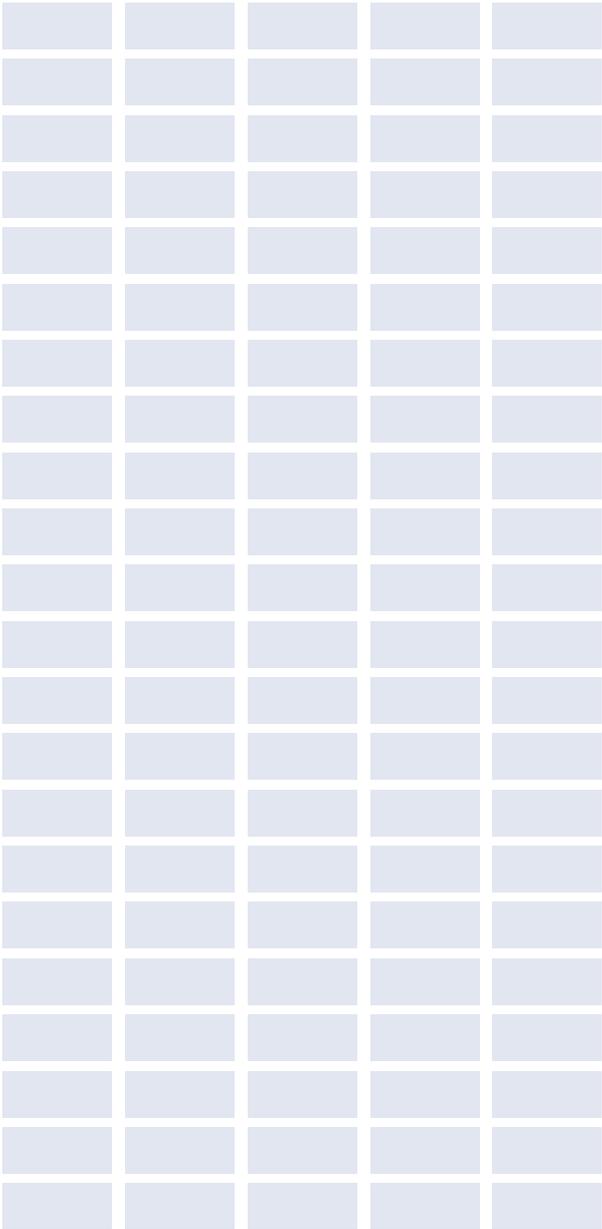




*Dominion Resources  
Black Warrior Trust*



**2012**



**Third Quarter Report**

## The Trust

**D**ominion Resources Black Warrior Trust (the “Trust”) was formed as a Delaware business trust pursuant to the terms of the Trust Agreement of Dominion Resources Black Warrior Trust (the “Trust Agreement”) entered into effective as of May 31, 1994, among Dominion Black Warrior Basin, Inc. (“DBWB”), as trustor, Dominion Resources, Inc. (“Dominion Resources”), and NationsBank, N.A. (now Bank of America, N.A.) (the “Trustee”) and Mellon Bank (DE) National Association (the “Delaware Trustee”), as trustees.

The Trust is a grantor trust designed to provide holders (“Unitholders”) of units of beneficial interest in the Trust (“Units”) with quarterly cash distributions and Internal Revenue Code (“IRC”) Section 29 tax credits from the production and sale of coal seam gas attributable to the Trust’s royalty interests. The only assets of the Trust other than cash and temporary investments being held for the payment of expenses and liabilities and for distribution to Unitholders, are certain overriding royalty interests (the “Royalty Interests”) burdening proved coal seam gas properties located in the Pottsville coal formation in the Black Warrior Basin of Alabama (the “Underlying Properties”) owned by DBWB.

The Units are listed and traded on the New York Stock Exchange under the symbol “DOM”.

## Distribution Information

**T**he Trustee has declared the following distributions for 2012:

<u>Quarterly Record Date</u>	<u>Payment Date</u>	<u>Distribution per Unit</u>
2/29/12	3/9/12	\$ .177106
5/30/12	6/8/12	\$ .129764
8/29/12	9/7/12	\$ .095989
11/29/12	12/7/12	\$ .135622

The record date for quarterly cash distributions of the Trust is the 60th day after the end of the quarter (or the next business day if such day is not a business day). The distribution is payable within 70 days after the end of the calendar quarter.

## To Unitholders:

The Trust was formed to acquire and hold the Royalty Interests conveyed to the Trust by DBWB. The function of the Trustee is to collect proceeds from the sale of gas production attributable to the Royalty Interests, pay certain expenses and make quarterly cash distributions to Unitholders.

Revenues are recognized by the Trust in the period in which amounts are actually received by the Trust. The Trust generally will receive its share of the gross proceeds for production in any particular calendar quarter on or before the last business day before the 45th day following the end of the quarter.

Distributable income of the Trust generally consists of the excess of royalty income plus interest income over the general and administrative expenses of the Trust. Upon receipt by the Trust, royalty income is invested in short-term investments in accordance with the Trust Agreement until its subsequent distribution to Unitholders.

The amount of distributable income of the Trust for any quarter may differ from the amount of cash available for distribution to Unitholders in such quarter due to differences in the treatment of the expenses of the Trust in the determination of those amounts.

### **Periods Ended September 30, 2012**

The Trust's Royalty Interests consist of overriding royalty interests burdening the Company's interest in the Underlying Properties. The Royalty Interests generally entitle the Trust to receive 65 percent of

the Company's Gross Proceeds (as defined below). The Royalty Interests are non-operating interests and bear only expenses related to property, production and related taxes (including severance taxes). "Gross Proceeds" consist generally of the aggregate amounts received by the Company attributable to the interests of the Company in the Underlying Properties from the sale of coal seam gas at the central delivery points in the gathering system for the Underlying Properties. The definitions, formulas and accounting procedures and other terms governing the computation of the Royalty Interests are set forth in the Overriding Royalty Conveyance from the Company to the Trust.

The Trust received royalty income amounting to \$995,623 during the third quarter of 2012 compared to \$2,120,249 during the third quarter of 2011. This revenue was derived from the receipt of cash on production of 505,319 Mcf at an average price of \$1.97 per Mcf after deducting production taxes of \$54,199 compared to 522,163 Mcf at an average price received of \$4.06 per Mcf after deducting production taxes of \$131,226 in the third quarter of 2011. The Trust received royalty income amounting to \$4,022,569 during the nine months ended September 30, 2012 compared to \$6,285,238 during the nine months ended September 30, 2011. This revenue was derived from the receipt of cash on production of 1,531 MMcf at an average price received of \$2.61 per Mcf after deducting production taxes of \$235,841 compared to 1.639 MMcf at an average price received of \$3.83 per Mcf after deducting production taxes of \$392,518 in the

nine months ended September 30, 2011. For the three- and nine-month periods ended September 30, 2012, the Trust was negatively impacted by the decrease in natural gas prices and production, as compared with the three- and nine-month periods ended September 30, 2011. Natural gas prices are influenced by many factors such as seasonal temperatures, domestic demand and other factors that are beyond the control of the Trustee. The decrease in production volumes is attributed to declining production. Production taxes are based on revenues rather than production volumes. Accordingly, production taxes did not fluctuate proportionately to the decrease in volumes.

Interest income during the third quarter of 2012 amounted to \$65 compared to \$124 for the same period in 2011. Interest income during the nine months ended September 30, 2012 amounted to \$201 compared to \$549 for the nine months ended September 30, 2011. This decrease is a result of less funds available in 2012 than in 2011.

General and administrative expenses during the third quarter of 2012 amounted to \$220,783 compared to \$203,334 in the third quarter of 2011. General and administrative expenses during the nine months ended September 30, 2012 amounted to \$845,982 compared to \$763,197 for the nine months ended September 30, 2011. For this period, these expenses were primarily related to general and administrative services provided by Walter Exploration & Production, the Trustee and American Stock Transfer & Trust Company, the transfer agent, and the preparation of periodic reports for submission to the SEC and to Unitholders during the period. The increase

in general and administrative expenses in the third quarter of 2012 as compared to the third quarter of 2011 is primarily due to additional professional expenses. The increase in general and administrative expenses in the nine months ended September 30, 2012 as compared to the nine months ended September 30, 2011 is primarily due to additional professional expenses.

Distributable income for the third quarter of 2012 was \$774,905, or \$.10 per Unit, compared to distributable income for the third quarter of 2011 of \$1,917,039, or \$.24 per Unit. Distributable income for the nine months ended September 30, 2012 was \$3,176,788, or \$.40 per Unit, compared to \$5,522,590, or \$.70 per Unit for the nine months ended September 30, 2011. The Trust made a distribution on September 7, 2012 of \$0.095989 per Unit compared to a distribution of \$0.251488 per Unit made during the third quarter of 2011.

## **DOMINION RESOURCES BLACK WARRIOR TRUST**

**By: Bank of America, N.A., Trustee**



**By: Ron E. Hooper  
Senior Vice President**

November 30, 2012

## Condensed Statements of Assets, Liabilities and Trust Corpus<sup>(1)</sup>

	September 30, 2012 (Unaudited)	December 31, 2011
<b>Assets</b>		
Cash and cash equivalents .....	\$ 57,940	\$ 56,947
Royalty Interests in gas properties (less accumulated amortization of \$143,754,009 and \$141,810,795, respectively) .....	<b>12,063,491</b>	14,006,705
TOTAL ASSETS .....	<b>\$ 12,121,431</b>	<b>\$ 14,063,652</b>
<b>Liabilities and Trust Corpus</b>		
Trust expenses payable .....	\$ 122,618	\$ 135,970
Trust corpus (7,850,000 units beneficial interest authorized, issued and outstanding) .....	<b>11,998,813</b>	13,927,682
TOTAL LIABILITIES AND TRUST CORPUS .....	<b>\$ 12,121,431</b>	<b>\$ 14,063,652</b>

## Condensed Statements of Distributable Income (Unaudited)<sup>(1)</sup>

	For the Three Months Ended		For the Nine Months Ended	
	September 30, 2012	September 30, 2011	September 30, 2012	September 30, 2011
Royalty income .....	\$ 995,623	\$ 2,120,249	\$ 4,022,569	\$ 6,285,238
Interest income .....	65	124	201	549
	<b>995,688</b>	2,120,373	<b>4,022,770</b>	6,285,787
General and administrative expenses .....	<b>(220,783)</b>	(203,334)	<b>(845,982)</b>	(763,197)
Distributable income .....	<b>\$ 774,905</b>	\$ 1,917,039	<b>\$ 3,176,788</b>	\$ 5,522,590
Distributable income per unit (7,850,000 units) .....	<b>\$ .10</b>	\$ .24	<b>\$ .40</b>	\$ .70

## Condensed Statements of Changes in Trust Corpus (Unaudited)<sup>(1)</sup>

	For the Nine Months Ended	
	September 30, 2012	September 30, 2011
Trust corpus, beginning of period .....	\$ 13,927,682	\$ 16,653,530
Amortization of royalty interests .....	<b>(1,943,214)</b>	(1,869,003)
Distributable income .....	<b>3,176,788</b>	5,522,590
Distributions to unitholders .....	<b>(3,162,443)</b>	(5,565,046)
Trust corpus, end of period .....	<b>\$ 11,998,813</b>	\$ 14,742,071
Distributions per unit (7,850,000 units) .....	<b>\$ .40</b>	\$ .71

(1) The financial statements of the Trust are prepared on a modified cash basis and are not intended to present financial position and results of operations in conformity with generally accepted accounting principles ("GAAP"). Preparation of the Trust's financial statements on such basis includes the following:

- Royalty income and interest income are recorded in the period in which amounts are received by the Trust rather than in the month of production and accrual, respectively.
- General and administrative expenses recorded are based on liabilities paid and cash reserves established out of cash received.
- Amortization of the Royalty Interests is calculated on a unit-of-production basis and charged directly to trust corpus when revenues are received.
- Distributions to Unitholders are recorded when declared by the Trustee.

The financial statements of the Trust differ from the financial statements prepared in accordance with GAAP because royalty income is not accrued in the period of production, interest income is not accrued in the period it is earned, general and administrative expenses recorded are based on liabilities paid and cash reserves established rather than on an accrual basis, and amortization of the Royalty Interests is not charged against operating results.

Dominion Resources sold an aggregate of 6,904,000 Units in the Public Offering at a price of \$20.00 per Unit during 1994 and sold the remaining 946,000 Units to the public through the Underwriters pursuant to the Post-Effective Amendment during June 1995 at a price of \$18.75 per Unit. Accordingly, the Trust's royalty interests in gas properties and trust corpus at June 30, 1995 reflects the sale of 6,904,000 Units at the price of \$20.00 per Unit and of 946,000 Units at the price of \$18.75 per Unit.

## Supplemental Information regarding Distributions

The following Summary of Distributable Cash and Tax Information tables relate to the quarterly cash distribution to Unitholders payable on December 7, 2012 to Unitholders of record on November 29, 2012. The information in these tables concerns only that distribution,

and differs from the information contained in the financial statements for the Trust appearing elsewhere in this report. The distribution includes the proceeds from the sale of production attributable to the Royalty Interests for the period from April 1, 2012 through September 30, 2012.

### Summary of Distributable Cash

	December 7, 2012 Distribution
Proceeds to DBWB for Sale of Production from the Underlying Properties.....	\$ 2,663,888
Less: Production Taxes .....	150,174
Net Proceeds to DBWB .....	2,513,714
Cash Payable to Trust .....	\$ 1,318,724
Less: Trust Liabilities Paid.....	(219,144)
Adjustment of Cash Reserve .....	(35,000)
Interest Received .....	57
Distributable Cash.....	<u>\$ 1,064,636</u>
Distributable Cash per Unit .....	<u>\$ .135622</u>

### Estimated Quarterly Tax Information

The following information is intended to provide per Unit data which may be used in determining each Unitholder's share of return of capital, income, expenses and tax credits of the Trust for this distribution and should not be construed as professional tax or legal advice. This information relates to the distribution to Unitholders of record on the March 1, May 30,

August 29 and November 29, 2012 record dates and may be used by Unitholders for calculation of any future 2012 estimated tax payments. Final quarterly tax information for the year 2012 will be provided to Unitholders by the Trustee no later than March 15, 2013. Unitholders are encouraged to consult their own tax advisors.

	Quarterly Distribution (\$/Unit)			
	March 9, 2012	June 8, 2012	September 7, 2012	December 7, 2012
Gross Income.....	\$ .234599	\$ .174138	\$ .133735	\$ .178046
Production Taxes .....	(.013534)	(.009605)	(.006904)	(.010056)
Net Royalty Income .....	.221065	.164533	.126831	.167990
General and Administrative Expenses .....	(.032501)	(.036052)	(.045501)	(.027916)
Interest Income.....	.000008	.000010	.000009	.000007
Adjustment of Cash Reserve .....	(.011465)	.001274	.014650	(.004459)
Net Cash Distribution .....	<u>\$ .177106</u>	<u>\$ .129764</u>	<u>\$ .095989</u>	<u>\$ .135622</u>
Estimated Cost Depletion Factor .....	<u>4.76%</u>	<u>4.53%</u>	<u>4.58%</u>	<u>4.56%</u>

## Supplemental Information Regarding the Royalty Interests

The Royalty Interests owned by the Trust burden DBWB's interest in the Underlying Properties. The Royalty Interests are passive in nature and neither the Trustee nor the Delaware Trustee has any control over or responsibility relat-

ing to the operation of the Underlying Properties or DBWB's interest therein. The following information relating to the Royalty Interests has been prepared and furnished by DBWB to the Trustee for inclusion herein.

## Summary of Production and Prices

	For Three Months Ended September 30, 2012
Production (MMcf) .....	960
Production (MMBtu) .....	948
Average Price Received (\$/MMBtu).....	\$2.81

**For information contact:**

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