and 1,226 Bbls of natural gas liquids for a total equivalent barrels of oil of 686,108.

As noted above, the amounts reflected in the accompanying financial statements for the trust's year ended December 31, 2015 reflect cash received by the trust during the year. Such cash is primarily derived from production by MV Partners from September 2014 through August 2015. The amounts reflected in the accompanying financial statements for the trust's year ended December 31, 2014 reflect cash received by the trust during the year. Such cash is primarily derived from production by MV Partners from September 2013 through August 2014.

**Liquidity and Capital Resources**

Other than trust administrative expenses, including any reserves established by the trustee for future liabilities, the trust's only use of cash is for distributions to trust unitholders. Administrative expenses include payments to the trustee as well as an annual administrative fee to MV Partners pursuant to the administrative services agreement. Each quarter, the trustee determines the amount of funds available for distribution. Available funds are the excess cash, if any, received by the trust from the net profits interest and payments from other sources (such as interest earned on any amounts reserved by the trustee) in that quarter, over the trust's expenses paid for that quarter. Available funds are reduced by any cash the trustee decides to hold as a reserve against future expenses. As of December 31, 2016, $120,000 was held by the trustee as such a reserve. The trustee may cause the trust to borrow funds required to pay expenses if the trustee determines that the cash on hand and the cash to be received are insufficient to cover the trust's liabilities. If the trust borrows funds, the trust unitholders will not receive distributions until the borrowed funds are repaid. During each of 2015 and 2016, MV Partners made no advances to the trust for trust expenses.

Income to the trust from the net profits interest is based on the calculation and definitions of "gross proceeds" and "net proceeds" contained in the conveyance.

As further discussed below, MV Partners' development and workover program will require MV Partners to make future capital expenditures in connection with the development, exploration and production of oil and gas. Substantially all of the underlying properties are located in mature fields and MV Partners does not expect future costs for the underlying properties to change significantly as compared to recent historical costs other than increases due to increases in the general cost of oilfield services.

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.

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**Planned Development and Workover Program**

Since acquiring the underlying properties in 1998 and 1999, MV Partners has implemented a development program on the underlying properties to develop further proved undeveloped reserves and to help offset the natural decline in production. These activities included recompletion of certain existing wells into new producing horizons, workovers of existing wells, and the drilling of infill development wells.

The development program that MV Partners currently intends to implement over the five years ending December 31, 2021 with respect to the underlying properties categorized as proved undeveloped reserves consists of drilling development wells, recompletion and workover projects, and polymer workovers. The development program that MV Partners currently intends to implement over the next five years with respect to the underlying properties categorized as proved developed non-producing reserves consists of well-reactivation projects, injection well-workover projects, recompletion projects, and well- workover projects.

MV Partners has undertaken 3-D seismic surveys covering several leases constituting a part of the underlying properties. These leases have over 32 undrilled offset locations of varying quality based on offset production and subsurface mapping. The 3-D data was utilized to refine the subsurface mapping with respect to the size of mapped sink holes and to define smaller structural features along the edges of the main formation reservoir. Using this data, MV Partners has scheduled the drilling of 12 proved undeveloped locations over the five years ending December 31, 2021. MV Partners has expanded its 3-D seismic program into other fields constituting a part of the underlying properties.

MV Partners expects total capital expenditures for the underlying properties during the five years ending December 31, 2021 will be approximately $12.4 million. Of this total, MV Partners contemplates spending approximately $8.9 million to drill development wells in seven project areas and approximately $3.5 million for recompletion and workovers of existing wells. MV Partners expects that these capital projects will add production that will partially offset the natural decline in production otherwise expected to occur with respect to the underlying properties. The trust is not directly obligated to pay any portion of any capital expenditures made with respect to the underlying properties; however, capital expenditures made by MV Partners with respect to the underlying properties will be deducted from the gross proceeds in calculating the net proceeds from which cash will be paid to the trust. As a result, the trust will indirectly bear an 80% (subject to certain limitations during the final three years of the trust, as described above under "Item 1. Business  Computation of Net Proceeds  Net Profits Interest") share of any capital expenditures made with respect to the underlying properties. Accordingly, higher or lower capital expenditures will, in general, directly decrease or increase, respectively, the cash received by the trust in respect of its net profits interest. As the cash received by the trust in respect of the net profits interest will be reduced by the trust's pro rata share of these capital expenditures, MV Partners expects that it will incur capital expenditures with respect to the underlying properties throughout the term of the trust on a basis that balances the impact of the capital expenditures on current cash distributions to the trust unitholders with the longer term benefits of increased oil and natural gas production expected to result from the capital expenditures. In addition, MV Partners may establish a capital reserve of up to $1.0 million in the aggregate at any given time to reduce the impact on distributions of uneven capital expenditure timing.

MV Partners, as the operator of the underlying properties, is entitled to make all determinations related to capital expenditures with respect to the underlying properties, and there are no limitations on the amount of capital expenditures that MV Partners may incur with respect to the underlying properties, except as described above under "Item 1. Business  Computation of Net Proceeds  Net Profits Interest." As the trust unitholders would not be expected to fully realize the benefits of capital expenditures made with respect to the underlying properties toward the end of the term of the trust, during each twelve-month period beginning on the later to occur of (1) June 30, 2023, and (2) the time

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when 13.2 MMBoe have been produced from the underlying properties and sold (which is the equivalent of 10.6 MMBoe in respect of the net profits interest), capital expenditures that may be taken into account in calculating net proceeds attributable to the net profits interest will be limited to the average annual capital expenditures during the preceding three years, as adjusted for inflation. See "Item 1. Business Computation of Net Proceeds Net Profits Interest."

**Off-Balance Sheet Arrangements**

The trust has no off-balance sheet 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**

As of December 31, 2016, the trust had no obligations or commitments to make future contractual payments other than the administrative services fee and trustee fee payable to MV Partners and the trustee, respectively. See "Item 8. Financial Statements and Supplementary Data Notes to Financial Statements Note G Related Party Transactions."

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

Substantially all of the income to the trust is derived from the net profits interest, which generally entitles the trust to receive 80% of the net proceeds from oil and gas production from the underlying properties. Consequently, the trust is exposed to market risk from fluctuations in oil and gas prices. Although the trust may borrow money to pay expenses of the trust, the amount of any such borrowings is unlikely to be material to the trust. As a result, the trust is not subject to any material interest rate market risk.

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

**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

To the Trustee and Unitholders
MV Oil Trust

We have audited the accompanying statements of assets and trust corpus of MV Oil Trust (the "Trust") as of December 31, 2015 and 2016, and the related statements of distributable income and changes in trust corpus for each of the three years in the period ended December 31, 2016. These financial statements are the responsibility of the Trust's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

As described in Note B to the financial statements, these 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.

In our opinion, the financial statements referred to above present fairly, in all material respects, the assets and trust corpus of MV Oil Trust as of December 31, 2015 and 2016, and its distributable income and its changes in trust corpus for each of the three years in the period ended December 31, 2016 on the basis of accounting described in Note B.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the Trust's internal control over financial reporting as of December 31, 2016, based on criteria established in the 2013 *Internal Control Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO), and our report dated March 14, 2017 expressed an unqualified opinion thereon.

/s/ Grant Thornton LLP

Wichita, Kansas
March 14, 2017

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**MV OIL TRUST**

**STATEMENTS OF ASSETS AND TRUST CORPUS**

| | December 31, 2015 | December 31, 2016 |
|---|---|---|
| ASSETS | | |
| Cash and cash equivalents | $ 173,840 | $ 119,648 |
| Investment in net profits interest | 50,383,675 | 50,383,675 |
| Accumulated amortization | (28,370,680) | (30,962,496) |
| Total assets | $ 22,186,835 | $ 19,540,827 |
| TRUST CORPUS | | |
| Trust corpus, 11,500,000 Trust units issued and outstanding at December 31, 2015 and 2016 | $ 22,186,835 | $ 19,540,827 |

**STATEMENTS OF DISTRIBUTABLE INCOME**

| | Year ended December 31, 2014 | 2015 | 2016 |
|---|---|---|---|
| Income from net profits interest | $ 39,937,139 | $ 15,460,776 | $ 5,498,736 |
| Cash on hand used (withheld) for Trust expenses | (40,725) | (14,045) | 54,192 |
| General and administrative expense(1) | (853,914) | (784,231) | (952,928) |
| Distributable income | $ 39,042,500 | $ 14,662,500 | $ 4,600,000 |
| Distributions per Trust unit (11,500,000 Trust units issued and outstanding for 2014, 2015 and 2016) | $ 3.395 | $ 1.275 | $ 0.400 |

(1) Includes $82,114, $85,399 and $88,815 paid to MV Partners, LLC and $150,100, $149,600, and $150,100 paid to The Bank of New York Mellon Trust Company, N.A. for the years ended December 31, 2014, 2015 and 2016, respectively.

**STATEMENTS OF CHANGES IN TRUST CORPUS**

| | Year ended December 31, 2014 | 2015 | 2016 |
|---|---|---|---|
| Trust corpus, beginning of year | $ 27,292,083 | $ 24,723,712 | $ 22,186,835 |
| Income from net profits interest | 39,937,139 | 15,460,776 | 5,498,736 |
| Cash distributions | (39,042,500) | (14,662,500) | (4,600,000) |

| | | | |
|---|---|---|---|
| Trust expenses | (853,914) | (784,231) | (952,928) |
| Amortization of net profits interest | (2,609,096) | (2,550,922) | (2,591,816) |
| Trust corpus, end of year | $ 24,723,712 | $ 22,186,835 | $ 19,540,827 |

The accompanying notes are an integral part of these statements.

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**MV Oil Trust**

**NOTES TO FINANCIAL STATEMENTS**

**NOTE A ORGANIZATION OF THE TRUST**

MV Oil Trust (the "Trust") is a statutory trust formed on August 3, 2006, under the Delaware Statutory Trust Act pursuant to a Trust Agreement (the "Trust Agreement") among MV Partners, LLC ("MV Partners") as trustor, The Bank of New York Mellon Trust Company, N.A., as Trustee (the "Trustee"), and Wilmington Trust Company, as Delaware Trustee (the "Delaware Trustee").

The Trust was created to acquire and hold a term net profits interest for the benefit of the Trust unitholders pursuant to a conveyance from MV Partners to the Trust. The term net profits interest is an interest in underlying properties consisting of MV Partner's net interests in all of its oil and natural gas properties located in the Mid-Continent region in the states of Kansas and Colorado (the "underlying properties"). These oil and gas properties include approximately 1,000 producing oil and gas wells.

The net profits interest is passive in nature, and the Trustee has no management control over and no responsibility relating to the operation of the underlying properties. The net profits interest entitles the Trust to receive 80% of the net proceeds attributable to MV Partners' interest from the sale of production from the underlying properties during the term of the Trust. The net profits interest will terminate on the later to occur of (1) June 30, 2026 or (2) the time when 14.4 million barrels of oil equivalent (MMBoe) have been produced from the underlying properties and sold (which amount is the equivalent of 11.5 MMBoe with respect to the Trust's 80% net profits interest), and the Trust will soon thereafter wind up its affairs and terminate. As of December 31, 2016, cumulatively, since inception, the Trust has received payment for approximately 7.4 MMBoe (unaudited). The trust will dissolve prior to its termination if:

(a) the trust sells the net profits interest;

(b) annual gross proceeds attributable to the net profits interest are less than $1 million for each of two consecutive years;

(c) the holders of a majority of the outstanding trust units vote in favor of dissolution; or

(d) there is a judicial dissolution of the trust.

The Trustee can authorize the Trust to borrow money to pay Trust administrative or incidental expenses that exceed cash held by the Trust. The Trustee may authorize the Trust to borrow from the Trustee or the Delaware Trustee as a lender provided the terms of the loan are similar to the terms it would grant to a similarly situated commercial customer with whom it did not have a fiduciary relationship. The Trustee may also deposit funds awaiting distribution in an account with itself and make other short term investments with the funds distributed to the Trust.

**NOTE B TRUST ACCOUNTING POLICIES**

A summary of the significant accounting policies of the Trust follows.

1. *Basis of accounting*

The Trust uses the modified cash basis of accounting to report receipts by the Trust of the net profits interest and payments of expenses incurred. The net profits interest represents the right to receive revenues (oil, gas and natural gas liquid sales) less direct operating expenses (lease operating, maintenance and overhead expenses and production and property taxes) and an adjustment for lease equipment cost and lease development expenses (which are capitalized in financial statements prepared

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**MV Oil Trust**

**NOTES TO FINANCIAL STATEMENTS (Continued)**

**NOTE B TRUST ACCOUNTING POLICIES (Continued)**

in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP")) of the underlying properties times 80% (term net profits interest percentage). Actual cash receipts may vary due to timing delays of actual cash receipts from the property operators or purchasers and due to wellhead and pipeline volume balancing agreements or practices. The actual cash distributions of the Trust will be made based on the terms of the conveyance creating the Trust's net profits interest.

The financial statements of the Trust, as prepared on a modified cash basis, reflect the Trust's assets, Trust corpus, and distributable income as follows:

(a) Income from Net Profits Interest is recorded when distributions are received by the Trust;

(b) Distributions to Trust unitholders are recorded when paid by the Trust;

(c) Trust general and administrative expenses (which include the Trustee's fees as well as accounting, engineering, legal and other professional fees) are recorded when paid;

(d) Cash reserves for Trust expenses may be established by the Trustee for certain expenditures that would not be recorded as contingent liabilities under U.S. GAAP;

(e) Amortization of the investment in Net Profits Interest, calculated using the units-of-production method based upon total estimated proved reserves, is charged directly to trust corpus and does not affect distributable income; and

(f) The Trust evaluates its investment in the net profits interest periodically to determine whether its aggregate value has been impaired below its total capitalized cost based on the underlying properties. The Trust will provide a write-down to its investment in the net profits interest if and when total capitalized costs, less accumulated amortization, exceed undiscounted net future cash flows attributable to the Trust's interests in the proved oil and gas reserves of the underlying properties.

While these statements differ from financial statements prepared in accordance with U.S. GAAP, the modified cash basis of reporting income and distributions is considered most meaningful because quarterly distributions to the Trust unitholders are based on net cash receipts.

This comprehensive basis of accounting other than generally accepted accounting principles corresponds to the accounting permitted for royalty trusts by the U.S. Securities and Exchange Commission (the "SEC") as specified by Staff Accounting Bulletin Topic 12:E, Financial Statements of Royalty Trusts.

No new accounting pronouncements have been adopted or issued during the year ended December 31, 2016 that would impact the financial statements of the Trust.

2. *Cash equivalents*

For purposes of these statements, the Trust considers all highly liquid investments purchased with an original maturity of three months or less to be cash equivalents.

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**MV Oil Trust**

**NOTES TO FINANCIAL STATEMENTS (Continued)**

**NOTE B TRUST ACCOUNTING POLICIES (Continued)**

3. *Use of estimates*

The preparation of financial statements requires estimates and assumptions that affect reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of income and expenses during the reporting period. Actual results could differ from those estimates.

Significant estimates affecting these financial statements include estimates of proved oil and gas reserves, which are used to compute the Trust's amortization of net profits interest.

**NOTE C NET PROFITS INTEREST**

The net profits interest was recorded at the historical cost of MV Partners on January 24, 2007, the date of conveyance, and is calculated as follows:

| | | |
|---|---|---|
| Oil and gas properties | $ | 96,210,819 |
| Accumulated depreciation and depletion | | (40,468,762) |
| Hedge asset | | 7,237,537 |
| Net property value to be conveyed | | 62,979,594 |
| Times 80% net profits interest to Trust | $ | 50,383,675 |

**NOTE D INCOME FROM NET PROFITS INTEREST**

| | Year ended December 31, | | |
|---|---|---|---|
| | **2014** | **2015** | **2016** |
| Excess of revenues over direct operating expenses and lease equipment and development costs(1) | $ 50,983,923 | $ 19,325,970 | $ 6,560,920 |
| Times net profits interest over the term of the Trust | 80% | 80% | 80% |
| Income from net profits interest before reserve adjustments | 40,787,139 | 15,460,776 | 5,248,736 |
| MV Partners reserve for future capital expenditures(2) | (850,000) | | 250,000 |
| Income from net profits interest(3) | $ 39,937,139 | $ 15,460,776 | $ 5,498,736 |

(1) Pursuant to the conveyance of the net profits interest, direct operating expenses, lease equipment and development costs, and payments made to settle hedges are deducted when calculating the distributable income to the Trust.

(2) Pursuant to the conveyance of the net profits interest, MV Partners can reserve up to $1.0 million for future capital expenditures at any time. During 2014, MV Partners withheld $850,000 for future capital expenditures. The reserve balance was $1.0 million at

December 31, 2014. During 2015, MV Partners did not withhold or release any dollar amounts due to the Trust. The reserve balance was $1.0 million at December 31, 2015. During 2016, MV Partners released $250,000 previously held for future capital expenditures. The reserve balance was $750,000 at December 31, 2016.

(3)

The income from net profits interest is based upon the cash receipts from MV Partners for the oil and gas production. The revenues from oil production are typically received one month after

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**MV Oil Trust**

**NOTES TO FINANCIAL STATEMENTS (Continued)**

**NOTE D INCOME FROM NET PROFITS INTEREST (Continued)**

production; thus, the cash received by the Trust during the year ended December 31, 2014 substantially represents the production by MV Partners from September 2013 through August 2014, the cash received by the Trust during the year ended December 31, 2015 substantially represents the production by MV Partners from September 2014 through August 2015 and the cash received by the Trust during the year ended December 31, 2016 substantially represents the production by MV Partners from September 2015 through August 2016.

For the years ended December 31, 2014, 2015 and 2016, MV Purchasing purchased 75%, 75% and 76%, respectively, of the production sold from the underlying properties. Sales to MV Purchasing are under short-term arrangements, ranging from one to six months, using market sensitive pricing.

**NOTE E INCOME TAXES**

Tax counsel to the Trust advised the Trust at the time of formation that, under then current tax laws, in its opinion the net profits interest should be treated as a debt instrument for federal income tax purposes, and the Trust should be required to treat a portion of each payment it receives with respect to the net profits interest as interest income in accordance with the "noncontingent bond method" under the original issue discount rules contained in the Internal Revenue Code of 1986, as amended, and the corresponding regulations. Tax counsel to the Trust also advised the Trust at the time of formation that in its opinion the Trust will be treated as a grantor trust for federal income tax purposes. On the basis of this advice, Trust unitholders will be considered to own and receive the Trust's assets and income and will be directly taxable thereon as if no trust were in existence. No provision for federal or state income taxes has been made in the accompanying statements.

**NOTE F DISTRIBUTIONS TO UNITHOLDERS**

The Trustee determines for each quarter the amount available for distribution to the Trust unitholders. This distribution is expected to be made on or before the 25th day of the month following the end of each quarter to the Trust unitholders of record on the 15th day of the month following the end of each quarter (or the next succeeding business day). Such amounts will be equal to the excess, if any, of the cash received by the Trust relating to such preceding quarter, over the expenses of the Trust

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**MV Oil Trust**

**NOTES TO FINANCIAL STATEMENTS (Continued)**

**NOTE F DISTRIBUTIONS TO UNITHOLDERS (Continued)**

for such quarter, subject to adjustments for changes made by the Trustee during such quarter in any cash reserves established for future expenses of the Trust.

| Date paid | Period covered | Distribution per unit | Reserve released (established)(1) |
|---|---|---|---|
| January 24, 2014 | October 1, 2013 through December 31, 2013 | $ 0.83 | $ |
| April 25, 2014 | January 1, 2014 through March 31, 2014 | 0.88 | (350,000) |
| July 25, 2014 | April 1, 2014 through June 30, 2014 | 0.79 | (500,000) |
| October 24, 2014 | July 1, 2014 through September 30, 2014 | 0.895 | |
| January 23, 2015 | October 1, 2014 through December 31, 2014 | $ 0.61 | $ |
| April 24, 2015 | January 1, 2015 through March 31, 2015 | 0.255 | |
| July 24, 2015 | April 1, 2015 through June 30, 2015 | 0.20 | |
| October 23, 2015 | July 1, 2015 through September 30, 2015 | 0.21 | |
| January 25, 2016 | October 1, 2015 through December 31, 2015 | $ 0.10 | $ |
| April 25, 2016 | January 1, 2016 through March 31, 2016 | 0.03 | |
| July 25, 2016 | April 1, 2016 through June 30, 2016 | 0.11 | 250,000 |
| October 25, 2016 | July 1, 2016 through September 30, 2016 | 0.16 | |

(1) Pursuant to the conveyance of the net profits interest, MV Partners can reserve up to $1.0 million for future capital expenditures at any time

**NOTE G RELATED PARTY TRANSACTIONS**

The Trust has entered into an administrative services agreement with MV Partners that obligates the Trust, throughout the term of the Trust, to pay to MV Partners each quarter an administrative services fee for accounting, bookkeeping and informational services performed by MV Partners on behalf of the Trust relating to the net profits interest. The annual fee was a total of $82,114, $85,399 and $88,815 for 2014, 2015 and 2016, respectively, which will increase by 4% each year. The administrative services agreement will terminate upon the termination of the net profits interest unless earlier terminated by mutual agreement of the Trustee and MV Partners.

The Trust has entered into a Trust Agreement with the Trustee that obligates the Trust, throughout the term of the Trust, to pay to the Trustee a quarterly fee. The annual fee was a total of $150,000 for each of 2014, 2015 and 2016. The Trust Agreement will terminate upon the termination of the net profits interest unless earlier terminated by mutual agreement of a majority of the Trust unitholders.

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**MV Oil Trust**

**NOTES TO FINANCIAL STATEMENTS (Continued)**

**NOTE H ADVANCE FOR TRUST EXPENSES**

Under the terms of the Trust Agreement, the Trustee is allowed to borrow money to pay Trust expenses. During 2014, 2015 and 2016, the Trust did not borrow any money, and there were no prior borrowings that had not been repaid. Since the Trust uses the modified cash basis of accounting, a liability has not been recorded for any advances from MV Partners. The net advance is shown as an addition to Trust Corpus when the borrowing is made and is shown as a reduction to Trust Corpus when it is repaid.

In April 2011, MV Partners provided a letter of credit in the amount of $1 million to the Trustee to protect the Trust against the risk that it does not have sufficient cash to pay future expenses.

**NOTE I OTHER EVENTS**

***Subsequent event***

The first quarterly distribution for 2017 was $1,380,000, or $0.12 per Trust unit, and was made on January 25, 2017 to Trust unitholders owning Trust units as of January 13, 2017. Such distribution included the net proceeds of production collected by MV Partners from October 1, 2016 through December 31, 2016.

**NOTE J DISCLOSURES ABOUT OIL AND GAS ACTIVITIES (UNAUDITED)**

The Trust is required to disclose proved reserves in accordance with the SEC's reporting rules, which require that the average, first-day-of-the-month price during the 12-month period before the end of the year be used when estimating whether reserve quantities are economical to produce. This same 12-month average price is also used in calculating the aggregate amount of (and changes in) future cash inflows related to the standardized measure of discounted future net cash flows. The rules also allow for the use of reliable technology to estimate proved oil and gas reserves if those technologies have been demonstrated to result in reliable conclusions about reserve volumes. The unaudited supplemental information on oil and gas exploration and production activities for 2014, 2015 and 2016 has been presented in accordance with these rules.

Estimates of the proved oil and gas reserves attributable to the Trust as of December 31, 2014, 2015 and 2016 are based on reports of Cawley, Gillespie & Associates, Inc., independent petroleum and geological engineers, and the contract property management engineering staff of the managers of MV Partners who operate the underlying properties, in accordance with the SEC's rules and definitions. Users of this information should be aware that the process of estimating quantities of "proved" and "proved developed" and "proved undeveloped" crude oil, natural gas, and natural gas liquids reserves is very complex, requiring significant subjective decisions in the evaluation of all available geological, engineering and economic data for each reservoir. The data for a given reservoir may also change substantially over time as a result of numerous factors, including additional development activity, evolving production history and continual reassessment of the viability of production under varying economic conditions. Consequently, material revisions to existing reserve estimates occur from time to time.

The reserve data below represent estimates only and should not be construed as being exact. Moreover, the discounted values should not be construed as representative of the current market value of the Net Profits Interest. A market value determination would include many additional factors, including: (i) anticipated future oil and gas prices; (ii) the effect of federal income taxes, if any, on the

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**MV Oil Trust**

**NOTES TO FINANCIAL STATEMENTS (Continued)**

**NOTE J DISCLOSURES ABOUT OIL AND GAS ACTIVITIES (UNAUDITED) (Continued)**

Trust; (iii) an allowance for return on investment; (iv) the effect of governmental legislation; (v) the value of additional potential reserves, not considered proved at present, which may be recovered as a result of further exploration and development activities; and (vi) other business risks.

The following tables set forth (i) the estimated net quantities of proved, proved developed and proved undeveloped oil, natural gas and natural gas liquids reserves attributable to the Trust, and (ii) the standardized measure of the discounted future net profits interest income attributable to the Trust and the nature of changes in such standardized measure between years. These tables are prepared on the accrual basis, which is the basis on which MV Partners maintains its production records and is different from the basis on which the Trust is reporting.

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**MV Oil Trust**

**NOTES TO FINANCIAL STATEMENTS (Continued)**

**NOTE J DISCLOSURES ABOUT OIL AND GAS ACTIVITIES (UNAUDITED) (Continued)**

**ESTIMATED QUANTITIES OF OIL AND GAS RESERVES**

| | Oil (Bbls) | Gas (Mcf) | NGL (Bbls) | Total (Boe) |
|---|---|---|---|---|
| Proved reserves | | | | |
| Balance at December 31, 2013 | 6,799,635 | 526,432 | 18,426 | 6,899,351 |
| Revisions of previous estimates | 71,589 | (10,668) | (8,752) | 64,122 |
| Production | (672,726) | (47,312) | (1,072) | (681,308) |
| Balance at December 31, 2014 | 6,198,498 | 468,452 | 8,602 | 6,282,165 |
| Revisions of previous estimates | (515,459) | (282,664) | 545 | (562,216) |
| Production | (634,609) | (48,758) | (923) | (643,335) |
| Balance at December 31, 2015 | 5,048,430 | 137,030 | 8,224 | 5,076,614 |
| Revisions of previous estimates | (241,150) | 125,576 | (394) | (220,477) |
| Production | (603,508) | (43,643) | (889) | (611,359) |
| Balance at December 31, 2016 | 4,203,772 | 218,963 | 6,941 | 4,244,778 |
| Proved developed reserves | | | | |
| December 31, 2013 | 5,946,998 | 526,432 | 18,426 | 6,046,714 |
| December 31, 2014 | 5,466,346 | 468,452 | 8,602 | 5,550,013 |
| December 31, 2015 | 4,307,408 | 137,030 | 8,224 | 4,335,592 |
| December 31, 2016 | 3,403,473 | 218,962 | 6,941 | 3,444,478 |
| Proved undeveloped reserves | | | | |
| December 31, 2013 | 852,637 | | | 852,637 |

| | | |
|---|---|---|
| December 31, 2014 | 732,152 | 732,152 |
| December 31, 2015 | 741,022 | 741,022 |
| Proved undeveloped reserves converted to proved developed reserves by drilling | (99,574) | (99,574) |
| Additional proved undeveloped reserves added during 2016 | 133,936 | 133,936 |
| Revisions of previous estimates | 24,916 | 24,916 |
| December 31, 2016 | 800,300 | 800,300 |

The Trust recognized net reductions to reserves for its share of MV Partners' total during 2014 associated with the production of properties of approximately 681,308 Boe. This reduction was mitigated by an increase in reserves of approximately 64,122 Boe as a result of positive revisions due to well performance during 2014 as additional information was obtained through the continued development of existing wells during the period.

The Trust recognized net reductions to reserves for its share of MV Partners' total during 2015 associated with the production of properties of approximately 643,335 Boe. This reduction was

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**MV Oil Trust**

**NOTES TO FINANCIAL STATEMENTS (Continued)**

**NOTE J DISCLOSURES ABOUT OIL AND GAS ACTIVITIES (UNAUDITED) (Continued)**

compounded with a decrease in reserves of approximately 562,216 Boe as a result of negative revisions due to lower commodity prices during 2015.

The Trust recognized net reductions to reserves for its share of MV Partners' total during 2016 associated with the production of properties of approximately 611,359 Boe. This reduction was compounded with a decrease in reserves of approximately 220,477 Boe as a result of negative revisions due to lower commodity prices during 2016.

**STANDARDIZED MEASURE OF DISCOUNTED FUTURE NET CASH FLOWS FROM PROVED OIL AND GAS RESERVES**

Estimates of future net cash flows from proved reserves of crude oil, natural gas, and natural gas liquids are computed using the average, first-day- of-the-month price during the 12-month period for 2014, 2015 and 2016.

| | 2014 | 2015 | 2016 |
|---|---|---|---|
| Future cash inflows | $ 547,189,150 | $ 224,074,350 | $ 157,277,087 |
| Future costs | | | |
| Production | (201,901,550) | (128,758,267) | (95,889,418) |
| Development | (8,504,000) | (9,444,920) | (9,917,000) |
| Future net cash flows | 336,783,600 | 85,871,163 | 51,470,669 |
| Less 10% discount factor | (118,335,675) | (28,566,225) | (16,541,979) |
| Standardized measure of discounted future net cash flows | $ 218,447,925 | $ 57,304,938 | $ 34,928,690 |

**CHANGES IN STANDARDIZED MEASURE OF DISCOUNTED FUTURE NET CASH FLOWS FROM PROVED OIL AND GAS RESERVES**

| | 2014 | 2015 | 2016 |
|---|---|---|---|
| Standardized measure at beginning of year | $ 250,003,425 | $ 218,447,925 | $ 57,304,938 |
| Net proceeds to the Trust | (40,787,139) | (15,460,777) | (5,248,736) |
| Net changes in price and production costs | (13,065,015) | (152,695,747) | (14,537,892) |
| Changes in estimated future development costs | 60,861 | (1,227,762) | (1,384,403) |
| Development costs incurred during the year | 1,326,800 | 205,600 | 1,158,600 |
| Revisions of quantity estimates | 2,418,444 | (6,143,186) | (2,525,534) |
| Accretion of discount | 25,000,343 | 21,844,793 | 5,730,494 |
| Changes in production rates, timing and other(1) | (6,509,794) | (7,665,908) | (5,568,777) |
| Standardized measure at end of year | $ 218,447,925 | $ 57,304,938 | $ 34,928,690 |

(1)

The Trust's changes in standardized measure of discounted future net cash flows attributable to production rates, timing and other primarily represents changes in the Trust's estimates of when proved reserve quantities will be realized. During the years ended December 31, 2014, 2015 and 2016, the Operator increased its development drilling capital plans, which had the effect of

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**MV Oil Trust**

**NOTES TO FINANCIAL STATEMENTS (Continued)**

**NOTE J DISCLOSURES ABOUT OIL AND GAS ACTIVITIES (UNAUDITED) (Continued)**

accelerating the estimated timing of development and then the ultimate realization of undeveloped proved reserves.

The average, first-day-of-the-month price during the 12- month period for 2014, 2015 and 2016 used in determining future net revenues related to the standardized measure calculation are as follows:

| | 2014 | 2015 | 2016 |
|---|---|---|---|
| Oil (per Bbl) | $ 87.89 | $ 44.28 | $ 37.25 |
| Gas (per Mcf) | $ 4.17 | $ 2.31 | $ 2.32 |
| NGL (per Bbl) | $ 52.32 | $ 25.91 | $ 25.86 |

**NOTE K SELECTED QUARTERLY FINANCIAL DATA (UNAUDITED)**

| | Summarized Quarterly Results Three months ended | | | |
|---|---|---|---|---|
| | March 31 | June 30 | September 30 | December 31 |
| | (All numbers in thousands except per unit amounts) | | | |
| **2015:** | | | | |
| Income from net profits interest | $ 7,216 | $ 3,148 | $ 2,503 | $ 2,594 |
| Distributable income | $ 7,015 | $ 2,933 | $ 2,300 | $ 2,415 |
| Distributions per unit | $ 0.6100 | $ 0.2550 | $ 0.2000 | $ 0.2100 |
| **2016:** | | | | |
| Income from net profits interest | $ 1,395 | $ 574 | $ 1,467 | $ 2,062 |
| Distributable income | $ 1,150 | $ 345 | $ 1,265 | $ 1,840 |
| Distributions per unit | $ 0.1000 | $ 0.0300 | $ 0.1100 | $ 0.1600 |

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

None.

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

*Evaluation of disclosure controls and procedures.* The trustee maintains disclosure controls and procedures designed to ensure that information to be disclosed by the trust in the reports that it files or submits under the Exchange Act, is recorded, processed, summarized and reported within the time periods specified in the rules and regulations promulgated by the SEC. Disclosure controls and procedures include controls and procedures designed to ensure that information required to be disclosed by the trust is accumulated and communicated by MV Partners to The Bank of New York Mellon Trust Company, N.A., as trustee of the trust, and its employees who participate in the preparation of the trust's periodic reports as appropriate to allow timely decisions regarding required disclosure.

As of the end of the period covered by this report, the trustee carried out an evaluation of the trust's disclosure controls and procedures. Mike Ulrich, as Trust Officer of the trustee, has concluded that the disclosure controls and procedures of the trust are effective.

Due to the contractual arrangements of (i) the trust agreement and (ii) the conveyance of the net profits interest, the trustee relies on (A) information provided by MV Partners, including historical operating data, plans for future operating and capital expenditures, reserve information and information relating to projected production, and (B) conclusions and reports regarding reserves by the trust's independent reserve engineers. See Item 1A. Risk Factors " The trust and the public trust unitholders have no voting or managerial rights with respect to MV Partners, the operator of the underlying properties. As a result, public trust unitholders have no ability to influence the operation of the underlying properties" in this Form 10-K, and "Item 7. Trustee's Discussion and Analysis of Financial Condition and Results of Operations" for a description of certain risks relating to these arrangements and reliance on information when reported by MV Partners to the trustee and recorded in the trust's results of operations.

*Changes in Internal Control Over Financial Reporting.* During the fourth quarter ended December 31, 2016, there has been no change in the trustee's internal control over financial reporting that has materially affected, or is reasonably likely to materially affect, the trustee's internal control over financial reporting. The trustee notes for purposes of clarification that it has no authority over, and makes no statement concerning, the internal control over financial reporting of MV Partners.

*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 Exchange Act Rules 13a-15f, by the trust. The trust's internal control over financial reporting is a process designed under the supervision of the trustee to provide reasonable assurance regarding the reliability of financial reporting and the preparation of the trust's financial statements for external purposes in accordance with the accounting permitted for royalty trusts by the SEC as specified by Staff Accounting Bulletin Topic 12:E, Financial Statements of Royalty Trusts, which is a comprehensive basis of accounting other than generally accepted accounting principles.

As of December 31, 2016, the trustee assessed the effectiveness of the trust's internal control over financial reporting based on the criteria for effective internal control over financial reporting established in "Internal Control  Integrated Framework," issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on that assessment, the trustee determined that the trust maintained effective internal control over financial reporting as of December 31, 2016, based on those criteria.

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Grant Thornton LLP, the independent registered public accounting firm that audited the financial statements of the trust included in this annual report on Form 10-K, has also audited the effectiveness of the trust's internal control over financial reporting as of December 31, 2016, as stated in their accompanying report.

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**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

To the Trustee and Unitholders
MV Oil Trust

We have audited the internal control over financial reporting of MV Oil Trust (the "Trust") as of December 31, 2016, based on criteria established in the 2013 *Internal Control Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). The Trustee is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Trustee's Report on Internal Control over Financial Reporting appearing under Item 9A. Our responsibility is to express an opinion on the Trust's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company'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 company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) 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 company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company'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.

In our opinion, the Trust maintained, in all material respects, effective internal control over financial reporting as of December 31, 2016, based on criteria established in the 2013 *Internal Control Integrated Framework* issued by COSO.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the statement of assets and trust corpus of the Trust as of December 31, 2016, and the related statements of distributable income and changes in trust corpus for the year then ended, and our report dated March 14, 2017 expressed an unqualified opinion on those financial statements.

/s/ Grant Thornton LLP

Wichita, Kansas
March 14, 2017

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**Item 9B. Other Information.**

None.

**PART III**

**Item 10. Directors, Executive Officers and Corporate Governance.**

The trust has no directors or executive officers. The trustee is a corporate trustee that may be removed by the affirmative vote of the holders of not less than a majority of the outstanding trust units at a meeting at which a quorum is present.

**Section 16(a) Beneficial Ownership Reporting Compliance**

Section 16(a) of the Exchange Act of 1934 requires the holders of more than 10 percent of the trust units to file with the SEC reports regarding their ownership and changes in ownership of the trust units. The trustee believes that, during 2016, the trust's 10 percent unitholders complied with all Section 16(a) filing requirements. In making these statements, the trustee has relied upon examination of the copies of Forms 3, 4 and 5, to the extent there were any, provided to the trust.

**Audit Committee and Nominating Committee**

Because the trust does not have a board of directors, it does not have an audit committee, an audit committee financial expert or a nominating committee.

**Code of Ethics**

The trust does not have a principal executive officer, principal financial officer, principal accounting officer or controller and, therefore, has not adopted a code of ethics applicable to such persons. However, employees of the trustee must comply with the bank's code of ethics.

**Item 11. Executive Compensation.**

During the years ended December 31, 2016, 2015 and 2014, the trustee received compensation from the trust in the amount of $150,000 each year. The trust does not have any executive officers. Because the trust does not have a board of directors, it does not have a compensation committee.

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

(a)

Security Ownership of Certain Beneficial Owners.

The following table sets forth certain information regarding the beneficial ownership of our trust units as of March 14, 2017 by each person who, to our knowledge, beneficially owns more than 5% of the outstanding trust units.

| Beneficial Owner | Trust Units Beneficially Owned | Percent of Class(1) |
|---|---|---|
| MV Energy, LLC(2) | 2,875,000 | 25.0% |
| VAP-I, LLC(2) | 1,437,500 | 12.5% |

(1)

Based on 11,500,000 trust units outstanding as of March 14, 2017.

(2)

The address of each of MV Energy and VAP-I is 1700 Waterfront, Building 500, Wichita, Kansas 67206. MV Energy is the managing member of VAP-I. As a result, MV Energy has sole voting and investment power with respect to the trust units held by VAP-I. Each

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of MV Energy and VAP-I is the record owner of 1,437,500 trust units. The information is based on Form 4 filings with the SEC on January 31, 2007.

(b)

Security Ownership of Management.

Not applicable.

(c)

Changes in Control.

The registrant knows of no arrangement, including any pledge by any person of securities of the registrant or any of its parents, the operation of which may at a subsequent date result in a change of control of the registrant.

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

Under the terms of the Conveyance governing the net profits interest, MV Partners is obligated to make certain payments to the trust on a quarterly basis. Please see "Item 1. Business  Computation of Net Proceeds" for more information about these agreements.

**Administrative Services Agreement**

The trust has entered into an administrative services agreement with MV Partners that obligates the trust, throughout the term of the trust, to pay to MV Partners each quarter an administrative services fee for accounting, bookkeeping and informational services performed by MV Partners on behalf of the trust relating to the net profits interest. The annual fee was a total of $88,815 for 2016, which will increase by 4% each year. The administrative services agreement will terminate upon the termination of the net profits interest unless earlier terminated by mutual agreement of the trustee and MV Partners.

**Registration Rights**

The trust entered into a registration rights agreement with MV Partners in connection with MV Partners' conveyance to the trust of the net profits interest. In the registration rights agreement, the trust agreed, for the benefit of MV Partners and any transferee of its trust units (each, a "holder"), to register the trust units it holds. Specifically, the trust agreed:

subject to certain restrictions, to use its reasonable best efforts to file a registration statement, including, if so requested, a shelf registration statement, with the SEC as promptly as practicable following receipt of a notice requesting the filing of a registration statement from holders representing a majority of the then outstanding registrable trust units;

to use its reasonable best efforts to cause the registration statement or shelf registration statement to be declared effective under the Securities Act as promptly as practicable after the filing thereof; and

to continuously maintain the effectiveness of the registration statement under the Securities Act for 90 days (or for three years if a shelf registration statement is requested) after the effectiveness thereof or until the trust units covered by the registration statement have been sold pursuant to such registration statement or until all registrable trust units:

have been sold pursuant to Rule 144 under the Securities Act if the transferee thereof does not receive "restricted securities;"

have been sold in a private transaction in which the transferor's rights under the registration rights agreement are not assigned to the transferee of the trust units; or

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become eligible for resale pursuant to Rule 144(k) (or any similar rule then in effect under the Securities Act).

The holders will have the right to require the trust to file up to three registration statements and will have piggyback registration rights in certain circumstances.

In connection with the preparation and filing of any registration statement, MV Partners will bear all costs and expenses incidental to any registration statement, excluding certain internal expenses of the trust, which will be borne by the trustee, and any underwriting discounts and commissions, which will be borne by the seller of the trust units.

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

The trust does not have an audit committee. Any pre-approval and approval of all services performed by the principal auditor or any other professional service firms and related fees are granted by the trustee.

The following table presents fees for professional audit services rendered by Grant Thornton LLP for the audit of the trust's financial statements for 2015 and 2016 and fees billed for other services rendered by Grant Thornton LLP.

| | 2015 | 2016 |
|---|---|---|
| Audit fees | $ 225,750 | $ 225,750 |
| Audit-related fees | | |
| Tax fees | | |
| All other fees | | |
| Total fees | $ 225,750 | $ 225,750 |

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## PART IV

### Item 15. Exhibits, Financial Statement Schedules

*(a)(1) Financial Statements*

The following financial statements are set forth under Part II, Item 8 of this Form 10-K on the pages indicated:


| | Page in this Form 10-K |
|---|---|
| Report of Independent Registered Public Accounting Firm | 46 |
| Statements of Assets and Trust Corpus | 47 |
| Statements of Distributable Income | 47 |
| Statements of Changes in Trust Corpus | 47 |


*(a)(2) Schedules*

Schedules have been omitted because they are not required, not applicable or the information required has been included elsewhere herein.

*(a)(3) Exhibits*

| Exhibit Number | Description |
|---|---|
| 3.1 | Certificate of Trust of MV Oil Trust. (Incorporated herein by reference to Exhibit 3.3 to the Registration Statement on Form S-1, filed on August 14, 2006 (Registration No. 333-136609)) |
| 3.2 | Amended and Restated Trust Agreement, dated January 24, 2007, among MV Partners, LLC, The Bank of New York Trust Company, N.A. and Wilmington Trust Company. (Incorporated herein by reference to Exhibit 3.1 to our Current Report on Form 8-K filed on January 25, 2007 (File No. 1-33219)) |
| 10.1 | Conveyance of Net Profits Interest, dated January 24, 2007, from MV Partners, LLC to The Bank of New York Trust Company, N.A. as Trustee of MV Oil Trust. (Incorporated herein by reference to Exhibit 10.1 to our Current Report on Form 8-K filed on January 25, 2007 (File No. 1-33219)) |
| 10.2 | Administrative Services Agreement, dated January 24, 2007, by and between MV Partners, LLC and The Bank of New York Trust Company, N.A. as Trustee of MV Oil Trust. (Incorporated herein by reference to Exhibit 10.2 to our Current Report on Form 8-K filed on January 25, 2007 (File No. 1-33219)) |
| 10.3 | Registration Rights Agreement, dated January 24, 2007, by and between MV Partners, LLC and The Bank of New York Trust Company, N.A. as Trustee of MV Oil Trust. (Incorporated herein by reference to Exhibit 4.1 to our Current Report on Form 8-K filed on January 25, 2007 (File No. 1-33219)) |
| 31.1* | Certification filed pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 |
| 32.1* | Certification furnished pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 |
| 99.1* | Report of Cawley, Gillespie & Associates, Inc., Petroleum Consultants |

* Filed herewith.

### Item 16. Form 10-K Summary

None.

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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.

MV OIL TRUST
By: THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A., AS TRUSTEE
By: /s/ MICHAEL J. ULRICH

Michael J. Ulrich
*Vice President*

March 14, 2017

The Registrant, MV Oil Trust, has no principal executive officer, principal financial officer, board of directors or persons performing similar functions. Accordingly, no additional signatures are available and none have been provided. In signing the report above, the trustee does not imply that it has performed any such function or that such function exists pursuant to the terms of the trust agreement under which it serves.

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**INDEX TO EXHIBITS**

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