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

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**Form 10-Q**

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

For the quarterly period ended March 31, 2009

OR

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

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

**Commission file number 000-08677**

**Tidelands Royalty Trust "B"**

(Exact name of registrant as specified in its charter)

**Texas**

(State or other jurisdiction  
of incorporation or organization)

**75-6007863**

(I.R.S. Employer  
Identification No.)

**U.S. Trust, Bank of America Private Wealth Management**

**P.O. Box 830650, Dallas, Texas**  
(Address of principal executive offices)

**75283-0650**

(Zip Code)

Registrant's telephone number, including area code **(800) 985-0794**

None

(Former name, former address and former fiscal year  
if changed since last report)

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Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes  No

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

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes  No

Indicate number of units of beneficial interest outstanding as of the latest practicable date:  
As of May 11, 2009, Tidelands Royalty Trust "B" had 1,386,375 units of beneficial interest outstanding.

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**TIDELANDS ROYALTY TRUST “B”**

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**PART I. FINANCIAL INFORMATION**

**Item 1. Financial Statements**

**TIDELANDS ROYALTY TRUST "B" AND SUBSIDIARY**

**CONSOLIDATED STATEMENTS OF ASSETS, LIABILITIES AND TRUST CORPUS**

**As of March 31, 2009 and December 31, 2008**

**ASSETS**

	<b>March 31, 2009 (Unaudited)</b>	<b>December 31, 2008 (Audited)</b>
Current assets:		
Cash and cash equivalents.....	\$ 2,328,351	\$ 2,468,92
Oil, gas and other mineral properties .....	2	2
Federal income tax refundable .....	---	1,433
Total assets.....	<u>\$ 2,328,353</u>	<u>\$ 2,470,35</u>

**LIABILITIES AND TRUST CORPUS**

Current liabilities:		
Federal income taxes payable .....	6,966	---
Income distributable to unitholders.....	<u>1,186,324</u>	<u>1,236,980</u>
Total current liabilities.....	<u>\$ 1,193,290</u>	<u>\$ 1,236,980</u>
Trust corpus – authorized 1,386,525 units of beneficial interest, issued 1,386,375 at nominal value.....	<u>1,135,063</u>	<u>1,233,375</u>
	<u>\$ 2,328,353</u>	<u>\$ 2,470,355</u>

See accompanying notes to condensed consolidated financial statements.

**TIDELANDS ROYALTY TRUST "B" AND SUBSIDIARY**

**CONDENSED CONSOLIDATED STATEMENTS OF DISTRIBUTABLE INCOME**  
**For the Three Months Ended March 31, 2009 and 2008**  
**(Unaudited)**

	<b>Three Months Ended March 31,</b>	
	<b>2009</b>	<b>2008</b>
Income:		
Oil and gas royalties .....	\$1,172,076	\$ 1,041,493
Interest income .....	681	10,505
Total income .....	\$1,172,757	\$ 1,051,998
Expenses:		
General and administrative expenses .....	\$ 75,969	\$ 85,328
Distributable income before Federal income taxes .....	1,096,788	966,670
Federal income taxes of subsidiary .....	8,400	15,600
Distributable income .....	\$1,088,388	\$ 951,070
Distributable income per unit .....	\$ 0.79	\$ 0.69
Distributions per unit .....	\$ 0.86	\$ 0.69
Units outstanding .....	1,386,375	1,386,375

See accompanying notes to condensed consolidated financial statements.

**TIDELANDS ROYALTY TRUST "B" AND SUBSIDIARY**  
**CONSOLIDATED STATEMENTS OF CHANGES IN TRUST CORPUS**  
**For the Three Months Ended March 31, 2009 and 2008**  
**(Unaudited)**

	<b>Three Months Ended March 31,</b>	
	<b>2009</b>	<b>2008</b>
Trust corpus, beginning of period .....	\$ 1,233,375	\$ 1,118,498
Distributable income .....	1,088,388	951,070
Distributions to unitholders.....	1,186,700	951,539
Trust corpus, end of period .....	\$ 1,135,063	\$ 1,118,029

See accompanying notes to condensed consolidated financial statements.

## TIDELANDS ROYALTY TRUST “B” AND SUBSIDIARY

### NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

March 31, 2009

(Unaudited)

#### Note 1. Accounting Policies

The financial statements include the financial statements of Tidelands Royalty Trust “B” (the “Trust”) and Tidelands Royalty “B” Corporation, its wholly-owned subsidiary (“Tidelands Corporation”, and collectively with the Trust, “Tidelands”). The financial statements are condensed and consolidated and should be read in conjunction with Tidelands’ Annual Report on Form 10-K for the fiscal year ended December 31, 2008. The financial statements included herein are unaudited, but in the opinion of the trustee of the Trust, they include all adjustments necessary for a fair presentation of the results of operations for the periods indicated. Operating results for the interim periods reported herein are not necessarily indicative of the results that may be expected for the fiscal year ending December 31, 2009.

#### Note 2. Basis of Accounting

The financial statements of Tidelands are prepared on the modified cash basis method and are not intended to present financial position and results of operations in conformity with accounting principles generally accepted in the United States of America (“GAAP”). Under the modified cash basis method:

- Royalty income is recognized in the month when received by Tidelands.
- Tidelands’ expenses (which include accounting, legal, and other professional fees, trustees’ fees and out-of-pocket expenses) are recorded on an accrual basis. Reserves for liabilities that are contingent or uncertain in amount may also be established if considered necessary.
- Distributions to unitholders are recognized when declared by the trustee of the Trust.

The financial statements of Tidelands differ from financial statements prepared in conformity with GAAP because of the following:

- Royalty income is recognized in the month received rather than in the month of production.
- Reserves may be established for contingencies that would not be recorded under GAAP.

This comprehensive basis of accounting corresponds to the accounting principles 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.

#### Note 3. Distributable Income

The Trust’s Indenture, as amended (the “Indenture”), provides that the trustee is to distribute all cash in the Trust, less an amount reserved for payment of accrued liabilities and estimated future expenses, to unitholders of record on the last business day of March, June, September and December of each year. Such payments are to be made within 15 days after the record date.

As stated under “Accounting Policies” above, the financial statements in this Quarterly Report on Form 10-Q are the condensed and consolidated account balances of the Trust and Tidelands Corporation. However, distributable income is paid from the account balances of the Trust. Distributable income is comprised of (i) royalties from offshore Texas leases owned directly by the Trust, (ii) 95% of the overriding royalties received by Tidelands Corporation from offshore Louisiana leases, which are retained by and delivered to the Trust on a quarterly basis, (iii) dividends paid to the Trust by Tidelands Corporation, less (iv) administrative expenses and taxes of the Trust. Distributions fluctuate from quarter to quarter due to changes in oil and natural gas prices and production quantities.

## **Item 2. Trustee's Discussion and Analysis of Financial Condition and Results of Operations**

### **Organization**

The Trust is a royalty trust that was created on June 1, 1954 under the laws of the State of Texas. U.S. Trust, Bank of America Private Wealth Management serves as corporate trustee (the "Trustee"). The Indenture provides that the term of Trust will expire on April 30, 2021, unless extended by the vote of the holders of a majority of the outstanding units of beneficial interest. The Trust is not permitted to engage in any business activity because it was organized for the sole purpose of providing an efficient, orderly and practical means for the administration and liquidation of rights to interests in certain oil, natural gas or other mineral leases obtained by Gulf Oil Corporation ("Gulf") in a designated area of the Gulf of Mexico. These rights are evidenced by a contract between the Trust's predecessors and Gulf dated April 30, 1951 (the "1951 Contract"), which is binding upon the assignees of Gulf. As a result of various transactions that have occurred since 1951, the Gulf interests that were subject to the 1951 Contract now are held by Chevron U.S.A., Inc. ("Chevron"), which is a subsidiary of Chevron Corporation, and its respective assignees. The Trust holds title to interests in properties subject to the 1951 Contract that are situated offshore of Texas.

The Trust's wholly-owned subsidiary, Tidelands Corporation, holds title to interests in properties subject to the 1951 Contract that are situated offshore of Louisiana because at the time the Trust was created, trusts could not hold these interests under Louisiana law. Tidelands Corporation is prohibited from engaging in a trade or business and does only those things necessary for the administration and liquidation of its properties.

Tidelands' rights are generally referred to as overriding royalty interests in the oil and natural gas industry. An overriding royalty interest is created by an assignment by the owner of a working interest in an oil or gas lease. The royalty rights associated with an overriding royalty interest terminate when the underlying lease terminates. All production and marketing functions are conducted by the working interest owners of the leases. Income from the overriding royalties is paid to Tidelands either (i) on the basis of the selling price of oil, natural gas and other minerals produced, saved or sold, or (ii) at the value at the wellhead as determined by industry standards, when the selling price does not reflect the value at the wellhead.

The Trustee assumes that some units of beneficial interest are held by middlemen, as such term is broadly defined in U.S. Treasury Regulations (and includes custodians, nominees, certain joint owners, and brokers holding an interest for a customer in street name). Therefore, the Trustee considers the Trust to be a widely held fixed investment trust ("WHFIT") for U.S. Federal income tax purposes. Accordingly, the Trust will provide tax information in accordance with applicable U.S. Treasury Regulations governing the information reporting requirements of the Trust as a WHFIT. The representative of the Trust that will provide the required information is U.S. Trust, Bank of America Private Wealth Management, and the contact information for the representative is as follows:

U.S. Trust, Bank of America Private Wealth Management  
P.O. Box 830650  
Dallas, Texas 75283-0650  
Telephone number: (800) 985-0794

Each unitholder should consult his or her own tax advisor for compliance matters.

### **Liquidity and Capital Resources**

Due to the limited purpose of the Trust as stated in the Trust's Indenture, there is no requirement for capital. The Trust's only obligation is to distribute to unitholders the distributable income actually collected. As an administrator of oil and natural gas royalty properties, the Trust collects royalties monthly, pays administration expenses and disburses all net royalties collected to its unitholders each quarter.

The Trust's Indenture (and Tidelands Corporation's charter and by-laws) expressly prohibits the operation of any kind of trade or business. The Trust's oil and natural gas properties are depleting assets and are not being replaced due to the prohibition against these investments. These restrictions, along with other factors, allow the Trust to be treated as a grantor trust. As a grantor trust, all income and deductions for state and Federal tax purposes generally flow through to each individual unitholder. In May 2006, the State of Texas passed legislation to implement a new franchise or

“margin” tax. The Trust does not believe that it is subject to the franchise tax because at least 90% of its income is from passive sources. Please see Tidelands’ Annual Report on Form 10-K for the year ended December 31, 2008 for further information. Tidelands Corporation is a taxable entity and pays Federal taxes on its income. However, Tidelands Corporation’s income specifically excludes 95% of oil and natural gas royalties collected by Tidelands Corporation, which are retained by and delivered to the Trust in respect of the Trust’s net profits interest.

## The Leases

As of May 11, 2008, Tidelands had an overriding royalty interest in five oil and natural gas leases covering 22,948 gross acres in the Gulf of Mexico in the Galveston, Sabine Pass and West Cameron areas. Tidelands’ overriding royalty interest on four of the five leases is 4.1662%. On the fifth lease, the overriding royalty interest is 1.0416%. The overriding royalty interest on the fifth lease is lower because Chevron only acquired a 25% working interest in the lease.

Tidelands continues to receive payments on the five leases acquired by Chevron or its assignees. These leases and related overriding royalty interests are identified in the table below:

<b>Area</b>	<b>Block</b>	<b>Lease Number</b>	<b>Acres</b>	<b>Royalty Interest</b>	<b>Operator(s)</b>
Galveston .....	303	4565	5,760	4.1662%	W&T Offshore Inc.
Sabine Pass .....	13	3959	3,438	4.1662%	NOEX Energy, Inc.
West Cameron .....	165	758	5,000	4.1662%	Devon Energy Production Company LP
West Cameron .....	291	4397	5,000	4.1662%	Devon Energy Production Company LP
West Cameron .....	225	900	3,750	1.0416 %	Breton Energy LLC
Total.....			<u>22,948</u>		

Based on the latest public records reviewed by Tidelands, there are approximately 18 wells that have had recent production on these five leases subject to Tidelands’ overriding royalty interest that are listed as active oil or natural gas wells on the records of the Minerals Management Service, a division of the U.S. government. The wells vary in age from less than one year to 31 years. Information on each of the 18 wells is presented in the following table:

<b><u>Location</u></b>	<b><u>Well</u></b>	<b><u>Type</u></b>	<b><u>First Produced</u></b>
West Cameron Block 165	A003	Gas	April 1978
West Cameron Block 165	A001A	Gas	September 2002
West Cameron Block 165	A006	Gas	August 2004
West Cameron Block 165	A007	Gas	July 2008
West Cameron Block 165	A008	Gas	December 2007
West Cameron Block 225	C001D	Gas	May 2003
West Cameron Block 225	007	Gas	June 2008
West Cameron Block 225	008	Gas	June 2008
Sabine Pass Block 13	A004	Oil	July 1981
Sabine Pass Block 13	A005	Gas	December 2008
Sabine Pass Block 13	A001	Oil	January 1986
Sabine Pass Block 13	B001A	Oil	May 1997
West Cameron Block 291	002	Gas	June 1987
West Cameron Block 291	003A	Gas	April 1998
West Cameron Block 291	008	Gas	November 2006
Galveston Area Block 303	A002	Gas	April 2001
Galveston Area Block 303	B001	Gas	November 2006
Galveston Area Block 303	007	Gas	May 2007

*Sabine Pass Block 13.* Two wells, Well A-6 and Well A-7, have recently been drilled on Sabine Pass Block 13 from Platform A. Drilling commenced for Well A-6 on December 7, 2008 and was completed on January 26, 2009. Drilling commenced for Well A-7 on January 30, 2009; however, according to the completion report on record with the Minerals Management Service, the well has been temporarily abandoned. A temporarily abandoned well may be completed at a later date, sidetracked for more drilling or permanently abandoned.

## **Critical Accounting Policies and Estimates**

In accordance with SEC Staff Accounting Bulletin Topic 12:E, Financial Statements of Royalty Trusts, Tidelands uses the modified cash basis method of accounting. Under this accounting method, royalty income is recorded when received, and distributions to unitholders are recorded when declared by the Trustee of the Trust. Expenses of Tidelands (which include accounting, legal, and other professional fees, trustees' fees and out-of-pocket expenses) are recorded on an accrual basis. Tidelands also reports distributable income instead of net income under the modified cash basis method of accounting. Cash reserves are permitted to be established by the Trustee for certain contingencies that would not be recorded under GAAP.

Tidelands did not have any changes in critical accounting policies or in significant accounting estimates during the three months ended March 31, 2009. Please see Tidelands' Annual Report on Form 10-K for the year ended December 31, 2008 for a detailed discussion of critical accounting policies.

## **General**

Approximately 98% of Tidelands' royalty income was from natural gas sales during the three months ended March 31, 2009. Royalty income includes royalties of oil and natural gas received from producers.

Tidelands' royalty income is derived from the oil and natural gas production activities of unrelated parties. Tidelands' royalty income fluctuates from period to period based upon factors beyond Tidelands' control, including, without limitation, the number of productive wells drilled and maintained on leases subject to Tidelands' interest, the level of production over time from such wells and the prices at which the oil and natural gas from such wells are sold.

Important aspects of Tidelands' operations are conducted by third parties. Tidelands' royalty income is dependent on the operations of the working interest owners of the leases on which Tidelands has an overriding royalty interest. The oil and natural gas companies that lease tracts subject to Tidelands' interests are responsible for the production and sale of oil and natural gas and the calculation of royalty payments to Tidelands. The only obligation of the working interest owners to Tidelands is to make monthly overriding royalty payments of Tidelands' interest in the oil and natural gas sold. Tidelands' distributions are processed and paid by American Stock Transfer & Trust Company, LLC as the agent for Tidelands. The volume of oil and gas produced and its selling price are the primary factors in the calculation of overriding royalty payments. Production is affected by the declining capability of the producing wells, the number of new wells drilled, and the number of existing wells re-worked and placed back in production. Production from existing wells is anticipated to decrease in the future due to normal well depletion. Tidelands has no input with the operators regarding future drilling operations which could impact the oil and natural gas production on the leases on which Tidelands has an overriding royalty interest.

## **Hurricanes Gustav and Ike**

In September 2008, Hurricanes Gustav and Ike hit the Gulf Coast, which generally caused (i) a disruption of oil and natural gas production, (ii) damage to offshore production platforms and (iii) damage to onshore oil and natural gas pipeline facilities. Based on information available to Tidelands, there was no major damage to any of the offshore production platforms on leases in which Tidelands has an overriding royalty interest. While Tidelands believes there was minor damage to onshore pipeline facilities that transport oil and gas produced from wells that caused minor disruptions in oil and natural gas production, Tidelands was advised that production was substantially restored by late September 2008. Tidelands was further advised that all wells were in production during first quarter 2009.

In general, Tidelands receives royalties two months after oil production and three months after natural gas production. The distribution to be paid in July 2009 will be based on production in December of 2008, and January, February, and March of 2009. At this time, Tidelands is unable to determine the extent to which any disruption in production may affect the amount of the July distribution.

## Summary of Operating Results

Distributable income for the three months ended March 31, 2009 increased approximately 14% to \$0.79 per unit from \$0.69 per unit for the comparable period in 2008. For the three months ended March 31, 2009, oil production decreased 963 barrels and natural gas production increased 54,135 thousand cubic feet (mcf) from the levels realized in the comparable period in 2008. For the three months ended March 31, 2009, the average price realized for a barrel of oil decreased \$48.73 from the price realized in the comparable period in 2008, and the average price realized for an mcf of natural gas decreased \$1.08 per mcf from the price realized in the comparable period in 2008.

Distributions to unitholders amounted to \$0.86 per unit for the three months ended March 31, 2009, which was an increase of 25% from \$0.69 per unit in the comparable period in 2008.

The following table presents the net production quantities of oil and natural gas and distributable income and distributions per unit for the last five quarters.

<u>Quarter</u>	<u>Net Production Quantities</u>		<u>Distributable Income per Unit</u>	<u>Distribution per Unit</u>
	<u>Oil (bbls)</u>	<u>Natural Gas (mcf)</u>		
March 31, 2008 .....	1,594	112,933	\$0.69	\$0.69
June 30, 2008 .....	1,290	87,502	\$0.66	\$0.63
September 30, 2008.....	1,121	90,783	\$0.92	\$0.76
December 31, 2008 .....	598	137,510	\$0.78	\$0.89
March 31, 2009 .....	631	167,068	\$0.79	\$0.86

## Results of Operations – Three Months Ended March 31, 2009 and 2008

Income from oil and natural gas royalties increased 13% during the three months ended March 31, 2009 from the levels realized in the comparable quarter of 2008.

Distributable income increased 14% to \$1,088,388 for the three-month period ended March 31, 2009 from \$951,070 realized in the comparable period in 2008. During the three months ended March 31, 2009, production of natural gas increased 48% over the comparable period in 2008 primarily due to a new well going on-stream, and production of oil decreased 60% from the comparable period in 2008 partially due to the disruption in production caused by Hurricanes Gustav and Ike.

Income from oil royalties decreased 81% to \$27,026 for the three-month period ended March 31, 2009 from \$145,945 realized in the comparable period in 2008, primarily due to a decrease in production and a decrease in price. The volume of oil sold decreased 963 barrels and the average price realized for oil decreased \$48.73 per barrel to \$42.83 for the three-month period ended March 31, 2009 from \$91.56 realized in the comparable period in 2008, a decrease of 53%.

Income from natural gas royalties increased 28% for the three-month period ended March 31, 2009 from the corresponding period in 2008. The volume of natural gas sold increased 54,135 mcf and the average price of natural gas decreased \$1.08 per mcf to \$6.85 from \$7.93 realized in the comparable period in 2008.

The following table presents the quantities of oil and natural gas sold and the average price realized from current operations for the three months ended March 31, 2009, and those realized in the comparable three months in 2008.

	<b>Three Months Ended March 31,</b>		<b>% Change</b>
	<b>2009</b>	<b>2008</b>	
	<b>(Unaudited)</b>	<b>(Unaudited)</b>	
<b>Oil</b>			
Barrels sold.....	631	1,594	(60)%
Average price .....	\$ 42.83	\$ 91.56	(53)%
<b>Natural gas</b>			
Mcf sold .....	167,068	112,933	48%
Average price .....	\$ 6.85	\$ 7.93	(14)%

General and administrative expenses decreased to \$75,969 in the three months ended March 31, 2009 from \$85,328 in the prior year period, primarily due to decreased professional fees and expenses.

### **Forward-Looking Statements**

The statements discussed in this Quarterly Report on Form 10-Q regarding Tidelands' future financial performance and results, and other statements that are not historical facts, are forward-looking statements as defined in Section 27A of the Securities Act of 1933. This report uses the words "may," "expect," "anticipate," "estimate," "believe," "continue," "intend," "plan," "budget," or other similar words to identify forward-looking statements. You should read statements that contain these words carefully because they discuss future expectations, contain projections of Tidelands' financial condition, and/or state other "forward-looking" information. Actual results may differ from expected results because of: reductions in prices or demand for oil and natural gas, which might then lead to decreased production; reductions in production due to the depletion of existing wells or disruptions in service, which may be caused by storm damage to production facilities, blowouts or other production accidents, or geological changes such as cratering of productive formations; and the expiration or release of leases subject to Tidelands' interests. Additional risks are set forth in Tidelands' Annual Report on Form 10-K for the year ended December 31, 2008. Events may occur in the future that Tidelands is unable to accurately predict, or over which it has no control. If one or more of these uncertainties materialize, or if underlying assumptions prove incorrect, actual outcomes may vary materially from those forward-looking statements included in this Quarterly Report on Form 10-Q.

### **Website**

Tidelands has an Internet website and has made available Tidelands' Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K, and amendments to such reports, filed or furnished pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), at [www.tirtz-tidelandsroyaltytrust.com](http://www.tirtz-tidelandsroyaltytrust.com). Each of these reports will be posted on this website as soon as reasonably practicable after such report is electronically filed with or furnished to the SEC.

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

Tidelands did not experience any significant changes in market risk during the period covered by this report. Tidelands' market risk is described in more detail in "Item 7A: Quantitative and Qualitative Disclosures About Market Risk" in Tidelands' Annual Report on Form 10-K for the year ended December 31, 2008.

### **Item 4T. Controls and Procedures**

#### **Conclusion Regarding the Effectiveness of Disclosure Controls and Procedures**

U.S. Trust, Bank of America Private Wealth Management, as Trustee of the Trust, is responsible for establishing and maintaining Tidelands' disclosure controls and procedures. These controls and procedures are designed to ensure that material information relating to Tidelands is communicated to the Trustee. As of the end of the period covered by this report, the Trustee carried out an evaluation of the effectiveness of the design and operation of Tidelands' disclosure

controls and procedures pursuant to Rules 13a-15 and 15d-15 of the Exchange Act. Based upon that evaluation, the Trustee concluded that Tidelands' disclosure controls and procedures were effective as of the end of the period covered by this Quarterly Report on Form 10-Q.

**Changes in Internal Control Over Financial Reporting**

There has not been any change in Tidelands' internal control over financial reporting during the period covered by this report that has materially affected, or is reasonably likely to materially affect, Tidelands' internal control over financial reporting.

## **PART II. OTHER INFORMATION**

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

There have been no material changes to the risk factors set forth in Tidelands' Annual Report on Form 10-K for the year ended December 31, 2008.

### **Item 6. Exhibits**

The following exhibits are included herein:

- 31.1 Certification of the Corporate Trustee pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 32.1 Certification of the Corporate Trustee pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

