UNITED STATES SECURITIES AND EXCHANGE COMMISSION WASHINGTON, DC 20549

SCHEDULE 14A

(Rule 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934

a by	the registrant ⊠ Filed by a party other than the registrant □		
ck th	e appropriate box:		
P	reliminary Proxy Statement		
Confidential, for use of the Commission only (as permitted by Rule 14a-6(e)(2))			
D	Definitive Proxy Statement		
D	Definitive Additional Materials		
S	oliciting Material Pursuant to §240.14a-12		
	Texas Pacific Land Trust (Name of registrant as specified in its charter)		
ment	of the filing fee (check the appropriate box):		
No f	fee required.		
Fee	computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.		
(1)	Title of each class of securities to which transaction applies:		
(2)	Aggregate number of securities to which transaction applies:		
	Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated state how it was determined):	and	
(4)	Proposed maximum aggregate value of transaction:		
(5)	Total fee paid:	_	
Fee	paid previously with preliminary materials.		
(1)	Amount previously paid:		
(2)	Form, Schedule or Registration Statement No.:	_	
(3)	Filing party:	_	
(4)	Date filed:	_	
		_	
	P C D D D S S S S S S S S S S S S S S S S	Preliminary Proxy Statement Confidential, for use of the Commission only (as permitted by Rule 14a-6(e)(2)) Definitive Proxy Statement Definitive Additional Materials Soliciting Material Pursuant to §240.14a-12 Texas Pacific Land Trust (Name of registrant as specified in its charter) ment of the filing fee (check the appropriate box): No fee required. Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11. (1) Title of each class of securities to which transaction applies: (2) Aggregate number of securities to which transaction applies:	



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Table of Contents



- I. Texas Pacific Land Trust Overview
- II. Land and Resource Management Overview
- III. Water Service and Operations Overview
- IV. Summary of Financials
- V. Appendix





Leadership Team

Management

Tyler Glover, CEO, Secretary and General Agent

A Midland native, Mr. Clover has been Chief Executive Officer, Co-General Agent and Secretary at Texas Pacific Land Trust since November 2016 and President and Chief Executive Officer of Texas Pacific Water Resources since its formation in June 2017, Under Mr. Glover's leadership, TPL has significantly grown its revenues through the active development of its water business and has positioned TPWR as one of the leading total water solution companies in the Permian Basin. Previously, Mr. Glover served as Assistant General Agent of the Trust and an independent landman in the Permian prior thereto.

Robert J. Packer, CFO and General Agent

Mr. Packer has been the Chief Financial Officer at Texas Pacific Land Trust since December 2014 and has been its Co-General Agent since November 2016. Previously, Mr. Packer served as Accounting Supervisor for Texas Pacific Land Trust, a position he held since March 2011. Formerly, he was Controller at StarCrest Realty. He is a Certified Public Accountant.

Robert A. Crain, EVP — Texas Pacific Water Resources

Mr. Crain came to Texas Pacific Water Resources from EOG Resources where he led the development of EOC's water resource programs across multiple divisions including the Permian Basin and Eagle Ford Shale. Mr. Crain brings a wealth of water resource development experience including large scale brackish water development as well as extensive water recycling treatment experience.

Jeremy Smith, VP, Business Development — Texas Pacific Water

Mr. Smith came to Texas Pacific Water Resources from EOG Resources where he negotiated water sourcing and purchasing agreements across the Permian Basin and Eagle Ford Shale. Prior to EOG, Mr. Smith led a successful real estate broker service. Mr. Smith's transactional knowledge combined with his oil and gas water experience allows for capitalization on all aspects of water and land related business development and contracts.

Board of Trustees

John R. Norris III

Mr. Norris has served as a Trustee since June 2000. He also advised and represented the Trust in legal matters for more than 17 years prior to his election as Trustee. Mr. Norris is currently a partner in the Dallas law firm of Norris & Weber, PLLC. He has been board certified in Estate Planning and Probate Law by the Texas Board of Legal Specialization since 1998.

Mr. Barry has served as a Trustee since January 2017. He is President of Tarka Resources, Inc., which is engaged in oil and gas exploration in Texas, Oklahoma and Louisiana. He has served as President of Tarka Resources, Inc. and Tarka, Inc. since 2012 and 2014, respectively, continuing through their merger in 2016. Mr. Barry is also the President of Sidra Real Estate. Inc., a real estate company that owns commercial properties including 3 office buildings in Texas. Formerly, Mr. Barry was a partner of the law firm of Kelley Drye & Warren where he represented TPL for 30 years. Mr. Barry is a member of the bar of New York State and retired as a member of the bar of the State of Connecticut.



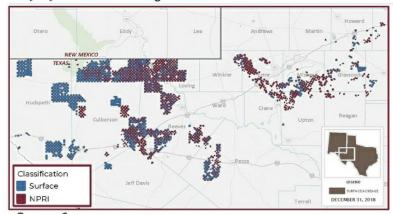
Pure Play Permian Basin Trust

TPL is one of the largest landowners in the State of Texas with:

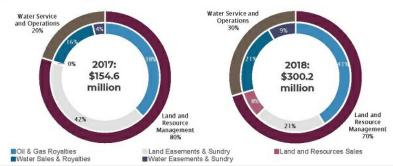
- ~900,000 surface acres and ~455,000 NPRI acres(1) concentrated in West Texas
- > TPL operates under two business segments:
 - I. Land and Resource Management
 - II. Water Service and Operations

NYSE Symbol TPL **Units Outstanding** 7,756,156 Market Capitalization(2) ~ \$6.3bn Enterprise Value^(2,3) ~ \$6.2bn 2018 Operating Income ~ \$261mm 4Q18 Annualized Operating Income ~\$312mm Year over Year Operating Income ~80% Cash and cash equivalents(3) ~ \$120mm

Royalty and Surface Acreage Position



Revenue Summary



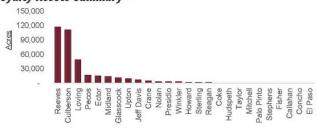
^{~85,000} at 1/128th net royalty interest and ~370,000 at 1/16th net royalty interest. Does not include 1,826 1/8th net royalty acres acquired in 2018 Based on a closing price of \$\$111,00 as of 4/5/2019 Subsequent to 12/31/2018, TPL received \$100mm in proceeds from the sale of 14,000 surface acres, spent \$46.9 million on the acquisition of additional surface acres, announced \$46.6 million for the full-year dividend declared and not yet paid and spent an estimated \$4.4 million on share repurchases from 1/1/2019 through 3/14/2019



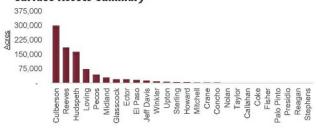
Royalty and Surface Assets Detail

County	Surface	NPRI (1/128)	NPRI (1/16)
Callahan			80
Coke			1,184
Concho	3,401		
Crane	3,621	265	5,198
Culberson	298,960		111,513
Ector	19,887	33,633	11,793
El Paso	16,613	-	-
Fisher			320
Glasscock	20,713	3,600	11,111
Howard	4,788	3,099	1,840
Hudspeth	163,771		1,008
Jeff Davis	13,117	*	7,555
Loving	73,390	6,107	48,066
Midland	29,008	12,945	13,120
Mitchell	3,842	1,760	586
Nolan	1,600	2,488	3,157
Palo Pinto			800
Pecos	43,407	320	16,895
Presidio			3,200
Reagan		6,162	1,274
Reeves	185,691	3,013	116,691
Stephens		2,817	160
Sterling	5,212	640	2,080
Taylor	690		966
Upton	6,661	6,903	9,101
Winkler	7,804	1,182	3,040
Total	902,177	84,934	370,737

Royalty Assets Summary(1)



Surface Assets Summary



Note: Mineral interest does not include 1,826 1/8th net royalty acres acquired in 2018 Source: Trust filings (1) Net to $1/16^{2n}$



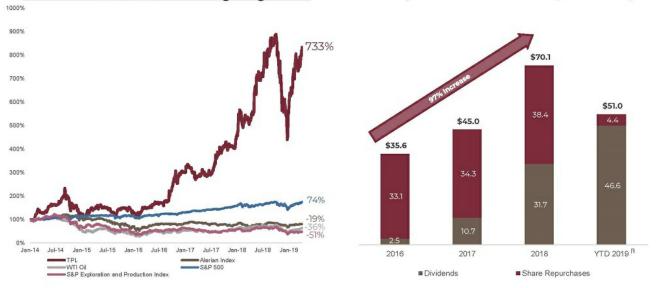
TPL Has Outperformed the Market

TPL has prioritized **capital discipline** with an emphasis on returning capital to shareholders in the form of annual dividends and share repurchases



Total Shareholder Returns Since Beginning of 2014

Total Capital Returned Since 2016 (\$ in millions)



Source: FactSet
Note: As of 4/5/2019
(1) 2019 full year dividends declared but not paid; YTD share repurchases of \$4.4 million as of 3/14/2019



History of the Trust



- > In 1871, the Texas and Pacific Railway ("T&P") was created through a federal charter providing a mandate to build a transcontinental railroad from Texas to California
 - Texas, California and present-day Arizona and New Mexico each agreed to grant sections of land for every mile of rail built
- > Although T&P did not complete the full line, by 1881, T&P had completed 972 miles of track, entitling it to 3.5 million acres of land in Texas
- In 1888, T&P went through bankruptcy and the 3.5 million acres of Texas land was put into a trust for the benefit of the bondholders who invested in the railroad
 - The certificates of the Texas Pacific Land Trust were later listed on the New York Stock Exchange and remain actively traded today



1871

Texas & Pacific

Railway is created

1888

Texas & Pacific Railway bankruptcy leads to formation of Texas Pacific Land Trust



2010's

The Permian Basin, which had been in production decline since the 1970's, begins to grow production as unconventional development unlocks tremendous additional reserves



2017

TPL announces formation of Texas Pacific Water Resources

1871 - 1888

1889 - 2010

2011 - Present

1920's

Texas and Pacific Abrams #1 becomes the first well to produce oil from the Permian Basin, and a few years later, the first oil pipeline is built in the basin



2015

Rapid development across much of TPL's acreage leads to increased royalty revenues for the Trust





Operational Segments



Land and Resource Management

Encompasses the business of managing the ~900,000 surface acres, ~455,000 NPRI acres, (1) and related resources controlled by TPL

Oil and Gas Royalties

- > Oil and Gas Royalty revenue is derived from TPL's perpetual non-participating oil and gas royalty interests
 - Royalty interests are non-participating and have no associated capital expenditures

II. Easements and Other Surface Revenue

- > Easement and Other Surface Revenue is primarily generated through long-term contracts that allow use of TPL's lands for oil and gas development activities
 - Land sales and grazing leases also generate revenue for this segment



Water Service and Operations

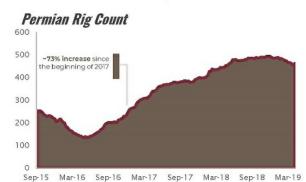
Provides services including brackish water sourcing and produced water gathering, recycling, treatment and disposal

I. Water Sales, Royalties, and Easements

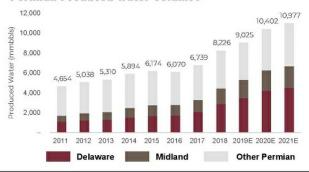
- > Current water service revenue is primarily derived from selling TPL's water directly to E&P operators or oilfield service companies
- > TPL also generates water related revenue through royalties associated with the third party disposal of produced water on TPL surface
- > TPL's recently formed Texas Pacific Water Resources ("TPWR") business focuses on providing a full service water offering to operators in the Permian Basin



Increased Permian Activity = Increased Revenues for TPL



Permian Produced Water Volumes



The primary economic drivers of TPL's two operating segments are the pace of development in the Permian Basin and the continued evolution of horizontal completion techniques

- Significant increase in Permian rig count accelerates development activities
 - Each new well drilled on TPL's acreage generates an additional royalty cash flow stream
 - E&P operators must negotiate surface rights to use TPL's land, source water for drilling, complete new wells, and arrange for disposal of produced water
- The evolution of unconventional well completion design continues to trend towards larger fracs, which require increased fluids
 - More brackish water is required per well
 - Higher production and resource recovery = higher royalty cash flows per well

Source: Baker Hughes, Rystad Energy





Overview

Summary

- The Land and Resource Management segment focuses on managing the ~900,000 surface acres, ~455,000 NPRI(1) acres, and related resources owned by the Trust
- > TPL is not an oil and gas producer, rather its oil and gas royalty revenue is derived from its royalty interests and does not require capital investment to grow
- Leading E&P operators across the Trust's acreage include Anadarko and Chevron
- The revenue streams of this segment principally consist of royalties from oil and gas, revenues from easements and leases, and land sales



Land and Resource Management Offering

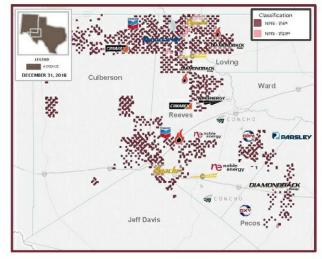


- Revenue derived from perpetual non-participating oil and gas royalties in which the Trust has an interest
- Revenue derived from easement contracts covering activities such as oil and gas pipelines and subsurface wellbore easements, leases, material sales, etc.
- Revenue generated from the sale of oil and gas royalty interests
- Revenue generated from land sales and grazing leases



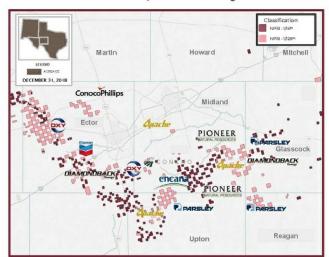
Growth Underpinned by Blue Chip Operators

Delaware Basin Overview - Key TPL Mineral Acreage



	Surface Acreage	NPRI Acreage ⁽¹⁾	Active Rig Count
Culberson	298,960	111,513	15
Loving	73,390	48,829	24
Pecos	43,407	16,935	19
Reeves	185,691	117,068	69
Total	601,448	294,345	127

Midland Basin Overview - Key TPL Mineral Acreage



	Surface Acreage	NPRI Acreage ⁽¹⁾	Active Rig Count
Glasscock	20,713	11,561	16
Midland	29,008	14,738	42
Reagan	_	2,044	14
Upton	6,661	9,963	13
Total	56,382	38,306	85

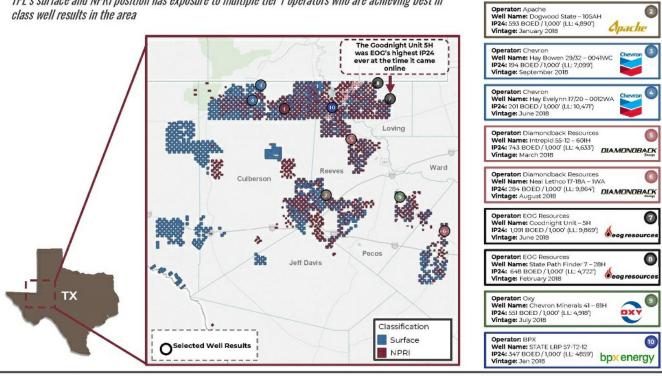
Source: Baker Hughes (rig count data)
(1) Net to 1/16th



Operator: Anadarko Well Name: Pacer 56-1-43 – 1H IP24: 481 BOED / 1,000' (LL: 4,268') Vintage: September 2018

Exposure to Core Delaware

TPL's surface and NPRI position has exposure to multiple tier 1 operators who are achieving best in class well results in the area



Source: Texas Railroad Commission and Trust Data Note: IP24 represents 24-hour average initial production of Boe (converted at 6:1)



Oil & Gas Mineral Interests - Public Company Comparison

		TAND TRUST	Royalty Focused Company A	Royalty Focused Company B	Royalty Focused Company C
Organic Growth Potential		✓	×	✓	✓
Pure Play Basin Exposure		✓	✓	×	×
No E&P Capex or LOE		✓	✓	✓	✓
Substantial Undeveloped Holdings		✓	✓	✓	×
Diversified Income Streams	(1)	✓	×	×	×
Flexible Policy on Return of Capital	(3)	✓	×	×	×





Overview

Summary

- The Water Service and Operations segment primarily consists of the direct sale of water, royalties on sales of water, salt water disposal ("SWD") royalties and to a lesser extent, easements and other income
 - In the past, TPL's agreements with operators and service providers primarily allowed third parties to develop their own water infrastructure and sourcing on TPL's land. This model provided little incentive for operators to maximize the Trust's resources
 - The Trust now takes a more active approach to developing and managing its water assets, with TPWR developing sustainable, full service water solutions for oil and gas operators in the Permian
- We believe our expansive surface position across the Permian Basin gives us a significant advantage to develop water infrastructure, eliminating right of way issues and incentivizing neighbor cooperation via partnerships

Segment Revenue Growth



Water Service Offering

Full-Service Water Offering

Brackish Water Sourcing

Produced Water Gathering /Treatment / Recycling

> Infrastructure Development

> > Disposal

Water Tracking / Analytics / Well Testing

- Providing brackish water to the well site for use in fracking
- Collection, treatment and recycling of water produced by the oil and gas wells for reuse into future wells
- Design, construction and management of water infrastructure (well fields, storage pits (ponds), reuse facilities, etc.)
- Disposal services of produced water through third party providers
- Tracking, analytics and well testing services providing critical data to operators to optimize their oil and gas operations



Texas Pacific Water Resources Key Milestones Achieved

We believe TPWR is positioned to become the **leading water service company** in the Permian Basin

Brackish Water Sourcing Systems	 Current Development: +/- 1,000M bbl/day brackish water production capacity +/- 16MM bbl storage capacity +/- 200 miles of delivery lines Phase 1 Electrical infrastructure, system automation and WIFI completed Continuous ongoing development to remain the largest brackish water production, storage and delivery infrastructure system in the Permian Basin
Exclusive Sourcing Commitments	 TPWR has entered into multiple exclusive sourcing contracts with oil and gas operators throughout the Permian Basin Delivery commitments provide firm basis to justify current and future infrastructure development and ensure prudent ROI
Commercial Recycle	 TPWR has introduced a new model of commercial gathering and disposal by implementing commercial recycle operations into the gathering/disposal structure TPWR has executed multiple commercial gathering and disposal contracts with leading third party disposal providers and operators TPWR has assumed the role of commercial recycler in this scenario that provides for increased optionality when combined with its existing sourcing contracts TPWR will commence construction of a commercial recycling facility during 2Q 2019
Technical Advantage	 TPWR is developing state-of-the-art communication and automation programs across the basin allowing for the lowest cost production, treatment, handling and delivery of brackish and produced water In-house laboratory and analytics, construction, automations/communications, and field operators position TPWR to build and maintain the most advanced water system in the Permian Basin



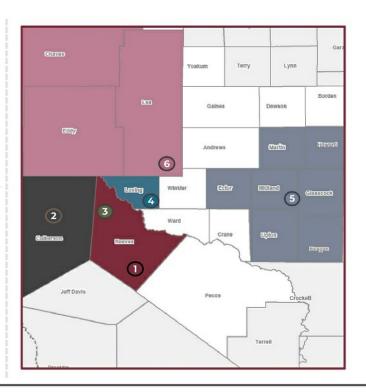
Permian Basin Water Landscape Highlights

- > Increased focus on surface ownership by water-related companies
 - Tightening of market
- > More encompassing water contracts with operators
 - Contracts that encompass all aspects of upstream cycle: sourcing, recycle, and disposal
- > Vast gathering and distribution systems
 - Diversity among customers and disposal locations
- > Commercial recycling becoming a reality
 - Sale of third party produced water to operators is increasing

Water Sub-market Opportunity for Sourcing,



Permian Basin Water Sub-Markets

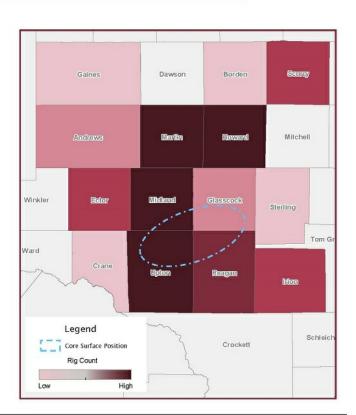




Exposure to the Core of the Midland Basin

TPL is focused on becoming a market leader in water reuse and recycling across the Core of the Midland Basin

- > Substantial infrastructure development to advance the state-of-the-art in "full-cycle" water services
 - Water sourcing during initial well fracking and completion
 - Tracking and analytics to maximize efficiency and minimize waste
 - Disposal and recycling to safely and responsibly manage wastewater and facilitate fluid reuse
- > Surface acreage in the most active areas of the Midland Basin
 - TPWR is able to capture operating and service agreements with leading Midland E&P operators and third party service companies

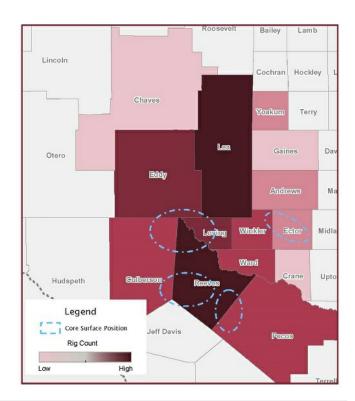




Exposure to the Core of the Delaware Basin

Our expansive and contiguous acreage footprint provides a significant strategic advantage

- > TPL controls over 600,000 surface acres across key counties in the Delaware Basin, giving TPWR unparalleled access and options to transport water throughout the basin
 - Securing water sourcing commitments from blue chip operators across the basin
 - Commanding right-of-way provides unmatched flexibility in transportation and infrastructure development throughout the region



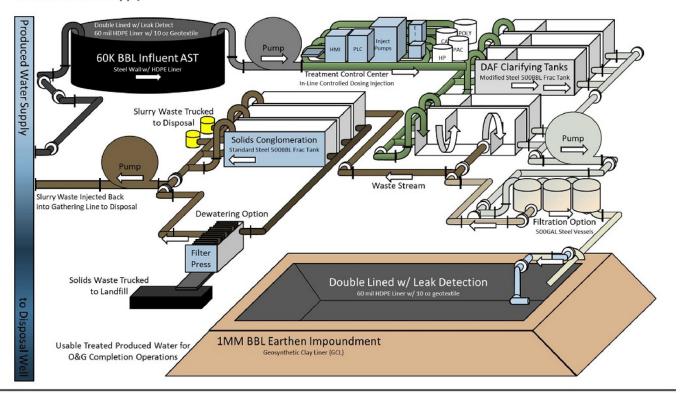


Commercial Recycling Drivers and Benefits

Economic	Historical Challenges > Lower demand > Lack of suppliers	TPWR Current Model > 10+ 2-20 year contracts in place (majority majors and large independents) and 25+ spot purchase contracts that now provide economies of scale > Smooths out supply / demand > Avoids capital expenditures		
Logistical / Regulatory	> Lack of large gathering systems limited transfer of produced water TPWE	Proactive management of surface acreage asset class Large-scale gathering systems provide greatly improved transportation and takeaway Improved permitting process TPWR Team		
Technical	Evolving requirements for treatment levels of produced water Blend ratios ⁽¹⁾	Impact TPWR works with operators to deliver needed water quality Improved scale and industry knowledge Infrastructure and plant build-out requiring analytical information systems		
Contractual	> Sourcing contract structures - Non-exclusive sourcing - Segmented systems - Limited royalty structure	Third party treated water accepted by operators Contracts with system entry royalty, TPWR exclusive diversion rights, tied to exclusive sourcing contracts with third party produced optionality		

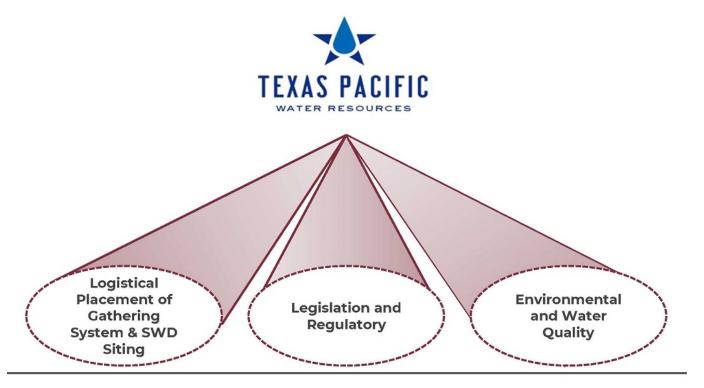


Produced Water Supply





TPWR Advantage





IV. Summary of Financials

Summary of Financials



Financial Summary

TPL's Financial Policy



Leverage

We are currently unlevered and intend to maintain a strong balance sheet



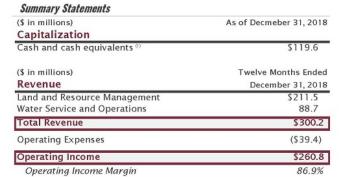
Distributions and Share Repurchases

We intend to continue our practice of share repurchases and TPL's 60+ year history of paying annual cash dividends



Growth

We intend to continue to execute on our successful water business while also actively managing TPL's Land and Resource Management segment to drive growth





Subsequent to 12/31/2018, TPL received \$100mm in proceeds from the sale of 14,000 surface acres, spent \$46.9 million on the acquisition of additional surface acres, announced \$46.6 million for the full-year dividend declared and not yet paid and spent an estimated \$4.4 million on share repurchases from 1/1/2019 through 3/14/2019

NYSE: TPL

(2) Includes \$7.7mm settlement received from Chevron



V. Appendix

Interest Classification Overview



Summary of Mineral & Royalty Interest Categories

Minerals

- > Perpetual real-property interests that grant oil and natural gas ownership under a tract of land
- Represents the right to either explore, drill and produce oil and natural gas or lease that right to third parties for an upfront payment (i.e., lease bonus) and a negotiated percentage of production revenues

NPRIS

- > Nonparticipating royalty interests
- > Royalty interests that are carved out of a mineral
- > Perpetual right to receive a fixed cost-free percentage of production
- Do not participate in upfront payments (i.e., lease bonus)

ORRIs

- > Overriding royalty interests
- > Royalty interests that burden the working interests of a lease
- > Right to receive a fixed, cost-free percentage of production revenue (term limited to life of leasehold estate)

A Distinct Asset Class



Attractive Alternative to Traditional E&P Investment



Avoids Operational Costs and Risks

- > Perpetual royalty interest generates higher operating margin and mitigates risk associated with individual operators, both because of operator diversity and the long term nature of the interest
 - TPL currently has long term contracts with dozens of counterparties



Substantial Upside Potential

> TPL's position has allowed the Trust to realize the upside associated with increased development in the Permian Basin. As drilling continues, the Trust is positioned to realize additional revenues from its large, undeveloped acreage position



Sizeable Asset Base

- > ~900,000 surface acres across land in 19 different counties
- > Net profit royalty interests in ~455,000 acres(1)
- > The sheer scale of Texas Pacific Land Trust allows for potential that cannot be found in other companies operating within the Permian



Attractive Cash Flow Stream

- TPL has recognized a ~40% revenue CAGR from 2010 -2018 across its asset base
- > In 2017, TPL established Texas Pacific Water Resources to focus on the build out of the Water Service and Operations business

TPL believes that royalty ownership is attractive in that it provides an attractive risk-return profile, especially when compared to ownership of E&P operating companies

Royalty Economics



Mineral Interest Margin Illustration

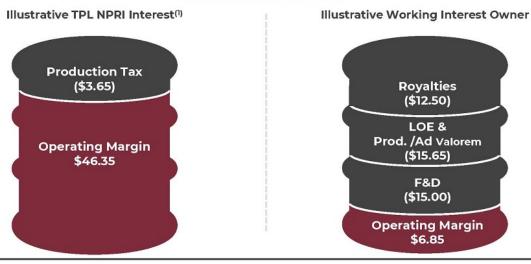
Given the same revenue per barrel, a mineral interest barrel realizes:

- > Significantly higher operating margin
- > No direct operating or capital expenses
- > No abandonment or environmental liabilities

TPL offers higher margins

than conventional working interest production

Revenue of \$50.00



(1) TPL's NPRI interest varies across its position with a portion of its acreage owning a 1/16th interest and a portion owning a 1/128th interest. This chart represents the margin associated with an illustrative net royalty acre on an 8/8th basis

NYSE: TPL 31

Easement Revenue Summary



Illustrative Operators Contracted Service Easements

Easements represent a "nonpossessory" property interest that allows the easement holder to use property that they do not possess. TPL leverages its ~900,000 surface acres to generate easement revenue from a diverse set of activities, with a majority of easements carrying 10-year terms, locking in predictable, long



Hydrocarbon Pipeline Easements

- > Gathering Pipelines
- > Transportation Pipelines



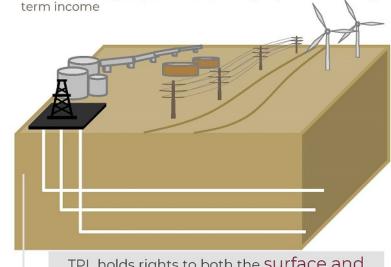
Water Pipeline Easements

- Consideration on a per rod basis(1)
- Consideration on a per bbl basis



Pole Line Easements

Consideration on a per rod basis(1)



TPL holds rights to both the surface and mineral estate, representing a significant competitive advantage over pure royalty peers

(1) A rod is equal to 16.5 feet

Water Sourcing Management



Illustrative Produced Water Logistics



Groundwater Wellfield Development:

- Local brackish aquifer identified and water wells drilled for source
- Earthen impoundment pit built and lined for water storage
- Water wells are pumped via poly piping to fill storage pits



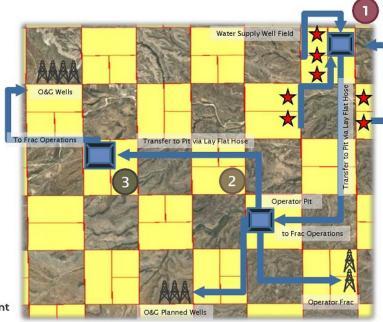
Storage Impoundment and Transfer

- Logistic "take-points" identified for economical access to water and additional pits built for storage
- Water is transferred from well field storage pit to take-point pits via 12" lay flat hose using large horsepower diesel or electric pumps



Oil & Gas Well Completion Water Management

- Water is transferred from take-point pits to the nearby operator frac locations
- Multiple take-points may be needed to make water accessible over large distances away from the water well field source



Illustrative TPL surface acreage position





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