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

Form 10-Q

(Mark One)

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

For the quarterly period ended December 31, 2023

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 000-08565

Marine Petroleum Trust

(Exact name of registrant as specified in its charter)

Texas
(State or other jurisdiction of
incorporation or organization)

75-6008017
(I.R.S. Employer
Identification No.)

c/o The Corporate Trustee:
Argent Trust Company,
3838 Oak Lawn Avenue, Suite 1720
Dallas, Texas 75219
(Address of principal executive offices)
(Zip Code)

(855) 588-7839
(Registrant's telephone number, including area code)

None
(Former name, former address and former fiscal year, if changed since last report)

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

| Title of each class | Trading Symbol(s) | Name of each exchange on which registered |
|------------------------------|----------------------|--|
| Units of Beneficial Interest | MARPS | NASDAQ Capital Market |

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, every Interactive Data File required to be submitted 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 such files).

Yes No

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

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

Emerging Growth Company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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

Yes No

Indicate the number of units of beneficial interest outstanding as of the latest practicable date:

As of February 1, 2024, Marine Petroleum Trust had 2,000,000 units of beneficial interest outstanding.

**MARINE PETROLEUM TRUST
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PART I. FINANCIAL INFORMATION

Item 1. Financial Statements

MARINE PETROLEUM TRUST AND SUBSIDIARY

CONDENSED CONSOLIDATED STATEMENTS OF ASSETS, LIABILITIES AND TRUST CORPUS
As of December 31, 2023 and June 30, 2023

ASSETS

| | December 31, 2023 (Unaudited) | June 30, 2023 |
|--|-------------------------------------|------------------|
| Current assets: | | |
| Cash and cash equivalents | \$ 994,487 | \$978,176 |
| Federal income tax refundable | — | — |
| Producing oil and natural gas properties | 7 | 7 |
| Total assets | <u>\$ 994,494</u> | <u>\$978,183</u> |

LIABILITIES AND TRUST CORPUS

| | | |
|---|------------------|------------------|
| Current liabilities: | | |
| Federal income tax payable | \$ — | \$ — |
| Total current liabilities | <u>\$ —</u> | <u>\$ —</u> |
| Trust corpus – 2,000,000 units of beneficial interest authorized, 2,000,000 units issued at nominal value | \$994,494 | \$978,183 |
| | <u>\$994,494</u> | <u>\$978,183</u> |

See accompanying notes to condensed consolidated financial statements.

MARINE PETROLEUM TRUST AND SUBSIDIARY

CONDENSED CONSOLIDATED STATEMENTS OF DISTRIBUTABLE INCOME
For the Three and Six Months Ended December 31, 2023 and 2022
(Unaudited)

| | Three Months Ended December 31, | | Six Months Ended December 31, | |
|--|------------------------------------|-------------------|----------------------------------|-------------------|
| | 2023 | 2022 | 2023 | 2022 |
| Income: | | | | |
| Oil and natural gas royalties | \$ 249,200 | \$ 425,321 | \$ 540,221 | \$1,021,040 |
| Oil and natural gas royalties from affiliate | — | — | — | — |
| Interest and dividend income | 13,714 | 9,808 | 27,368 | 14,539 |
| Total income | 262,914 | 435,129 | 567,589 | 1,035,759 |
| Expenses: | | | | |
| General and administrative | 63,676 | 56,160 | 140,294 | 134,241 |
| Distributable income before federal income taxes | 199,238 | 378,969 | 432,997 | 901,338 |
| Federal income taxes of subsidiary | — | — | — | — |
| Distributable income | <u>\$ 199,238</u> | <u>\$ 378,969</u> | <u>\$ 427,295</u> | <u>\$ 901,338</u> |
| Distributable income per unit | <u>\$ 0.10</u> | <u>\$ 0.19</u> | <u>\$ 0.21</u> | <u>\$ 0.45</u> |
| Units outstanding | <u>2,000,000</u> | <u>2,000,000</u> | <u>2,000,000</u> | <u>2,000,000</u> |

See accompanying notes to condensed consolidated financial statements.

MARINE PETROLEUM TRUST AND SUBSIDIARY

CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN TRUST CORPUS
For the Six Months Ended December 31, 2023 and 2022
(Unaudited)

| | Six Months Ended December 31, | |
|-----------------------------------|----------------------------------|--------------|
| | 2023 | 2022 |
| Trust corpus, beginning of period | \$ 978,183 | \$ 1,154,143 |
| Distributable income | 427,295 | 901,338 |
| Distributions to unitholders | (410,984) | (1,012,417) |
| Trust corpus, end of period | \$ 994,494 | \$ 1,043,064 |
| Distributions per unit | \$ 0.21 | \$ 0.51 |

See accompanying notes to condensed consolidated financial statements.

MARINE PETROLEUM TRUST AND SUBSIDIARY

CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN TRUST CORPUS
For the Three Months Ended December 31, 2023 and 2022
(Unaudited)

| | Three Months Ended December 31, | |
|-----------------------------------|------------------------------------|-------------|
| | 2023 | 2022 |
| Trust corpus, beginning of period | \$ 962,577 | \$1,152,869 |
| Distributable income | 199,238 | 378,969 |
| Distributions to unitholders | (167,321) | (488,774) |
| Trust corpus, end of period | \$ 994,494 | \$1,043,064 |
| Distributions per unit | \$ 0.08 | \$ 0.24 |

See accompanying notes to condensed consolidated financial statements.

MARINE PETROLEUM TRUST AND SUBSIDIARY

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

December 31, 2023

(Unaudited)

Note 1. Accounting Policies

The financial statements herein include the financial statements of Marine Petroleum Trust (the “Trust”) and its wholly owned subsidiary, Marine Petroleum Corporation (“MPC,” and collectively with the Trust, “Marine”). The financial statements are condensed and consolidated and should be read in conjunction with Marine’s Annual Report on Form 10-K for the fiscal year ended June 30, 2023. The financial statements included herein are unaudited, but in the opinion of Argent Trust Company (the “Trustee”), the Trustee of the Trust, they include all adjustments necessary for a fair presentation of the results of operations for the periods presented. Operating results for the interim periods reported herein are not necessarily indicative of the results that may be expected for the fiscal year ending June 30, 2024.

Note 2. Basis of Accounting

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

- Royalty income is recognized in the month when received by Marine rather than in the month of production.
- Marine’s expenses (including accounting, legal, other professional fees, trustees’ fees and out-of-pocket expenses) are recorded on an actual paid basis in the month paid rather than in the month incurred. Reserves for liabilities that are contingent or uncertain in amount may also be established if considered necessary, which would not be recorded under GAAP.
- At the time the Trust was established, no determinable market value was available for the assets transferred to the Trust; consequently, nominal values were assigned. Accordingly, no allowance for depletion has been included. All income from oil and natural gas royalties relate to proved developed oil and natural gas reserves.

The modified cash basis method 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*. Because the Trust’s financial statements are prepared on the modified cash basis, as described above, most accounting pronouncements are not applicable to or do not have a significant impact on the Trust’s financial statements.

Note 3. Distributable Income

The Trust’s Indenture (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 28th day of March, June, September and December of each year. If the 28th day falls on a Saturday, Sunday or legal holiday, the payments are to be made on the immediately succeeding business day. Total estimated reserve for future expenses deducted from calculated distributable income for the three months ended December 31, 2023 was \$120,500.

As stated under “Note 1. Accounting Policies” above, the financial statements in this Quarterly Report on Form 10-Q are the condensed and consolidated financial statements of the Trust and MPC. 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) 98% of the royalties received from offshore Louisiana leases owned by MPC, which are retained by and delivered to the Trust on a quarterly basis, (iii) cash distributions from the Trust’s interest in Tideland Royalty Trust “B” (“Tideland”), a separate royalty trust, until Tideland was wound up, (iv) dividends paid by MPC, less (v) administrative expenses incurred by the Trust. Distributions fluctuate from quarter to quarter primarily due to changes in oil and natural gas prices and production quantities and expenses incurred.

Note 4. Investment in Affiliate — Tidelands Royalty Trust “B”

At March 31, 2022, the Trust owned 32.6% of the outstanding units of beneficial interest in Tidelands, which entity was wound up prior to June 30, 2022. Due to Tidelands being wound up prior to June 30, 2022, there was no market underlying the 452,366 units owned by the Trust at the time Tidelands was wound up. A reserve of \$123,193 has been established for future reporting and compliance issues that may arise in years to come and will be used for such transactions. Due to Tidelands being wound up prior to June 30, 2022, there was no income received for the three and six months ended December 31, 2023 or December 31, 2022.

Tidelands was a reporting company under the Securities Exchange Act of 1934, as amended. On March 8, 2019, Tidelands terminated the registration of its units under Section 12(g) of the Exchange Act, and suspended its reporting obligations under Section 13(a) of the Exchange Act. As of that date, Tidelands’ obligations to file certain reports with the SEC, including annual, quarterly and current reports on Form 10-K, Form 10-Q and Form 8-K, respectively, were automatically and immediately suspended. The last regular distribution Marine received from Tidelands was in the fourth quarter of 2018. The term of Tidelands expired in 2021. Tidelands has been wound up and declared January 31, 2022 as the record date for the final distribution which was paid in February 2022.

Item 2. Trustee’s Discussion and Analysis of Financial Condition and Results of Operations

Organization

Marine Petroleum Trust (the “Trust”) is a royalty trust that was created in 1956 under the laws of the State of Texas. Effective February 20, 2018, Simmons Bank became corporate trustee of the Trust (“Simmons”) as a result of a merger between Simmons Bank and Southwest Bank, the former corporate trustee of the Trust. On November 4, 2021, Simmons announced that it had entered into an agreement with Argent Trust Company, a Tennessee chartered trust company (the “Trustee”), pursuant to which Simmons would resign as trustee of the Trust and nominate Argent Trust Company as successor trustee of the Trust. The change in trustee from Simmons to Argent Trust Company was effective on December 30, 2022.

The Trust’s Indenture provides that the term of the Trust will expire on June 1, 2041, 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 payments from certain oil and natural gas leases in the Gulf of Mexico, pursuant to license agreements and amendments between the Trust’s predecessors and Gulf Oil Corporation (“Gulf”). As a result of various transactions that have occurred since 1956, these interests were largely held by Chevron Corporation (“Chevron”) and are now predominantly held by its assignees, including Arena Energy, LP (collectively with Chevron and its assignees, the “Interest Owners”). The Trust holds title to interests in properties that are situated offshore of Texas.

The Trust’s wholly owned subsidiary, Marine Petroleum Corporation (“MPC,” and collectively with the Trust, “Marine”), holds title to interests in properties that are situated offshore of Louisiana because at the time the Trust was created, trusts could not hold these interests under Louisiana law. MPC is prohibited from engaging in a trade or business and only takes those actions that are necessary for the administration and liquidation of its properties.

Marine’s 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 natural 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 overriding royalties is paid to Marine 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 Trustee will provide the required information and the contact information for the Trustee is below:

Argent Trust Company
3838 Oak Lawn Avenue, Suite 1720
Dallas, Texas 75219
Telephone number: (855) 588-7839

Each unitholder should consult its own tax advisor for compliance with U.S. federal income tax laws and regulations.

Commodity Prices

The Trust’s income and monthly distributions are heavily influenced by commodity prices. Commodity prices may fluctuate widely in response to (i) relatively minor changes in the supply of and demand for oil and natural gas, (ii) market uncertainty and (iii) a variety of additional factors that are beyond the Trustee’s control. Factors that may impact future commodity prices, including the price of oil and natural gas, include but are not limited to:

- political conditions worldwide, and in particular, political disruptions, terrorist activities, wars or other armed conflicts in oil producing regions, including the war in Ukraine and the Israel-Hamas war;
- worldwide economic conditions;
- weather conditions;
- trade barriers;
- public health concerns;
- the supply and price of domestic and foreign crude oil or natural gas;
- the level of consumer demand;
- the price and availability of alternative fuels;
- the proximity to, and capacity of, transportation facilities;
- the effect of worldwide energy conservation measures; and
- the nature and extent of governmental regulation and taxation.

Although the Trustee cannot predict the occurrence of events that may affect future commodity prices or the degree to which these prices will be affected, gas royalty income for a given period generally relates to production three months prior to the period and crude oil royalty income for a given period generally relates to production two months prior to the period and will generally approximate current market prices in the geographic region of the production at the time of production. When crude oil and natural gas prices decline, the Trust is affected in two ways. First, distributable income from the Trust’s royalty properties is reduced. Second, exploration and development activity by operators on the Trust’s royalty properties may decline as some projects may become uneconomic and are either delayed or eliminated. It is impossible to predict future crude oil and natural gas price movements, and this reduces the predictability of future cash distributions to unitholders.

Liquidity and Capital Resources

As stated in the Indenture, there is no requirement for capital due to the limited purpose of the Trust. The Trust’s only obligation is to distribute the distributable income that is actually collected to unitholders. As an administrator of oil and natural gas royalty interests, the Trust collects royalties monthly, pays administrative expenses and disburses all net royalties that are collected to its unitholders each quarter, subject to the availability of distributable income on the distribution date after the payment of expenses.

The Indenture (and MPC'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 that are not being replaced due to the prohibition against 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 U.S. federal income tax purposes generally flow through to each individual unitholder. The State of Texas imposes a franchise tax, but 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 Marine's Annual Report on Form 10-K for the fiscal year ended June 30, 2023 for further information. MPC is a taxable entity that pays state and U.S. federal income taxes and state franchise taxes. However, MPC's income specifically excludes 98% of the oil and natural gas royalties collected by MPC, which are retained by and delivered to the Trust because of the Trust's net profits interest.

The Leases

Marine relies on public records for information regarding drilling and workover operations. The public records available up to the date of this report indicate that there was one new well completion made during the three months ended December 31, 2023 on leases in which Marine has an interest. As of February 1, 2024, public records also indicated that there were no new wells in the process of being drilled or recompleted on other leases in which Marine has an interest.

Marine holds an overriding royalty interest that is equal to three-fourths of one percent of the working interest and is calculated on the value at the well of any oil, natural gas or other minerals produced and sold from 55 leases covering 199,868 gross acres located in the Gulf of Mexico. Marine's overriding royalty interest applies only to existing leases and does not apply to any new leases that the Interest Owners may acquire.

Critical Accounting Policies and Estimates

In accordance with the Staff Accounting Bulletin Topic 12:E, *Financial Statements of Royalty Trusts*, Marine 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 Marine (including accounting, legal, other professional fees, trustees' fees and out-of-pocket expenses) are recorded on an actual paid basis. Marine 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 generally accepted accounting principles in the United States.

Marine did not have any changes in its critical accounting policies or estimates during the three and six months ended December 31, 2023. Please see Marine's Annual Report on Form 10-K for the fiscal year ended June 30, 2023 for a detailed discussion of its critical accounting policies.

New Accounting Pronouncements

Since the Trust financial statements are prepared on a modified-cash basis, most accounting pronouncements are not applicable to the Trust. No new accounting pronouncements have been adopted or issued that would have a significant impact on Marine's financial statements.

General

Marine's royalty income is derived from the oil and natural gas production activities of third parties. Marine's royalty income fluctuates from period to period based upon factors beyond Marine's control, including, without limitation, the number of productive wells drilled and maintained on leases that are subject to Marine's 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 Marine's operations are conducted by third parties. Marine's royalty income is dependent on the operations of the working interest owners of the leases on which Marine has an overriding royalty interest. The oil and natural gas companies that lease tracts subject to Marine's interests are responsible for the production and sale of oil and natural gas and the calculation of royalty payments to Marine. The only obligation of the working interest owners to Marine is to make monthly overriding royalty payments that reflect Marine's interest in the oil and natural gas sold. Marine's distributions are processed and paid by its transfer agent, Equiniti Trust Company.

The volume of oil and natural gas produced and the selling prices of such oil and natural gas are the primary factors in calculating overriding royalty payments. Production is affected by the natural production decline of the producing wells, the number of new wells drilled and the number of existing wells that are re-worked and placed back in production on the leases. Production from existing wells is anticipated to decrease in the future due to normal well depletion. The operators do not provide Marine with information regarding future drilling or re-working operations that could impact the oil and natural gas production from the leases for which Marine has an overriding royalty interest.

Summary of Operating Results

During the six months ended December 31, 2023, the Trust realized approximately 99% of its royalty income from the sale of oil and approximately 1% of its royalty income from the sale of natural gas. During the six months ended December 31, 2022, the Trust realized approximately 94% of its royalty income from the sale of oil and approximately 6% of its royalty income from the sale of natural gas. Royalty income includes royalties from oil and natural gas received from producers.

Distributable income per unit for the six months ended December 31, 2023 was \$0.21 as compared to \$0.45 for the comparable period in 2022. Distributions per unit also amounted to approximately \$0.21 per unit for the six months ended December 31, 2023, a decrease from distributions of \$0.51 per unit for the comparable period in 2022.

For the six months ended December 31, 2023, oil production decreased to 7,041 barrels (bbls) from 9,499 bbls and natural gas production decreased to 5,439 thousand cubic feet (mcf) from 7,738 mcf as compared to the comparable period in 2022. For the six months ended December 31, 2023, the average price realized for oil decreased to \$75.71 per bbl as compared to the price of \$100.65 realized for the comparable period in 2022 and the average price realized for natural gas (net of expenses) decreased to \$1.31 per mcf as compared to the average price of \$8.40 realized for the comparable period in 2022.

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

| Quarter Ended | Net Production Quantities | | Distributable Income Per Unit | Distributions Per Unit |
|--------------------|---------------------------|-------------------|-------------------------------|------------------------|
| | Oil (bbls) | Natural Gas (mcf) | | |
| September 30, 2022 | 5,187 | 4,417 | \$ 0.26 | \$ 0.26 |
| December 31, 2022 | 4,311 | 3,321 | \$ 0.19 | \$ 0.24 |
| March 31, 2023 | 3,390 | 1,914 | \$ 0.11 | \$ 0.16 |
| June 30, 2023 | 3,929 | 3,060 | \$ 0.13 | \$ 0.11 |
| September 30, 2023 | 3,964 | 3,148 | \$ 0.11 | \$ 0.12 |
| December 31, 2023 | 3,077 | 2,291 | \$ 0.10 | \$ 0.08 |

Results of Operations—Three Months Ended December 31, 2023 Compared to the Three Months Ended December 31, 2022

Income from oil and natural gas royalties decreased to \$249,200 during the three months ended December 31, 2023 from \$425,321 realized for the comparable period in 2022. Royalties decreased for the three months ended December 31, 2023 as compared to the comparable period in 2022 primarily due to a decrease in the production and price of oil and natural gas.

Distributable income decreased to \$199,238 for the three months ended December 31, 2023 from \$378,969 realized for the comparable period in 2022.

Income from oil royalties, for the three months ended December 31, 2023 decreased to \$246,941 from \$397,391 realized for the comparable period in 2022. The volume of oil sold in the three months ended December 31, 2023 decreased to 3,077 bbls from 4,311 bbls realized for the comparable period in 2022, and the average price realized for oil decreased to \$80.25 per bbl for the three months ended December 31, 2023 from \$92.18 per bbl realized for the comparable period in 2022.

Income from natural gas royalties (net of expenses), for the three months ended December 31, 2023 decreased to \$2,259 from \$27,931 for the comparable period in 2022. The volume of natural gas sold in the three months ended December 31, 2023 decreased to 2,291 mcf from 3,321 mcf realized for the comparable period in 2022, and the average price realized for natural gas (net of expenses) decreased to \$0.99 per mcf for the three months ended December 31, 2023 from \$8.41 per mcf realized for the comparable period in 2022.

The following table presents the quantities of oil and natural gas sold and the average price realized for the three months ended December 31, 2023, and those realized for the comparable period in 2022.

| | <u>Three Months Ended December 31,</u> | |
|--------------------------------|--|-------------|
| | <u>2023</u> | <u>2022</u> |
| | (unaudited) | |
| Oil | | |
| Bbls sold | 3,077 | 4,311 |
| Average price | \$ 80.25 | \$ 92.18 |
| Natural gas | | |
| Mcf sold | 2,291 | 3,321 |
| Average price, net of expenses | \$ 0.99 | \$ 8.41 |

General and administrative expenses increased to \$63,676 for the three months ended December 31, 2023 from \$56,160 for the comparable period of 2022, primarily due to the timing of payment of professional fees.

Results of Operations—Six Months Ended December 31, 2023 Compared to the Six Months Ended December 31, 2022

Income from oil and natural gas royalties decreased to \$540,221 during the six months ended December 31, 2023 from \$1,021,040 realized for the comparable period in 2022. Royalties decreased for the six months ended December 31, 2022 primarily due to a decrease in the price and production of oil and natural gas.

Distributable income decreased to \$427,295 for the six months ended December 31, 2023 from \$901,338 realized for the comparable period in 2022.

Income from oil royalties for the six months ended December 31, 2023 decreased to \$533,109 from \$956,030 realized for the comparable period in 2022. The volume of oil sold in the six months ended December 31, 2023 decreased to 7,041 bbls from 9,499 bbls realized for the comparable period in 2022, and the average price realized for oil decreased to \$75.71 per bbl for the six months ended December 31, 2023 from \$100.65 per bbl realized for the comparable period in 2022.

Income from natural gas royalties (net of expenses) for the six months ended December 31, 2023 decreased to \$7,112 from \$65,010 for the comparable period in 2022. The volume of natural gas sold in the six months ended December 31, 2023 decreased to 5,439 mcf from 7,738 mcf realized for the comparable period in 2022, and the average price realized for natural gas (net of expenses) decreased to \$1.31 per mcf for the six months ended December 31, 2023 from \$8.40 per mcf realized for the comparable period in 2022.

The following table presents the quantities of oil and natural gas sold and the average price realized for the six months ended December 31, 2023, and those realized for the comparable period in 2022.

| | Six Months Ended December 31, | |
|--------------------------------|--------------------------------------|-------------|
| | 2023 | 2022 |
| | (unaudited) | |
| Oil | | |
| Bbls sold | 7,041 | 9,499 |
| Average price | \$ 75.71 | \$ 100.65 |
| Natural gas | | |
| Mcf sold | 5,439 | 7,738 |
| Average price, net of expenses | \$ 1.31 | \$ 8.40 |

General and administrative expenses increased to \$140,294 for the six months ended December 31, 2023 from \$134,241 for the comparable period of 2022, primarily due to an increase in professional fees incurred due to the change in Trustee and timing of payment of professional expenses.

Forward-Looking Statements

The statements discussed in this Quarterly Report on Form 10-Q regarding Marine’s 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, as amended and Section 21E of the Exchange Act. This report uses the words “anticipate,” “believe,” “budget,” “continue,” “estimate,” “expect,” “intend,” “may,” “plan,” 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 Marine’s financial condition, and/or state other “forward-looking” information. Actual results may differ from expected results because of: reductions in price or demand for oil and natural gas, which might then lead to decreased production or impair Marine’s ability to make distributions; the impact of COVID-19 on future production and distributions; 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; changes in regulations; general economic conditions; actions and policies of petroleum-producing nations; other changes in domestic and international energy markets; the resignation of the Trustee; and the expiration, termination or release of leases subject to Marine’s interests. Additional risks are set forth in Marine’s Annual Report on Form 10-K for the fiscal year ended June 30, 2023. Events may occur in the future that Marine 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. Except as required by applicable securities laws, Marine does not undertake any obligation to update or revise any forward-looking statements.

Website

Marine makes available, free of charge, its Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K, and amendments to such reports at its website at www.marps-marine.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

There has been no material change from the information provided in Marine’s Annual Report on Form 10-K, “Item 7A: Quantitative and Qualitative Disclosures About Market Risk,” for the fiscal year ended June 30, 2023.

Item 4. Controls and Procedures

Conclusion Regarding the Effectiveness of Disclosure Controls and Procedures

Argent Trust Company, as Trustee of the Trust, is responsible for establishing and maintaining Marine's disclosure controls and procedures. Marine's disclosure controls and procedures include controls and other procedures that are designed to ensure that information required to be disclosed by Marine 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 SEC's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by Marine in the reports that it files or submits under the Exchange Act is accumulated and communicated to the Trustee as appropriate to allow timely decisions regarding required disclosure.

As of December 31, 2023, the Trustee carried out an evaluation of the effectiveness of the design and operation of Marine's disclosure controls and procedures pursuant to Rules 13a-15(b) and 15d-15(b) of the Exchange Act. Based upon that evaluation, the Trustee concluded that Marine's disclosure controls and procedures were effective as of December 31, 2023.

Changes in Internal Control Over Financial Reporting

There have not been any changes in Marine's internal control over financial reporting during the quarter ended December 31, 2023 that have materially affected, or are reasonably likely to materially affect, Marine's internal control over financial reporting.

PART II. OTHER INFORMATION

Item 1A. Risk Factors

As of the date of this filing, there have been no material changes from the risk factors previously disclosed in the “Risk Factors” in Marine’s Annual Report filed on Form 10-K for the fiscal year ended June 30, 2023.

Item 6. Exhibits

The following exhibits are included herein:

- 4.1 [Indenture, as amended on September 23, 2022, of Marine Petroleum Trust, filed as Exhibit 4.1 to the Current Report on Form 8-K of Marine filed September 28, 2022, and incorporated by reference 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.](#)

SIGNATURES

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

MARINE PETROLEUM TRUST

Argent Trust Company, trustee of Marine Petroleum Trust and not in its individual capacity or otherwise

February 14, 2024

By: /s/ Jana Egeler

Jana Egeler

Vice President

EXHIBIT 31.1

CERTIFICATIONS

I, Jana Egeler, certify that

1. I have reviewed this Quarterly Report on Form 10-Q of Marine Petroleum Trust for which Argent Trust Company acts as Trustee;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, distributable income and changes in trust corpus of the registrant as of, and for, the periods presented in this report;
4. I am responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)), or for causing such controls and procedures to be established and maintained, for the registrant and I have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under my supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to me by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under my supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report my conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. I have disclosed, based on my most recent evaluation of internal control over financial reporting, to the registrant's auditors:
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 14, 2024

/s/ Jana Egeler

Jana Egeler

Vice President on behalf of Argent Trust Company, not in its individual capacity but solely as the Trustee of Marine Petroleum Trust

EXHIBIT 32.1

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (subsections (a) and (b) of Section 1350, Chapter 63 of Title 18, United States Code), the Trustee of Marine Petroleum Trust (the “Trust”) does hereby certify, to its knowledge, that:

The Quarterly Report on Form 10-Q for the quarter ended December 31, 2023 (the “Form 10-Q”) of the Trust fully complies with the requirements of Section 13(a) or 15(d), as applicable, of the Securities Exchange Act of 1934, as amended, and the information contained in the Form 10-Q fairly presents, in all material respects, the financial condition and results of operations of the Trust as of, and for, the periods presented in the Form 10-Q.

/s/ Jana Egeler

Jana Egeler

Vice President on behalf of Argent Trust Company, not in its individual capacity but solely as the Trustee of Marine Petroleum Trust

Dated: February 14, 2024

A signed original of this written statement required by Section 906 has been provided to the Trust and will be retained by the Trust and furnished to the Securities and Exchange Commission or its staff upon request.

The foregoing certification is being furnished as an exhibit to the Form 10-Q pursuant to Item 601(b)(32) of Regulation S-K and Section 906 of the Sarbanes-Oxley Act of 2002 (subsections (a) and (b) of Section 1350, Chapter 63 of Title 18, United States Code) and, accordingly, is not being filed as part of the Form 10-Q for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and is not incorporated by reference into any filing of the Trust, whether made before or after the date hereof, regardless of any general incorporation language in such filing.