Enduro Royalty Trust
Form 10-Q
October 28, 2016
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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

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

For the quarterly period ended September 30, 2016

OR

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: 001-35333

ENDURO ROYALTY TRUST

(Exact name of registrant as specified in its charter)

Delaware	**45-6259461**
(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 Avenue, Suite 500** **Austin, Texas**	**78701**
(Address of principal executive offices)	(Zip Code)

1-512-236-6555

(Registrant s telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes x No o

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 o No o

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

Large accelerated filer o	Accelerated filer x
Non-accelerated filer o (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 Exchange Act). Yes o No x

As of October 25, 2016, 33,000,000 units of beneficial interest in Enduro Royalty Trust were outstanding.

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GLOSSARY OF CERTAIN OIL AND NATURAL GAS TERMS

The following are definitions of significant terms used in this report.

Bbl One barrel of 42 U.S. gallons liquid volume, used herein in reference to crude oil and other liquid hydrocarbons.

Boe One barrel of oil equivalent, computed on an approximate energy equivalent basis that one Bbl of crude oil equals approximately six Mcf of natural gas.

Btu A British Thermal Unit, a common unit of energy measurement.

Completion The installation of permanent equipment for the production of oil or natural gas, or in the case of a dry hole, the reporting of abandonment to the appropriate agency.

Differential The difference between a benchmark price of oil and natural gas, such as the NYMEX crude oil spot, and the wellhead price received.

Field An area consisting of either a single reservoir or multiple reservoirs, all grouped on or related to the same individual geological structural feature and/or stratigraphic condition.

GAAP Accounting principles generally accepted in the United States of America.

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

MBbl One thousand barrels of crude oil or condensate.

MBoe One thousand barrels of oil equivalent.

Mcf One thousand cubic feet of natural gas.

MMBoe One million barrels of oil equivalent.

MMcf One million cubic feet of natural gas.

Net acres or net wells The sum of the fractional working interests owned in gross acres or wells, as the case may be.

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.

NYMEX New York Mercantile Exchange.

NYSE New York Stock Exchange.

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

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.

Working interest The right granted to the lessee of a property to explore for and to produce and own oil, natural gas, or other minerals. The working interest owners bear the exploration, development, and operating costs on either a cash, penalty, or carried basis.

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PART I FINANCIAL INFORMATION

Item 1. ***Financial Statements.***

ENDURO ROYALTY TRUST

Statements of Assets, Liabilities and Trust Corpus

	September 30, 2016 (unaudited)	December 31, 2015
ASSETS		
Cash and cash equivalents	$ 178,381	$ 107,851
Net profits interest in oil and natural gas properties, net	110,995,278	120,901,651
Total assets	$ 111,173,659	$ 121,009,502
LIABILITIES AND TRUST CORPUS		
Trust corpus (33,000,000 units issued and outstanding)	$ 111,173,659	$ 121,009,502
Total liabilities and Trust corpus	$ 111,173,659	$ 121,009,502

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

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ENDURO ROYALTY TRUST

Statements of Distributable Income

(unaudited)

	Three Months Ended September 30, 2016	Three Months Ended September 30, 2015	Nine Months Ended September 30, 2016	Nine Months Ended September 30, 2015
Income from net profits interest	$ 1,992,888	$ 4,158,092	$ 5,871,812	$ 10,001,191
Interest and investment income	149		378	5
General and administrative expenses	(144,898)	(146,158)	(509,879)	(636,603)
Cash reserves used (withheld) for Trust expenses	94,769	(38,800)	(70,530)	106,638
Distributable income	$ 1,942,908	$ 3,973,134	$ 5,291,781	$ 9,471,231
Distributable income per unit (33,000,000 units)	$ 0.058876	$ 0.120398	$ 0.160357	$ 0.287007

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

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ENDURO ROYALTY TRUST

Statements of Changes in Trust Corpus

(unaudited)

	Three Months Ended September 30, 2016	Three Months Ended September 30, 2015	Nine Months Ended September 30, 2016	Nine Months Ended September 30, 2015
Trust corpus, beginning of period	$ 114,454,391	$ 504,952,722	$ 121,009,502	$ 528,372,769
Cash reserves withheld (used) for Trust expenses	(94,769)	38,800	70,530	(106,638)
Distributable income	1,942,908	3,973,134	5,291,781	9,471,231
Distributions to unitholders	(1,942,908)	(3,973,134)	(5,291,781)	(9,471,231)
Impairment of net profits interest		(367,258,842)		(367,258,842)
Amortization of net profits interest	(3,185,963)	(13,357,450)	(9,906,373)	(36,632,059)
Trust corpus, end of period	$ 111,173,659	$ 124,375,230	$ 111,173,659	$ 124,375,230

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

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ENDURO ROYALTY TRUST

NOTES TO FINANCIAL STATEMENTS

(unaudited)

1. TRUST ORGANIZATION AND PROVISIONS

Enduro Royalty Trust (the Trust) is a Delaware statutory trust formed in May 2011 pursuant to a trust agreement (the Trust Agreement) among Enduro Resource Partners LLC (Enduro), as trustor, The Bank of New York Mellon Trust Company, N.A. (the Trustee), as trustee, and Wilmington Trust Company (the Delaware Trustee), as Delaware Trustee.

The Trust was created to acquire and hold for the benefit of the Trust unitholders a net profits interest representing the right to receive 80% of the net profits from the sale of oil and natural gas production from certain properties in the states of Texas, Louisiana and New Mexico held by Enduro as of the date of the conveyance of the net profits interest to the Trust (the Net Profits Interest). The properties in which the Trust holds the Net Profits Interest are referred to as the Underlying Properties.

In connection with the closing of the initial public offering, on November 8, 2011, Enduro contributed the Net Profits Interest to the Trust in exchange for 33,000,000 units of beneficial interest in the Trust (the Trust Units). Through the initial public offering in 2011 and a secondary offering in 2013, Enduro has sold a total of 24,400,000 Trust Units. As of September 30, 2016, Enduro owned 8,600,000 Trust Units, or 26% of the issued and outstanding Trust Units.

The Net Profits Interest is passive in nature and neither the Trust nor the Trustee has any management control over or responsibility for costs relating to the operation of the Underlying Properties. The Trust Agreement provides, among other provisions, 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 of Net Profits Interest, dated effective as of July 1, 2011 (as supplemented to date, the Conveyance). As a result, the Trust is not permitted to acquire other oil and natural gas properties or net profits interests or otherwise to engage in activities beyond those necessary for the conservation and protection of the Net Profits Interest;

- the Trust may dispose of all or any material part of the assets of the Trust (including the sale of the Net Profits Interests) if approved by at least 75% of the outstanding Trust Units;

- the Trustee will make monthly cash distributions to unitholders (Note 6);

- the Trustee may create a cash reserve to pay for future liabilities of the Trust;

- the Trustee may authorize the Trust to borrow money to pay administrative or incidental expenses of the Trust that exceed its cash on hand and available reserves. No further distributions will be made to Trust unitholders until such amounts borrowed are repaid; and

- the Trust is not subject to any pre-set termination provisions based on a maximum volume of oil or natural gas to be produced or the passage of time. The Trust will dissolve upon the earliest to occur of the following:

- the Trust, upon approval of the holders of at least 75% of the outstanding Trust Units, sells the Net Profits Interest;

- the annual cash proceeds received by the Trust attributable to the Net Profits Interest are less than $2 million for each of any two consecutive years;

- the holders of at least 75% of the outstanding Trust Units vote in favor of dissolution; or

- the Trust is judicially dissolved.

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ENDURO ROYALTY TRUST

NOTES TO FINANCIAL STATEMENTS - Continued

(unaudited)

2. BASIS OF PRESENTATION

The accompanying Statement of Assets, Liabilities and Trust Corpus as of December 31, 2015, which has been derived from audited financial statements, and the unaudited interim financial statements as of September 30, 2016 and for the three and nine months ended September 30, 2016 and 2015 have been prepared pursuant to the rules and regulations of the Securities and Exchange Commission (SEC). Accordingly, certain information and disclosures normally included in annual financial statements have been condensed or omitted pursuant to those rules and regulations. Therefore, these financial statements should be read in conjunction with the financial statements and notes thereto included in the Trust s Annual Report on Form 10-K for the fiscal year ended December 31, 2015 (the 2015 Annual Report on Form 10-K).

In the opinion of the Trustee, the accompanying unaudited financial statements reflect all adjustments, consisting only of normal, recurring accrual adjustments, that are necessary for a fair presentation of the interim periods presented and include all the disclosures necessary to make the information presented not misleading. These interim results are not necessarily indicative of results for a full year.

The preparation of financial statements requires the Trustee to make estimates and assumptions that affect reported amounts of assets and liabilities and the reported amounts of revenues and expenses during the reporting period. Although the Trustee believes that these estimates are reasonable, actual results could differ from those estimates.

The Trust uses the modified cash basis of accounting to report Trust receipts of income from the Net Profits Interest and payments of expenses incurred. The Net Profits Interest represents the right to receive revenues (oil and natural gas sales), less direct operating expenses (lease operating expenses and production and property taxes) and development expenses of the Underlying Properties, multiplied by 80%. Cash distributions of the Trust are made based on the amount of cash received by the Trust pursuant to terms of the Conveyance creating the Net Profits Interest.

Under the terms of the Conveyance, the monthly Net Profits Interest calculation includes oil and natural gas revenues received during the relevant month. Monthly operating expenses and capital expenditures represent estimated incurred expenses and, as a result, represent accrued expenses as well as expenses paid during the period.

The financial statements of the Trust are prepared on the following basis:

(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 includes 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 future expenditures that would not be recorded as contingent liabilities under accounting principles generally accepted in the United States of America (GAAP);

(e) Amortization of the Net Profits Interest in oil and natural gas properties is calculated on a unit-of-production basis and is charged directly to the Trust corpus; and

(f) The Net Profits Interest in oil and natural gas properties is periodically assessed whenever events or circumstances indicate that the aggregate value may have been impaired below its total capitalized cost based on the Underlying Properties. If an impairment loss is indicated by the carrying amount of the assets exceeding the sum of the undiscounted expected future net cash flows of the Net Profits Interest, then an impairment loss is recognized for the amount by which the carrying amount of the asset exceeds its estimated fair value determined using discounted cash flows.

The financial statements of the Trust differ from financial statements prepared in accordance with GAAP because revenues are not accrued in the month of production; certain cash reserves may be established for contingencies which would not be accrued in financial statements prepared in accordance with GAAP; general and administrative expenses are recorded when paid instead of when incurred; and amortization of the net profits interest calculated on a unit-of-production basis is charged directly to trust corpus instead of as an expense. While these statements differ from financial statements prepared in accordance with GAAP, the modified cash basis of reporting revenues, expenses, and distributions is considered to be the most meaningful because monthly distributions to the Trust unitholders are based on net cash receipts.

This comprehensive basis of accounting other than GAAP corresponds to the accounting permitted for royalty trusts by the U.S. SEC as specified by Staff Accounting Bulletin Topic 12:E, *Financial Statements of Royalty Trusts*.

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ENDURO ROYALTY TRUST

NOTES TO FINANCIAL STATEMENTS - Continued

(unaudited)

New Accounting Pronouncements

As the Trust s financial statements are prepared on the modified cash basis, most accounting pronouncements are not applicable to the Trust s financial statements. No new accounting pronouncements have been adopted or issued that would impact the financial statements of the Trust.

3. NET PROFITS INTEREST IN OIL AND NATURAL GAS PROPERTIES

The Net Profits Interest in oil and natural gas properties was recorded at its fair value on the date of conveyance. Amortization of the Net Profits Interest in oil and natural gas properties is calculated on a unit-of-production basis based on the Underlying Properties production and reserves. The reserves upon which the amortization rate is based are quantity estimates which are subject to numerous uncertainties inherent in the estimation of proved reserves. The volumes considered to be commercially recoverable fluctuate with changes in commodity prices and operating costs. These estimates are expected to change as additional information becomes available in the future. Downward revisions in proved reserves may result in an increased rate of amortization. Due to the low commodity price environment in the first half of 2016 and the anticipated negative effects on proved reserves from continued commodity pricing pressure in the second half of 2016, the Trust increased the amortization rate in the second quarter of 2016. Amortization is charged directly to the Trust corpus balance and does not affect the distributable income of the Trust. Accumulated amortization as of September 30, 2016 and December 31, 2015 was $247,745,880 and $237,839,507, respectively.

The Net Profits Interest is periodically assessed for impairment whenever events or circumstances indicate that the current fair value based on expected future cash flows of the Underlying Properties may be less than the carrying value of the Net Profits Interest. While the Trust did not record an impairment during the three months ended September 30, 2016, future downward revisions in actual production volumes relative to current forecasts, higher than expected operating costs, or lower than anticipated market pricing could result in recognition of impairment in future periods. During the three months ended September 30, 2015, the Net Profits Interest was written down to its estimated fair value of $124,232,800, resulting in a $367,258,842 impairment charge directly to Trust corpus. The impairment does not affect distributable income.

4. FAIR VALUE MEASUREMENTS

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. There are three approaches for measuring the fair value of assets and liabilities: the market approach, the income approach and the cost approach, each of which includes multiple valuation techniques. The market approach uses prices and other relevant information generated by market transactions involving identical or comparable assets or liabilities. The income approach uses valuation techniques to measure fair value by converting future amounts, such as cash flows or earnings, into a single present value amount using current market expectations about those future amounts. The cost approach is based on the amount that would currently be required to replace the service capacity of an asset. This is often referred to as current replacement cost. The cost approach assumes that the fair value would not exceed what it would cost a market participant to acquire or construct a substitute asset of comparable utility, adjusted for obsolescence.

The fair value accounting standards do not prescribe which valuation technique should be used when measuring fair value and do not prioritize among the techniques. These standards establish a fair value hierarchy that prioritizes the inputs used in applying the various valuation techniques. Inputs broadly refer to the assumptions that market participants use to make pricing decisions, including assumptions about risk. Level 1 inputs are given the highest priority in the fair value hierarchy, while Level 3 inputs are given the lowest priority. The three levels of the fair value hierarchy are as follows:

- Level 1 Observable inputs that reflect unadjusted quoted prices for identical assets or liabilities in active markets as of the reporting date. Active markets are those in which transactions for the asset or liability occur in sufficient frequency and volume to provide pricing information on an ongoing basis.

- Level 2 Observable market-based inputs or unobservable inputs that are corroborated by market data. These are inputs other than quoted prices in active markets included in Level 1, which are either directly or indirectly observable as of the reporting date.

- Level 3 Unobservable inputs that are not corroborated by market data and may be used with internally developed methodologies that result in management s best estimate of fair value.

Valuation techniques that maximize the use of observable inputs are favored. Assets and liabilities are classified in their entirety based on the lowest priority level of input that is significant to the fair value measurement. The assessment of the significance of a particular input to the fair value measurement requires judgment and may affect the placement of assets and liabilities within the levels of the fair value hierarchy.

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ENDURO ROYALTY TRUST

NOTES TO FINANCIAL STATEMENTS - Continued

(unaudited)

Fair Values-Non recurring

Due to continued declines in commodity prices and the resulting effect on estimated future cash flows of the Net Profits Interest, and on the reserves attributable to the Trust s interest in the Underlying Properties, there were indications during the three months ended September 30, 2015 that the carrying value of the Net Profits Interest may be impaired. As a result, an undiscounted cash flow calculation was performed which demonstrated that expected future net cash flows of the Net Profits Interest were below their carrying value. Fair value was subsequently measured using an income approach based upon internal estimates of future production levels, prices, drilling and operating costs and discount rates, which are Level 3 inputs. Internal price estimates are developed based on third-party longer-term commodity futures price outlooks, and future cash flows were calculated using estimated future oil and natural gas prices. The expected future net cash flows were discounted using an annual rate of 15 percent to determine fair value.

The Trust recorded an impairment charge during the three months ended September 30, 2015 of $367,258,842. The following table presents the value of the Net Profits Interest measured at fair value on a nonrecurring basis at the time impairment was recorded:

		Three and Nine Months Ended September 30, 2015
Carrying Value	$	491,491,642
Impairment		(367,258,842)
Fair Value	$	124,232,800

The Trust did not record an impairment during the three and nine months ended September 30, 2016.

It is reasonably possible that the estimates of undiscounted future net cash flows attributable to the Underlying Properties may change in the future resulting in the need to further impair their carrying value. The primary factors that may affect estimates of future cash flows include; revisions, both positive and negative, to estimates of oil and natural gas reserves, changes in estimated average realized oil and natural gas prices, and results of future drilling activities.

5. INCOME TAXES

Federal Income Taxes

For federal income tax purposes, the Trust is a grantor trust and therefore is not subject to tax at the trust level. Trust unitholders are treated as owning a direct interest in the assets of the Trust, and each Trust unitholder is taxed directly on his or her pro rata share of the income and gain attributable to the assets of the Trust and entitled to claim his or her pro rata share of the deductions and expenses attributable to the assets of the Trust. The income of the Trust is deemed to have been received or accrued by each unitholder at the time such income is received or accrued by the Trust rather than when distributed by the Trust.

The deductions of the Trust consist of severance taxes and administrative expenses. In addition, each unitholder is entitled to depletion deductions because the Net Profits Interest constitutes economic interests in oil and natural gas properties for federal income tax purposes. Each unitholder is entitled to amortize the cost of the Trust Units through cost depletion over the life of the Net Profits Interest or, if greater, through percentage depletion. Unlike cost depletion, percentage depletion is not limited to a unitholder s depletable tax basis in the Trust Units. Rather, a unitholder is entitled to percentage depletion as long as the applicable Underlying Properties generate gross income.

Some Trust Units are held by a middleman, as such term is broadly defined in U.S. Treasury Regulations (and includes custodians, nominees, certain joint owners, and brokers holding an interest for a custodian in street name). Therefore, the Trustee considers the Trust to be a non-mortgage widely held fixed investment trust (WHFIT) for U.S. federal income tax purposes. The Bank of New York Mellon Trust Company, N.A., 919 Congress Avenue, Austin, Texas 78701, telephone number (512) 236-6545, is the representative of the Trust that will provide tax information in accordance with applicable U.S. Treasury Regulations governing the information reporting requirements of the Trust as a WHFIT. Tax information is also posted by the Trustee at www.enduroroyaltytrust.com. Notwithstanding the foregoing, the middlemen holding units on behalf of unitholders, and not the Trustee of the Trust, are solely responsible for complying with the information reporting requirements under the U.S. Treasury Regulations with respect to such units, including the issuance of IRS Forms 1099 and certain written tax statements. Unitholders whose 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.

The tax consequences to a unitholder of ownership of Trust Units will depend in part on the unitholder s tax circumstances. Unitholders should consult their tax advisors about the federal tax consequences relating to owning the Trust Units.

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ENDURO ROYALTY TRUST

NOTES TO FINANCIAL STATEMENTS - Continued

(unaudited)

State Taxes

The Trust s revenues are from sources in the states of Louisiana, New Mexico and Texas. Because it distributes all of its net income to unitholders, the Trust is not taxed at the trust level in Louisiana or New Mexico. Although the Trust does not owe tax, the Trustee is required to file a return with Louisiana reflecting the income and deductions of the Trust attributable to properties located in that state. Texas does not impose a state income tax, so the Trust s income is not subject to income tax at the trust level in Texas. Louisiana and New Mexico presently have income taxes which tax income of nonresidents from real property located within that state. Louisiana and New Mexico also impose a corporate income tax which may apply to unitholders organized as corporations.

Texas imposes a franchise tax at a rate of 0.75% on gross revenues less certain deductions for returns originally due on or after January 1, 2016, as specifically set forth in the Texas franchise tax statutes. Entities subject to tax generally include trusts unless otherwise exempt. Trusts that receive at least 90% of their federal gross income from designated passive sources, including royalties from mineral properties and other income from other non-operating mineral interests, and do not receive more than 10% of their income from operating an active trade or business, generally are exempt from the Texas franchise tax as passive entities. Although the Trust is intended to be exempt from Texas franchise tax at the trust level as a passive entity, each unitholder that is considered a taxable entity under the Texas franchise tax would generally be required to include its portion of Trust net income in its own Texas franchise tax computation.

Each unitholder should consult his or her own tax advisor regarding state tax requirements, if any, applicable to such person s ownership of Trust Units.

6. DISTRIBUTIONS TO UNITHOLDERS

Each month, 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 month, over the Trust s liabilities for that month, subject to adjustments for changes made by the Trustee during the month in any cash reserves established for future liabilities of the Trust. Distributions are made to the holders of Trust Units as of the applicable record date (generally the last business day of each calendar month) and are payable on or before the 10th business day after the record date.

The following table provides information regarding the Trust s distributions paid during the nine months ended September 30, 2016 and 2015:

Declaration Date	Record Date	Payment Date		Distribution per Unit
Nine Months Ended September 30, 2016:				
December 18, 2015	December 31, 2015	January 15, 2016	$	0.029187
January 19, 2016	January 29, 2016	February 12, 2016	$	0.029839
February 19, 2016	February 29, 2016	March 14, 2016	$	0.024305
March 21, 2016	March 31, 2016	April 14, 2016	$	0.009855
April 19, 2016	April 29, 2016	May 13, 2016	$	0.007279
May 20, 2016	May 31, 2016	June 14, 2016	$	0.001016
June 20, 2016	June 30, 2016	July 15, 2016	$	0.013353
July 19, 2016	July 29, 2016	August 12, 2016	$	0.015600
August 19, 2016	August 31, 2016	September 15, 2016	$	0.029923
Year to Date - 2016			**$**	**0.160357**
Nine Months Ended September 30, 2015:				
December 19, 2014	December 31, 2014	January 15, 2015	$	0.065822
January 20, 2015	January 30, 2015	February 13, 2015	$	0.006598
February 17, 2015	February 27, 2015	March 13, 2015	$	0.015796
March 20, 2015	March 31, 2015	April 14, 2015	$	0.037109
April 20, 2015	April 30, 2015	May 14, 2015	$	0.017598
May 18, 2015	May 29, 2015	June 12, 2015	$	0.023686
June 19, 2015	June 30, 2015	July 14, 2015	$	0.028013
July 21, 2015	July 31, 2015	August 14, 2015	$	0.020142
August 21, 2015	August 31, 2015	September 15, 2015	$	0.072243
Year to Date - 2015			**$**	**0.287007**

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ENDURO ROYALTY TRUST

NOTES TO FINANCIAL STATEMENTS - Continued

(unaudited)

7. DEVELOPMENT EXPENSE RESERVE

During the first quarter of 2016, Enduro established a reserve of $750,000 from the calculated net profits interest for approved 2016 development expenses, which is held by Enduro and not reflected in the accompanying Statement of Assets, Liabilities and Trust Corpus as of September 30, 2016. During the second quarter of 2016, Enduro increased the previously established reserve by $100,000. During the three and nine months ended September 30, 2016, there have not been any development expenses applied against the reserve. However, as a result of lower than anticipated capital expenditures, Enduro released $450,000 of the reserve during the three months ended September 30, 2016, which increased the income from net profits interest. As of September 30, 2016, the remaining total reserve was $400,000. Prior to 2016, Enduro had not established a reserve for development expenses.

In addition, during the first quarter of 2016, the Trustee withheld $250,000 from the calculated net profits interest for anticipated future liabilities of the Trust, a portion of which has been utilized to pay expenses, with the remainder included in Cash and cash equivalents as of September 30, 2016 in the accompanying Statement of Assets, Liabilities and Trust Corpus.

8. TRUSTEE FEES

Under the terms of the Trust Agreement, the Trust pays an administrative fee of $200,000 per year to the Trustee and an annual fee of $2,000 to the Delaware Trustee. During the three and nine months ended September 30, 2016, the Trust paid $50,000 and $150,100, respectively, to the Trustee pursuant to the terms of the Trust Agreement. During the three and nine months ended September 30, 2015, the Trust paid $50,000 and $150,100, respectively, to the Trustee pursuant to the terms of the Trust Agreement. The Trust did not pay any fees to the Delaware Trustee during the nine months ended September 30, 2016 and 2015.

9. PERMIAN BASIN OPERATOR ADJUSTMENT AND IMPACT ON FUTURE DISTRIBUTIONS

As previously disclosed, Enduro received a letter in July 2015 from one of its operators in the Permian Basin pertaining to 480,000 Mcf of natural gas for which the operator had paid Enduro on the properties underlying the Trust but for which Enduro had only produced 240,000 Mcf. Subsequently, the operator and Enduro agreed that the value of the overpaid production, totaling $1.1 million to the Underlying Properties, would be recouped with proceeds from future production.

During the recoupment period, which began during the second quarter of 2016, Enduro will not receive any revenue payments and future distribution calculations will not include any volumes or revenues from any of the operator s properties until the $1.1 million is fully recovered. For the three months ended September 30, 2016, these properties would have contributed approximately 1,475 Bbls and $48,000 related to oil production and 37,600 Mcf and $66,700 related to natural gas production to the Underlying Properties. For the nine months ended September 30, 2016, these properties would have contributed approximately 2,700 Bbls and $91,600 related to oil production and 51,400 Mcf and $93,700 related to natural gas production to the Underlying Properties. This total of $185,300 was withheld by the operator to begin recovering the total $1.1 million.

10. SUBSEQUENT EVENTS

On October 17, 2016, the distribution of $0.036876 per unit, which was declared on September 20, 2016, was paid to Trust unitholders owning units as of September 30, 2016. The distribution included a release of $150,000 previously withheld by Enduro for approved 2016 development expenses as referenced in Note 7.

On October 21, 2016, the Trust declared a distribution of $0.03187 per unit to unitholders of record as of October 31, 2016. The distribution is expected to be paid to unitholders on November 15, 2016. As a result of lower than anticipated capital expenditures to date in 2016, resulting in reduced expectations for 2016 capital expenditures, Enduro further released $100,000 from the reserve that it had previously established for approved 2016 development expenses as described in Note 7 above. After the distribution to be paid in November, a reserve of $150,000 for approved development expenses will remain.

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

References to the Trust in this document refer to Enduro Royalty Trust while references to Enduro in this document refer to Enduro Resource Partners LLC. 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, as well as Management s Discussion and Analysis of Financial Condition and Results of Operations contained in the Trust s 2015 Annual Report on Form 10-K. The Trust s annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and all other filings with the SEC are available on the SEC s website at www.sec.gov.

Forward-Looking Statements

This Form 10-Q includes forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. All statements other than statements of historical fact included in this Form 10-Q, including without limitation the statements under this Trustee s Discussion and Analysis of Financial Condition and Results of Operations are forward-looking statements. Such statements may be influenced by factors that could cause actual outcomes and results to differ materially from those projected. No assurance can be given that such expectations will prove to have been correct. 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-Q, could affect the future results of the energy industry in general, and Enduro and the Trust in particular, and could cause actual results to differ materially from those expressed in such forward-looking statements:

- risks associated with the drilling and operation of oil and natural gas wells;
- the amount of future direct operating expenses and development expenses;
- the effect of existing and future laws and regulatory actions;
- the effect of changes in commodity prices or alternative fuel prices;
- the prohibition on the Trust s entry into any new hedging arrangements under the terms of the Conveyance;
- conditions in the capital markets;

- competition from others in the energy industry;
- uncertainty of estimates of oil and natural gas reserves and production; and
- cost inflation.

You should not place undue reliance on these forward-looking statements. All forward-looking statements speak only as of the date of this Form 10-Q. The Trust does not undertake any obligation to release publicly any revisions to the forward-looking statements to reflect events or circumstances after the date of this Form 10-Q or to reflect the occurrence of unanticipated events, unless the securities laws require us to do so.

This Form 10-Q describes other important factors that could cause actual results to differ materially from expectations of Enduro and the Trust, including under the caption Risk Factors. All forward-looking statements in this report and all subsequent written and oral forward-looking statements attributable to Enduro or the Trust or persons acting on behalf of Enduro or the Trust are expressly qualified in their entirety by such factors. The Trust assumes no obligation, and disclaims any duty, to update these forward-looking statements.

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Overview

Enduro Royalty Trust is a statutory trust created in May 2011 and its initial public offering was completed in November 2011. The Trust s only asset and source of income is the Net Profits Interest, which entitles the Trust to receive 80% of the net profits from oil and natural gas production from the Underlying Properties. The Net Profits Interest is passive in nature and neither the Trust nor the Trustee has any management control over or responsibility for costs relating to the operation of the Underlying Properties. Additionally, third parties operate substantially all of the wells on the Underlying Properties and, therefore, Enduro is not in a position to control the timing of development efforts, associated costs, or the rate of production of the reserves.

The Trust is required to make monthly cash distributions of substantially all of its monthly cash receipts, after deducting the Trust s administrative expenses, to holders of record (generally the last business day of each calendar month) on or before the 10 th business day after the record date. The Net Profits Interest is entitled to a share of the profits from and after July 1, 2011 attributable to production occurring on or after June 1, 2011. The amount of Trust revenues and cash distributions to Trust unitholders depends on, among other things:

- oil and natural gas sales prices;
- volumes of oil and natural gas produced and sold attributable to the Underlying Properties;
- production and development costs;
- price differentials;
- potential reductions or suspensions of production;
- the amount and timing of Trust administrative expenses; and
- the establishment, increase, or decrease of reserves for approved development expenses or future liabilities of the Trust.

Generally, Enduro receives cash payment for oil production 30 to 60 days after it is produced and for natural gas production 60 to 90 days after it is produced.

Outlook

Oil and natural gas prices have remained depressed since declining significantly in the second half of 2014. The Trust s revenues and distributable income available to unitholders have been and will continue to be adversely affected if commodity prices remain at current levels or decline further.

Development activity has decreased significantly on the Underlying Properties due to the continued low commodity price environment. The operators of the properties underlying the Trust have significantly reduced capital expenditures during 2016, and Enduro anticipates total capital expenditures included in 2016 distributions to be considerably less than they were in 2015. Based on currently available information, Enduro anticipates 2016 capital expenditures to range from $2 million to $4 million attributable to the properties in which the Trust owns a net profits interest, or $1.6 million to $3.2 million net to the Trust s 80% net profits interest.

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Results of Operations

Three Months Ended September 30, 2016 Compared to Three Months Ended September 30, 2015

The Trust s net profits income consists of monthly net profits attributable to the Net Profits Interest, which was determined as shown in the following table:

	Three Months Ended September 30, 2016		Three Months Ended September 30, 2015		Increase (Decrease)
Gross profits:					
Oil sales	$	7,449,284	$	10,867,971	(31)%
Natural gas sales		1,763,326		2,940,644	(40)%
Total		9,212,610		13,808,615	(33)%
Costs:					
Direct operating expenses:					
Lease operating expenses		5,355,000		6,837,000	(22)%
Compression, gathering and transportation		789,000		390,000	102%
Production, ad valorem and other taxes		907,000		1,295,000	(30)%
Development expenses		233,000		89,000	162%
Total		7,284,000		8,611,000	(15)%
Net profits	$	1,928,610	$	5,197,615	(63)%
Percentage allocable to Net Profits Interest		80%		80%	
Net profits allocable to Net Profits Interest	$	1,542,888	$	4,158,092	(63)%
Plus: Partial release of reserve withheld for approved development expenses		450,000			100%
Income from Net Profits Interest	$	1,992,888	$	4,158,092	(52)%
Less: Trust general and administrative expenses and cash withheld for expenses		(49,980)		(184,958)	(73)%
Distributable income	$	1,942,908	$	3,973,134	(51)%

The following table displays oil and natural gas sales volumes and average prices from the Underlying Properties, representing the amounts included in the net profits calculation for distributions paid during the three months ended September 30, 2016 and 2015:

	Three Months Ended September 30, 2016		Three Months Ended September 30, 2015		Increase (Decrease)
Underlying Properties Production Volumes:					
Oil (Bbls)		200,020		221,503	(10)%
Natural Gas (Mcf)		1,007,008		1,180,351	(15)%
Combined (Boe)		367,855		418,228	(12)%
Average Prices:					
Oil - NYMEX (March-May) ($/Bbl)	$	42.01	$	53.79	(22)%

Differential	$	(4.77)	$	(4.73)	1%
Oil prices realized ($/Bbl)	$	37.24	$	49.06	(24)%
Natural gas - NYMEX (February-April) ($/Mcf)	$	1.92	$	2.70	(29)%
Differential	$	(0.17)	$	(0.21)	(19)%
Natural gas prices realized ($/Mcf)	$	1.75	$	2.49	(30)%

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Income from Net Profits Interest for the three months ended September 30, 2016 is calculated from the following:

- oil sales primarily related to oil produced from the Underlying Properties from March 2016 through May 2016;
- natural gas sales primarily related to natural gas produced from the Underlying Properties from February 2016 through April 2016; and
- direct operating and development expenses primarily related to expenses incurred from April 2016 to June 2016.

Net profits attributable to the Underlying Properties for the three months ended September 30, 2016 were $1.9 million compared to $5.2 million for the three months ended September 30, 2015. The $3.3 million decrease was primarily due to the following items:

- Oil sales decreased $3.4 million, primarily due to lower realized prices, which caused oil sales to decline by $2.4 million, and reduced sales volumes, which decreased oil sales by $1.0 million. The average oil price received decreased 24% primarily due to a 22% decrease in the average NYMEX oil price for the relevant production months. Oil sales volumes decreased 10% primarily as a result of natural production declines, which included high initial rates of decline on new wells in the Permian Basin. Production from wells drilled as part of the 2014 Rocker B drilling program declined approximately 8,900 Bbls, or 56%, from approximately 15,800 Bbls included in distributions paid during the third quarter of 2015 to approximately 6,900 Bbls included in distributions paid during the third quarter of 2016.

- Natural gas sales decreased $1.2 million due to lower realized prices, which reduced natural gas sales by $0.7 million, and lower sales volumes, which reduced natural gas sales by $0.4 million. The average natural gas price received decreased 30% due to a 29% decrease in the average NYMEX natural gas price. Natural gas volumes decreased 15% primarily as a result of natural production declines.

- Lease operating expenses decreased $1.5 million ($1.79 per Boe) primarily due to decreases in workover and maintenance activity on mature fields in the Permian Basin, the costs of oilfield goods and services, and reduced plugging and abandonment costs.

- Compression, gathering and transportation (CGT) expenses increased from $0.4 million for the third quarter of 2015 to $0.8 million in the third quarter of 2016. The increase in CGT expenses is primarily attributable to certain midstream companies renegotiating gathering and processing fee contracts, particularly in the Permian Basin, resulting in increased per Mcf charges for producing wells.

- Production, ad valorem and other taxes decreased $0.4 million primarily due to a $4.6 million decrease in total sales revenues. As a percentage of revenues, production, ad valorem and other taxes were 9.8% for the three months ended September 30, 2016 compared to 9.4% for the three months ended September 30, 2015. The increase is a result of ad valorem taxes, which are not based on revenues in certain jurisdictions, resulting in an increased percentage of revenues as commodity prices decline.

- Development expenses during the third quarter of 2016 and 2015 were minimal due to a lack of capital projects and development activity in the low commodity price environment.

During the three months ended September 30, 2016, Enduro released $450,000 from the previously established reserve for approved 2016 development expenses as discussed in Note 7 of the Notes to Financial Statements. The Trust withheld $0.1 million and paid $0.1 million for general and administrative expenses. Expenses paid during the period primarily consisted of fees for the preparation of the Trust s monthly press releases and second quarter report on Form 10-Q, 2016 financial statement audit fees, and Trustee fees. For the three months ended September 30, 2015, the Trust withheld $0.2 million and paid $0.1 million for general and administrative expenses.

During the three months ended September 30, 2015, the Trust recorded a $367.3 million impairment charge due to continued declines in commodity prices and the resulting effect on estimated future cash flows from the Net Profits Interest and on the reserves attributable to the Trust s interest in the Underlying Properties. The impairment resulted in a non-cash charge to Trust corpus and did not affect the Trust s distributable income. The Trust did not record an impairment during the three months ended September 30, 2016.

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Nine Months Ended September 30, 2016 Compared to Nine Months Ended September 30, 2015

The Trust s net profits income consists of monthly net profits attributable to the Net Profits Interest, which was determined as shown in the following table:

	Nine Months Ended September 30, 2016	2015	Increase (Decrease)
Gross profits:			
Oil sales	$ 22,493,208	$ 40,562,145	(45)%
Natural gas sales	7,052,557	11,979,344	(41)%
Total	29,545,765	52,541,489	(44)%
Costs:			
Direct operating expenses:			
Lease operating expenses	17,491,000	23,693,000	(26)%
Compression, gathering and transportation	2,467,000	1,763,000	40%
Production, ad valorem and other taxes	2,044,000	4,119,000	(50)%
Development expenses	(296,000)	10,465,000	(103)%
Total	21,706,000	40,040,000	(46)%
Net profits	$ 7,839,765	$ 12,501,489	(37)%
Percentage allocable to Net Profits Interest	80%	80%	
Income from Net Profits Interest	$ 6,271,812	$ 10,001,191	(37)%
Less: Enduro reserve withheld for approved development expenses, net of reserve releases	(400,000)		100%
Income from Net Profits Interest	$ 5,871,812	$ 10,001,191	(41)%
Less: Trust general and administrative expenses and cash withheld for expenses	(580,031)	(529,960)	9%
Distributable income	$ 5,291,781	$ 9,471,231	(44)%

The following table displays oil and natural gas sales volumes and average prices from the Underlying Properties, representing the amounts included in the net profits calculation for distributions paid during the nine months ended September 30, 2016 and 2015:

	Nine Months Ended September 30, 2016	2015	Increase (Decrease)
Underlying Properties Production Volumes:			
Oil (Bbls)	608,232	683,837	(11)%
Natural Gas (Mcf)	3,434,725	3,657,500	(6)%
Combined (Boe)	1,180,686	1,293,420	(9)%
Average Prices:			
Oil - NYMEX (September-May) ($/Bbl)	$ 40.09	$ 63.60	(37)%
Differential	$ (3.11)	$ (4.28)	(27)%
Oil prices realized ($/Bbl)	$ 36.98	$ 59.32	(38)%
Natural gas - NYMEX (August-April) ($/Mcf)	$ 2.23	$ 3.37	(34)%
Differential	$ (0.18)	$ (0.09)	100%

Natural gas prices realized ($/Mcf)	$	2.05	$	3.28	(37)%

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Income from the Net Profits Interest for the nine months ended September 30, 2016 is calculated from the following:

- oil sales primarily related to oil produced from the Underlying Properties from September 2015 through May 2016;
- natural gas sales primarily related to natural gas produced from the Underlying Properties from August 2015 through April 2016; and
- direct operating and development expenses primarily related to expenses incurred from October 2015 to June 2016.

Net profits attributable to the Underlying Properties for the nine months ended September 30, 2016 were $7.8 million compared to $12.5 million for the nine months ended September 30, 2015. The $4.7 million decrease was primarily due to the following items:

- Oil sales decreased $18.1 million, primarily due to lower realized prices, which caused oil sales to decline by $13.6 million. The remaining $4.5 million decrease in oil sales was due to reduced sales volumes. The average oil price received decreased 38% as a result of the corresponding decrease in the average NYMEX oil price for the relevant production months. Oil sales volumes decreased 11% as a result of natural production declines, which included high initial rates of decline on new wells in the Permian Basin. Production from wells drilled as part of the 2014 Rocker B drilling program declined approximately 41,400 Bbls from approximately 66,300 Bbls included in distributions paid during the nine months ended September 30, 2015 to approximately 24,900 Bbls included in distributions paid during the nine months ended September 30, 2016.

- Natural gas sales decreased $4.9 million due almost entirely to lower realized prices. The average natural gas price received decreased 37% due to a 34% decrease in the average NYMEX natural gas price and reduced sales price realizations for the relevant production months. Sales price realizations during 2016 have been impacted by a reduction in natural gas liquids (NGL) pricing, which is included as part of the natural gas pricing on non-operated properties. Historically, natural gas differentials have been positive from the impact of NGL pricing upgrades as certain NGL pricing correlates with oil prices.

- Lease operating expenses decreased $6.2 million ($3.50 per Boe) primarily due to decreases in workover and maintenance activity on mature fields in the Permian Basin, the costs of oilfield goods and services, reduced plugging and abandonment costs, and a decrease in oil volumes, which have higher lifting costs, as a percentage of total production.

- CGT expenses increased from $1.8 million for the nine months ended September 30, 2015 to $2.5 million for the nine months ended September 30, 2016. The increase in CGT expenses is primarily attributable to certain midstream companies renegotiating gathering and processing fee contracts, particularly in the Permian Basin, resulting in increased per Mcf charges for producing wells. In addition, the nine months ended September 30, 2016 includes $0.3 million of CGT expenses related to unused firm capacity reservation fees that were retroactively charged by an operator in the Elm Grove field of North Louisiana for several years beginning with the January 2012 production month.

- Production, ad valorem and other taxes decreased $2.1 million primarily due to a $23.0 million decrease in total sales revenues and downward adjustments to ad valorem expense in 2016 in response to lower than expected ad valorem expenses in 2015. As a percentage of revenues, production, ad valorem and other taxes were 6.9% for the nine months ended September 30, 2016 compared to 7.8% for the nine months ended September 30, 2015. The reduction as a percentage of revenues is due to $0.2 million of ad valorem accrual reversals during the nine months ended September 30, 2016, which reduced the ad valorem expense for the period.

- Development expenses decreased $10.8 million primarily due to a $6.8 million decrease in capital activity in the Permian Basin Wolfcamp drilling program operated by Pioneer Natural Resources. Additionally, capital projects and development activity have decreased due to the current low commodity price environment. For distributions paid during the nine months ended September 30, 2016, capital adjustments were recorded that resulted from projects where actual costs incurred were less than projected. These adjustments more than offset capital expenditures incurred and increased net profits by $0.3 million.

During the first half of 2016, Enduro established an $850,000 reserve from net profits for approved 2016 development expenses. During the three months ended September 30, 2016, Enduro released $450,000 from the previously established reserve for approved 2016 development expenses as discussed in Note 7 of the Notes to Financial Statements. The Trust withheld $0.6 million and paid $0.5 million for general and administrative expenses during the nine months ended September 30, 2016. Expenses paid during the period primarily consisted of fees for the preparation of 2015 tax information for unitholders, preparation of the Trust s reserve report and 2015 Annual Report on Form 10-K, preparation of the Trust s monthly press releases and quarterly reports on Form 10-Q, 2015 and 2016 financial statement audit fees, Trustee fees, and NYSE listing fees. For the nine months ended September 30, 2015, the Trust withheld $0.5 million and paid $0.6 million for general and administrative expenses.

During the nine months ended September 30, 2015, the Trust recorded a $367.3 million impairment charge due to continued declines in commodity prices and the resulting effect on estimated future cash flows from the Net Profits Interest and on the reserves attributable to the Trust s interest in the Underlying Properties. The impairment resulted in a non-cash charge to Trust corpus and did not affect the Trust s distributable income. The Trust did not record an impairment during the nine months ended September 30, 2016.

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Liquidity and Capital Resources

The Trust s principal sources of liquidity are cash flow generated from the Net Profits Interest and borrowing capacity under the letter of credit described below. 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. 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 any given month, over the Trust s expenses paid for that month. Available funds are reduced by any cash the Trustee determines to hold as a reserve against future expenses.

The Trustee may create a cash reserve to pay for future liabilities of the Trust. If the Trustee determines that the cash on hand and the cash to be received are, or will be, insufficient to cover the Trust s liabilities, the Trustee may authorize the Trust to borrow money to pay administrative or incidental expenses of the Trust that exceed cash held by the Trust. The Trustee may authorize the Trust to borrow from any person, including the Trustee or the Delaware Trustee or an affiliate thereof, although none of the Trustee, the Delaware Trustee or any affiliate thereof intends to lend funds to the Trust. The Trustee may also cause the Trust to mortgage its assets to secure payment of the indebtedness. The terms of such indebtedness and security interest, if funds were to be loaned by the entity serving as Trustee or Delaware Trustee or an affiliate thereof, would be similar to the terms which such entity would grant to a similarly situated commercial customer with whom it did not have a fiduciary relationship. In addition, Enduro has provided the Trust with a $1 million letter of credit to be used by the Trust if its cash on hand (including available cash reserves) is insufficient to pay ordinary course administrative expenses. Further, if the Trust requires more than the $1 million under the letter of credit to pay administrative expenses, Enduro has agreed to loan funds to the Trust necessary to pay such expenses. Any loan made by Enduro to the Trust would be evidenced by a written promissory note, be on an unsecured basis, and have terms that are no less favorable to Enduro than those that would be obtained in an arm s length transaction between Enduro and an unaffiliated third party. If the Trust borrows funds or draws on the letter of credit, no further distributions will be made to Trust unitholders until such amounts borrowed or drawn are repaid. Except for the foregoing, the Trust has no source of liquidity or capital resources. The Trustee has no current plans to authorize the Trust to borrow money. At September 30, 2016 and December 31, 2015, the Trust held cash of $178,381 and $107,851, respectively, for future Trust expenses. Since its formation, the Trust has not borrowed any funds and no amounts have been drawn on the letter of credit.

During the first quarter of 2016, Enduro established a $750,000 reserve from net profits for approved 2016 development expenses. The Trust, in its discretion, also withheld $250,000 for anticipated future liabilities of the Trust. During the second quarter of 2016, Enduro increased the previously established reserve for approved 2016 development expenses by $100,000. As a result of lower than anticipated capital expenditures to date in 2016, resulting in reduced expectations of 2016 capital expenditures, during the three months ended September 30, 2016 Enduro released $450,000 of the reserve. In addition, in the distribution announced in September to be paid in October, as well as the distribution announced in October to be paid in November, Enduro released an additional $150,000 and $100,000 of the reserve, respectively. After these releases, Enduro will have a remaining reserve balance of $150,000 for approved 2016 development expenses.

Cash held by the Trustee as a reserve against future liabilities or for distribution at the next distribution date may be held in a noninterest-bearing account or may be invested in:

- interest-bearing obligations of the United States government;
- money market funds that invest only in United States government securities;

- repurchase agreements secured by interest-bearing obligations of the United States government; or
- bank certificates of deposit.

The Trust pays the Trustee an administrative fee of $200,000 per year. The Trust pays the Delaware Trustee an annual fee of $2,000. The Trust also incurs, either directly or as a reimbursement to the Trustee, legal, accounting, tax and engineering fees, printing costs and other expenses that are deducted by the Trust before distributions are made to Trust unitholders. The Trust also is responsible for paying other expenses incurred as a result of being a publicly traded entity, including costs associated with annual and quarterly reports to Trust unitholders, tax return and Form 1099 preparation and distribution, NYSE listing fees, independent auditor fees and registrar and transfer agent fees.

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.

Distributions Declared After Quarter End

On October 21, 2016, the Trust declared a distribution of $0.03187 per unit to unitholders of record as of October 31, 2016. The distribution is expected to be paid to unit holders on November 15, 2016. As a result of lower than anticipated capital expenditures to date in 2016, resulting in reduced expectations for 2016 capital expenditures, Enduro further released $100,000 from the reserve that it had previously established for approved 2016 development expenses as referenced in Note 7 of the Notes to the Financial Statements. After the distribution to be paid in November, a reserve of $150,000 for approved 2016 development expenses will remain.

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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.

New Accounting Pronouncements

As the Trust s financial statements are prepared on the modified cash basis, most accounting pronouncements are not applicable to the Trust s financial statements. No new accounting pronouncements have been adopted or issued that would impact the financial statements of the Trust.

Critical Accounting Policies and Estimates

Please read Item 7. Management s Discussion and Analysis of Financial Condition and Results of Operations Critical Accounting Policies and Estimates of the Trust s 2015 Annual Report on Form 10-K for additional information regarding the Trust s critical accounting policies and estimates. There were no material changes to the Trust s critical accounting policies or estimates during the nine months ended September 30, 2016.

Subsequent Events

On October 17, 2016, the distribution of $0.036876 per unit, which was declared on September 20, 2016, was paid to Trust unitholders owning units as of September 30, 2016. The distribution included a release of $150,000 from the reserve that Enduro had previously established for approved 2016 development expenses as referenced in Note 7 of the Notes to Financial Statements.

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

The Trust s only asset and source of income is the Net Profits Interest, which entitles the Trust to receive 80% of the net profits from oil and natural gas production from the Underlying Properties. Commodity prices affect the amount of cash flow available for distribution to Trust unitholders, and lower prices may reduce the amount of oil and natural gas that Enduro and its third party operators can economically produce. Consequently, the Trust is exposed to market risk from fluctuations in oil and natural gas prices.

The terms of the Net Profits Interest prohibit Enduro from entering into hedging arrangements burdening the Trust, excluding the hedges existing prior to the date of the conveyance. All hedge contracts existing prior to the date of the conveyance had matured as of December 31, 2013. Accordingly, the Trust is not subject to risks related to derivative contracts, and therefore cash distributions are subject to the full impact of fluctuations due to changes in oil and natural gas prices as noted above.

The Trust is a passive entity, and the Trust s ability to engage in borrowing transactions is limited to funds necessary to pay expenses, liabilities and obligations of the Trust that cannot be paid out of cash held by the Trust. Since its formation, the Trust has not borrowed any funds. In addition, the terms of the Net Profits Interest prohibit the Trust from entering into any investments other than investing cash on hand in specific short-term cash investments. Due to the limited nature of its borrowing and investing activities, the Trust is not subject to material interest rate market risk.

Item 4. *Controls and Procedures.*

Evaluation of Disclosure Controls and Procedures

The Trustee conducted an evaluation of the Trust s disclosure controls and procedures (as defined in Rules 13a-15 and 15d-15 under the Securities Exchange Act of 1934, as amended (the Exchange Act)). Based on this evaluation, the Trustee has concluded that the disclosure controls and procedures of the Trust were effective, as of the end of the period covered by this report, in ensuring that information required to be disclosed by the Trust in the reports that it files or submits under the Exchange Act is accumulated and communicated to the Trustee to allow timely decisions regarding required disclosure.

Due to the nature of the Trust as a passive entity and in light of the contractual arrangements pursuant to which the Trust was created, including the provisions of (i) the Trust Agreement and (ii) the Conveyance, the Trustee s disclosure controls and procedures related to the Trust necessarily rely on (A) information provided by Enduro, including information relating to results of operations, the costs and revenues attributable to the Trust s interest under the Conveyance and other operating and historical data, plans for future operating and capital expenditures, reserve information, information relating to projected production, and other information relating to the status and results of operations of the Underlying Properties and the Net Profits Interest, and (B) conclusions and reports regarding reserves by the Trust s independent reserve engineers.

Changes in Internal Control over Financial Reporting

As of the end of the period covered by this report, there were no changes in the Trust s internal control over financial reporting that have materially affected, or are reasonably likely to materially affect, the Trust 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 Enduro.

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PART II OTHER INFORMATION

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

Risk factors relating to the Trust are discussed in Item 1A of the Trust s 2015 Annual Report on Form 10-K. No material change to such risk factors occurred during the three months ended September 30, 2016.

Item 6. ***Exhibits.***

The exhibits listed in the accompanying index to exhibits are filed as part of this Form 10-Q.

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SIGNATURE

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.

ENDURO ROYALTY TRUST

By:	THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A.
By:	/s/ SARAH NEWELL Sarah Newell *Vice President and Trust Officer*

Date: October 28, 2016

The Registrant, Enduro Royalty 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

Exhibit Number	Description
2.1	Agreement and Plan of Merger of Enduro Royalty Trust and Enduro Texas LLC, dated as of November 3, 2011, by and between the Bank of New York Mellon Trust Company, N.A., as Trustee of Enduro Royalty Trust, and Enduro Texas LLC. (Incorporated herein by reference to Exhibit 1.2 to our Current Report on Form 8-K filed on November 8, 2011 (File No. 1-35333))
3.1	Certificate of Trust of Enduro Royalty Trust. (Incorporated herein by reference to Exhibit 3.3 to the Registration Statement on Form S-1, filed on May 16, 2011 (Registration No. 333-174225))
3.2	Amended and Restated Trust Agreement of Enduro Royalty Trust, dated November 3, 2011, among Enduro Resource Partners LLC, The Bank of New York Mellon Trust Company, N.A., as Trustee of Enduro Royalty Trust, and Wilmington Trust Company, as Delaware Trustee of Enduro Royalty Trust. (Incorporated herein by reference to Exhibit 3.1 to our Current Report on Form 8-K filed on November 8, 2011 (File No. 1-35333))
4.1	Registration Rights Agreement, dated as of November 8, 2011, by and between Enduro Resource Partners LLC and Enduro Royalty Trust. (Incorporated herein by reference to Exhibit 10.3 to our Current Report on Form 8-K filed on November 8, 2011 (File No. 1-35333))
4.2	Amendment No. 1 to Registration Rights Agreement, dated as of November 8, 2012, by and between Enduro Resource Partners LLC and Enduro Royalty Trust. (Incorporated herein by reference to Exhibit 4.2 to our Annual Report on Form 10-K for the year ended December 31, 2012 filed on March 18, 2013 (File No. 1-35333))
10.1	Conveyance of Net Profits Interest, dated November 8, 2011, by and between Enduro Operating LLC and Enduro Texas LLC. (Incorporated herein by reference to Exhibit 10.1 to our Current Report on Form 8-K filed on November 8, 2011 (File No. 1-35333))
10.2	Supplement to Conveyance of Net Profits Interest, dated November 8, 2011, from Enduro Operating LLC, Enduro Texas LLC and the Bank of New York Mellon Trust Company, N.A., as Trustee of Enduro Royalty Trust. (Incorporated herein by reference to Exhibit 10.2 to our Current Report on Form 8-K filed on November 8, 2011 (File No. 1-35333))
31.1*	Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1*	Certification pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

* Filed herewith.