

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

**FORM 10-Q**

(Mark One)

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

For the quarterly period ended March 31, 2023

OR

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

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

Commission file number 001-04321

**TXO Energy Partners, L.P. \***

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of  
incorporation or organization)

**400 West 7th Street, Fort Worth, Texas**

(Address of Principal Executive Offices)

**32-0368858**

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

**76102**

(Zip Code)

**(817) 334-7800**

(Registrant's telephone number, including area code)

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Units	<b>TXO</b>	<b>New York Stock Exchange</b>

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

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

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

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input checked="" type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input checked="" type="checkbox"/>

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

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes  No

The registrant had outstanding 30,750,000 common units as of May 9, 2023.

\* Prior to filing this report, the registrant's name has been changed to TXO Partners, L.P., which change will be reflected with the Securities and Exchange Commission in connection with future filings by the registrant.

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**Part I - Financial Information****Item 1. Financial Statements****TXO PARTNERS, L.P.  
Consolidated Balance Sheets***(in thousands)*

	March 31, 2023 (Unaudited)	December 31, 2022
<b>ASSETS</b>		
Current Assets:		
Cash and cash equivalents	\$ 7,248	\$ 9,204
Accounts receivable, net	31,777	52,304
Derivative fair value	8,984	1,242
Other	14,225	11,277
Total Current Assets	62,234	74,027
Property and Equipment, at cost – successful efforts method:		
Proved properties	1,489,418	1,481,233
Unproved properties	18,460	18,406
Other	83,028	82,210
Total Property and Equipment	1,590,906	1,581,849
Accumulated depreciation, depletion and amortization	(756,382)	(745,444)
Net Property and Equipment	834,524	836,405
Other Assets:		
Note receivable from related party	7,131	7,131
Derivative fair value	426	290
Other	2,740	6,779
Total Other Assets	10,297	14,200
<b>TOTAL ASSETS</b>	<b>\$ 907,055</b>	<b>\$ 924,632</b>
<b>LIABILITIES AND PARTNERS' CAPITAL</b>		
Current Liabilities:		
Accounts payable	\$ 15,224	\$ 14,686
Accrued liabilities	27,953	34,128
Derivative fair value	16,688	95,371
Asset retirement obligation, current portion	2,500	2,500
Other current liabilities	779	779
Total Current Liabilities	63,144	147,464
Long-term Debt	7,100	120,100
Other Liabilities:		
Asset retirement obligation	125,890	123,958
Derivative fair value	1,467	10,401
Other liabilities	929	1,172
Total Other Liabilities	128,286	135,531
Commitments and Contingencies		
Partners' Capital:		
Partners' capital	708,525	521,537
<b>TOTAL LIABILITIES AND PARTNERS' CAPITAL</b>	<b>\$ 907,055</b>	<b>\$ 924,632</b>

See accompanying notes to the Consolidated Financial Statements

**TXO PARTNERS, L.P.**  
**Consolidated Statements of Operations (Unaudited)**

*(in thousands)*

	Three months ended March 31,	
	2023	2022
<b>REVENUES</b>		
Oil and condensate	\$ 49,621	\$ (2,530)
Natural gas liquids	9,123	3,121
Gas	99,655	(10,129)
Total Revenues	<u>158,399</u>	<u>(9,538)</u>
<b>EXPENSES</b>		
Production	35,324	25,026
Exploration	67	87
Taxes, transportation and other	28,903	23,487
Depreciation, depletion and amortization	10,938	9,780
Accretion of discount in asset retirement obligation	2,118	1,477
General and administrative	2,222	396
Total Expenses	<u>79,572</u>	<u>60,253</u>
<b>OPERATING INCOME (LOSS)</b>	<u>78,827</u>	<u>(69,791)</u>
<b>OTHER INCOME (EXPENSE)</b>		
Other income	6,314	5,872
Interest income	107	6
Interest expense	(1,439)	(1,670)
Total Other Income	<u>4,982</u>	<u>4,208</u>
<b>NET INCOME (LOSS)</b>	<u>\$ 83,809</u>	<u>\$ (65,583)</u>
<b>NET INCOME (LOSS) PER COMMON UNIT</b>		
Basic	<u>\$2.91</u>	<u>\$(2.62)</u>
Diluted	<u>\$2.86</u>	<u>\$(2.62)</u>
<b>WEIGHTED AVERAGE COMMON UNITS OUTSTANDING</b>		
Basic	<u>28,783</u>	<u>25,000</u>
Diluted	<u>29,328</u>	<u>25,000</u>

See accompanying notes to the Consolidated Financial Statements

**TXO PARTNERS, L.P.**  
**Consolidated Statements of Cash Flows (Unaudited)**

(in thousands)

	Three months ended March 31,	
	2023	2022
<b>OPERATING ACTIVITIES</b>		
Net income (loss)	\$ 83,809	\$ (65,583)
Adjustments to reconcile net income (loss) to net cash provided by operating activities:		
Depreciation, depletion and amortization	10,938	9,780
Accretion of discount in asset retirement obligation	2,118	1,477
Derivative fair value (gain) loss	(15,056)	106,517
Net cash paid to counterparties	(80,438)	(15,164)
Non-cash incentive compensation	639	—
Other non-cash items	180	168
Changes in operating assets and liabilities (a)	14,959	(8,530)
<b>Cash Provided by Operating Activities</b>	<b>17,149</b>	<b>28,665</b>
<b>INVESTING ACTIVITIES</b>		
Proved property acquisitions	(232)	(3,753)
Development costs	(11,278)	(696)
Unproved property acquisitions	(53)	(38)
Other property and asset additions	(818)	(1,305)
<b>Cash Used by Investing Activities</b>	<b>(12,381)</b>	<b>(5,792)</b>
<b>FINANCING ACTIVITIES</b>		
Proceeds from long-term debt	37,000	415,000
Payments on long-term debt	(150,000)	(430,000)
Net proceeds from initial public offering	106,277	—
Debt issuance costs	(1)	(64)
<b>Cash Used by Financing Activities</b>	<b>(6,724)</b>	<b>(15,064)</b>
<b>(DECREASE) INCREASE IN CASH AND CASH EQUIVALENTS</b>	<b>(1,956)</b>	<b>7,809</b>
<b>Cash and Cash Equivalents, beginning of period</b>	<b>9,204</b>	<b>7,547</b>
<b>Cash and Cash Equivalents, end of period</b>	<b>\$ 7,248</b>	<b>\$ 15,356</b>
<b>(a) Changes in Operating Assets and Liabilities</b>		
Accounts receivable	\$ 20,527	\$ (14,738)
Other current assets	(2,948)	(1,327)
Aid-in-construction	—	238
Current liabilities	(2,313)	7,395
Other operating liabilities	(307)	(98)
	<b>\$ 14,959</b>	<b>\$ (8,530)</b>

See accompanying notes to the Consolidated Financial Statements

**TXO PARTNERS, L.P.**  
**Consolidated Statements of Members' Equity (Unaudited)**

*(in thousands)*

	Series 3 Preferred	Series 5 Preferred	Common	Total
Balances, December 31, 2021	\$ 34,295	\$ 206,074	\$ 300,990	\$ 541,359
Net loss	—	—	(65,583)	(65,583)
Balances, March 31, 2022	<u>\$ 34,295</u>	<u>\$ 206,074</u>	<u>\$ 235,407</u>	<u>\$ 475,776</u>

	Series 3 Preferred	Series 5 Preferred	Common	Total
Balances, December 31, 2022	\$ —	\$ 206,074	\$ 315,463	\$ 521,537
Net income	—	—	83,809	83,809
Net proceeds from initial public offering	—	—	102,540	102,540
Expensing of unit awards	—	—	639	639
Conversion of Series 5 preferred to Common equity	—	\$ (206,074)	\$ 206,074	\$ —
Balances, March 31, 2023	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 708,525</u>	<u>\$ 708,525</u>

See accompanying notes to the Consolidated Financial Statements

**TXO PARTNERS, L.P.**  
**Notes to Consolidated Financial Statements**

**1. Organization and Summary of Significant Accounting Policies**

TXO Partners, L.P. (TXO Partners or the Partnership) is an independent oil and gas company that was formed as a Delaware limited partnership in January 2012 (with an effective inception of operations at January 18, 2012). The operations of TXO Partners are governed by the provisions of the partnership agreement, as amended, executed by the general partner, TXO Partners GP, LLC (the General Partner) and the limited partners. The General Partner is the manager and operator of TXO Partners. The General Partner is managed by the board of directors and executive officers of our General Partner. The members of the board of directors of our General Partner are appointed by MorningStar Oil & Gas, LLC (“MSOG”), as the sole member of our General Partner. TXO Partners will remain in existence unless and until dissolved in accordance with the terms of the partnership agreement.

TXO Partners’ assets include its investment in an unincorporated joint venture, Cross Timbers Energy, LLC (“Cross Timbers Energy”). TXO Partners owns 50% of Cross Timbers Energy, and TXO Partners is the manager of Cross Timbers Energy. Cross Timbers Energy is governed by a Member Management Committee (MMC) and is comprised of six representatives, three from each group, with each group having one voting member. All matters that come before the MMC require the unanimous consent of the voting members. On the last day of each calendar quarter, Cross Timbers Energy distributes all excess cash to the members based on their ownership percentage of 50% each, except for earnings from the note receivable which is owned 5% by TXO Partners. Cross Timbers Energy’s properties are located primarily in the San Juan Basin of New Mexico and Colorado and the Permian Basin of West Texas and New Mexico.

TXO Partners also has a wholly-owned subsidiary, MorningStar Operating LLC which owns oil and gas assets primarily in the San Juan Basin of New Mexico and Colorado and the Permian Basin of West Texas and New Mexico.

*Reorganization and Public Listing of Common Units*

In January, 2023, we completed a series of reorganization transactions in conjunction with publicly listing our common units on the New York Stock Exchange. These included the following transactions (the ‘Reorganization Transactions’):

- We effectuated a one-for-25.33 reverse unit split;
- We caused the exchange of all outstanding Series 5 preferred units for 10,644,484 common units, resulting in our capital structure to consist of a single class of common units;
- All limited partner holders party to our amended and restated agreement of limited partnership contributed all of the outstanding equity interests in us to a new parent company, MorningStar Partners II, L.P., a Delaware limited partnership (“MSP II”) in exchange for equity interests in MSP II; and
- We amended our governing documents to, among other things, (i) change our name from “MorningStar Partners, L.P.” to “TXO Energy Partners, L.P.” and (ii) reflect the General Partner as our new non-economic general partner.

As a result of these transactions, the capital structure has been reflected as if the new number of units had been in place for all periods presented.

In May 2023, we amended our Certificate of Formation to change our name to “TXO Partners, L.P.” and the General Partner amended its Certificate of Formation to change its name to “TXO Partners GP, LLC.”

**2. Basis of Presentation and Significant Accounting Policies**

The consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (“US GAAP”) and on the same basis as our audited financial statements as of December 31, 2022 included in our Annual Report on Form 10-K for the year ended December 31, 2022. The consolidated balance sheet as of March 31, 2023 and the consolidated statements of operations and cash flows for the periods presented herein are not audited but reflect all adjustments that are of a normal recurring nature and are necessary for a fair statement of results for the periods shown. Certain information and note disclosures normally included in annual financial statements have been omitted pursuant to the rules and regulations of the U.S. Securities and Exchange Commission (“SEC”).

Because the consolidated interim financial statements do not include all of the information and notes required by US GAAP for a complete set of financial statements, they should be read in conjunction with the audited consolidated financial statements referred to above. The results and trends in these interim financial statements may not be indicative of results for the full year.

### Significant Accounting Policies

For a complete description of TXO Partners' significant accounting policies, see our annual audited consolidated financial statements included in our Annual Report on Form 10-K for the year ended December 31, 2022.

### 3. Related Party Transactions

We earned management fees from Cross Timbers Energy of \$1.4 million for the three months ended March 31, 2023 and \$1.5 million for the three months ended March 31, 2022.

### 4. Debt

<i>(in thousands)</i>	March 31, 2023	December 31, 2022
Credit Facility, —% at March 31, 2023 and 7.8% at December 31, 2022	\$ —	\$ 113,000
September 2016 Loan, 7.9% at March 31, 2023 and 7.4% at December 31, 2022	\$ 7,100	\$ 7,100
Total Long-term Debt	\$ 7,100	\$ 120,100

#### November 2021 Credit Facility

On November 1, 2021, we entered into a new four-year, \$165 million senior secured credit facility (the "Credit Facility") with certain commercial banks. The Credit Facility has a maturity date of November 1, 2025. We use the Credit Facility for general corporate purposes. In connection with entering into the Credit Facility, we incurred financing fees and expenses of approximately \$2.8 million as of March 31, 2023 and \$2.8 million as of December 31, 2022 before accumulated amortization of \$1.0 million as of March 31, 2023 and \$0.8 million as of December 31, 2022. These costs are being amortized over the life of the credit facility. Such amortized expenses are recorded as interest expense on the statements of operations.

Redetermination of the borrowing base under the Credit Facility, is based primarily on reserve reports that reflect commodity prices at such time, and scheduled borrowing base redeterminations occur semi-annually, in March and September. Interim redeterminations, may occur between scheduled redeterminations at the lenders sole discretion or upon our request. Significant declines in commodity prices may result in a decrease in the borrowing base. These borrowing base declines can be offset by any commodity price hedges we enter. Our obligations under the credit facility are secured by substantially all assets of the Partnership, including, without limitation, (i) our interest in Cross Timbers Energy, (ii) all our deposit accounts, securities accounts, and commodities accounts, (iii) any receivables owed to us by Cross Timbers Energy and (iv) any oil and gas properties owned directly by TXO Partners or its wholly-owned subsidiaries. We are required to maintain (i) a current ratio greater than 1.0 to 1.0 and current assets shall include availability under the Credit Facility but current assets and liabilities shall exclude the fair value of derivative instruments and any advances under the Credit Facility and (ii) a ratio of total indebtedness to EBITDAX of not greater than 3.0 to 1.0 each calculated quarterly. For purposes of the total net debt-to-EBITDAX ratio, total net debt includes total debt for borrowed money (including capital leases and purchase money debt), minus unrestricted cash and cash equivalents on hand at such time (not exceeding \$15.0 million in the aggregate), minus the unpaid balance of the FAM Loan. The total EBITDAX calculation consists of Cross Timbers Energy's EBITDAX that has been paid in cash to TXO Partners, plus MorningStar Operating LLC's EBITDAX, plus net realized hedge gains or losses, less the consolidated expenses of TXO Partners and its subsidiaries. EBITDAX means sum of (i) net income plus interest expense; income taxes paid; depreciation, depletion and amortization; exploration expenses, including workover expenses; non-cash charges including unrealized losses on derivative instruments; and, any extraordinary or non-recurring charges, minus (ii) any extraordinary or non-recurring income and any non-cash income including unrealized gains on derivative instruments. We are required to hedge at least 75% of reasonably anticipated projected production of proved developed producing reserves for the 12-month period following January 1, 2023, and at least 50% for the period from month 13 to month 30. However, if the net leverage ratio (the ratio of total net debt-to-EBITDAX) is less than or equal to 1.0 to 1.0 and our liquidity is equal to or greater than 20% of the borrowing base then in effect, the minimum required hedge volume for month one through month twenty-four will be reduced to 50% and the requirement to maintain the minimum required hedge volume for months 25 through 30 shall be removed. Our Credit



Facility prohibits us from hedging more than 90% of our reasonably projected production for any fiscal year. From September 30, 2022 through the next scheduled spring redetermination which shall occur no later than June 30, 2023, we received waivers to reduce the hedging requirement from 30 months to 15 months and from 50% to 45% of the reasonably anticipated projected production. As a result, we were in compliance with all of our debt covenants as of March 31, 2023 and December 31, 2022. Additionally, we believe we have adequate liquidity to continue as a going concern for at least the next twelve months from the date of this report.

At our election, interest on borrowings under the credit facility is determined by reference to either the secured overnight financing rate (“SOFR”) plus an applicable margin between 3.00% and 4.00% per annum (depending on the then-current level of borrowings under the Credit Facility) or the alternate base rate (“ABR”) plus an applicable margin between 2.00% and 3.00% per annum (depending on the then-current level of borrowings under the Credit Facility). Interest is generally payable quarterly for loans bearing interest based on the ABR and at the end of the applicable interest period for loans bearing interest at SOFR. We are required to pay a commitment fee to the lenders under the Credit Facility, which accrues at a rate per annum of 0.5% on the average daily unused amount of the lesser of: (i) the maximum commitment amount of the lenders and (ii) the then-effective borrowing base.

We utilized the proceeds from our initial public offering and cash on hand to pay down our credit facility in full as of March 31, 2023.

#### *September 2016 Loan*

On September 30, 2016, TXO Partners entered into an unsecured loan agreement with Cross Timbers Energy (the “FAM Loan”). The proceeds for the loan were taken from the cash held by the offshore subsidiary of Exxon Mobil Corporation and the loan was assigned to the offshore subsidiary (Note 5). The loan matures on January 31, 2026, but is automatically extended should the maturity date of the Credit Facility be extended. In all instances, this loan will mature ninety-one days after the maturity of the Credit Facility. Interest on the loan is the lesser of (a) London Interbank Offered Rate (“LIBOR”) plus three and one-quarter of one percent (3.25%) per annum, adjusted monthly or (b) the highest rate permitted by applicable law. Though the note is unsecured, we are required to stay in compliance with terms of the Credit Facility.

#### **5. Note Receivable from Related Party**

As of March 31, 2023 and December 31, 2022, we, through our 5% ownership interest in investment assets at Cross Timbers Energy, had a note receivable totaling \$7.1 million outstanding with a highly-rated, offshore subsidiary of Exxon Mobil Corporation. Under the terms of the agreement, there is no stated maturity date and Cross Timbers Energy may demand repayment of all or any portion of the outstanding balance on two business days’ notice. Interest is earned based on the one-month SOFR rate and is paid monthly. Interest income totaled \$0.1 million in the first three months of 2023 and less than \$0.1 million in the first three months of 2022.

The note receivable is treated as a non-current asset, since Cross Timbers Energy does not have any intention of demanding repayment of all or any portion of the outstanding balance at this time. Repayment would require the approval of the Cross Timbers Energy MMC.

#### **6. Asset Retirement Obligation**

Our asset retirement obligation primarily represents the estimated present value of the amount we will incur to plug, abandon and remediate our proved producing properties at the end of their productive lives, in accordance with applicable state and federal laws. We determine our asset retirement obligation by calculating the present value of estimated cash

flows related to the liability. The following is a summary of changes in TXO Partners's asset retirement obligation activity for the three months ended March 31, 2023:

	<i>(in thousands)</i>
Asset retirement obligation, January 1	\$ 126,458
Liability settled upon plugging and abandoning wells	(186)
Accretion of discount expense	2,118
Asset retirement obligation, March 31	128,390
Less current portion	(2,500)
Asset retirement obligation, long term	\$ 125,890

## 7. Commitments and Contingencies

From time to time, the Partnership is subject to various claims and legal actions arising in the ordinary course of business. In the opinion of management, the ultimate disposition of these matters will not have a material adverse effect on the Partnership.

To date, our expenditures to comply with environmental and occupational health and safety laws and regulations have not been significant and are not expected to be significant in the future. However, new regulations, enforcement policies, claims for damages or other events could result in significant future costs.

## 8. Fair Value

We use commodity-based and financial derivative contracts to manage exposures to commodity price. We do not hold or issue derivative financial instruments for speculative or trading purposes. We periodically enter into futures contracts, costless collars, energy swaps, swaptions and basis swaps to hedge our exposure to price fluctuations on crude oil, natural gas liquids and natural gas sales (Note 9).

### *Fair Value of Financial Instruments*

Because of their short-term maturity, the fair value of cash and cash equivalents, accounts receivable and accounts payable approximates their carrying values at March 31, 2023 and December 31, 2022. The following are estimated fair values and carrying values of our other financial instruments at each of these dates:

<i>(in thousands)</i>	Asset (Liability)			
	March 31, 2023		December 31, 2022	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
Note receivable from related party	\$ 7,131	\$ 7,131	\$ 7,131	\$ 7,131
Long-term debt	\$ (7,100)	\$ (7,100)	\$ (120,100)	\$ (120,100)
Derivative asset	\$ 9,410	\$ 9,410	\$ 1,532	\$ 1,532
Derivative liability	\$ (18,155)	\$ (18,155)	\$ (105,772)	\$ (105,772)

The fair value of our note receivable from related party approximates the carrying amount because the interest rate is based on current market interest rates and can be called upon two business days' notice (Note 5). The fair value of our long-term debt approximates the carrying amount because the interest rate is reset periodically at then current market rates (Note 4).

The fair value of our note receivable from related party (Note 5), derivative asset/(liability) (Note 9) and our long-term debt (Note 4) is measured using Level II inputs, and are determined by either market prices on an active market for similar assets or other market-corroborated prices. Counterparty credit risk is considered when determining the fair value of our note receivable and net derivative asset (liability). Since our counterparty is highly rated, the fair value of our note receivable from related party does not require an adjustment to account for the risk of nonperformance by the counterparty, however, an adjustment for counterparty credit risk has been applied to the net derivative asset (liability).

The following table summarizes our fair value measurements and the level within the fair value hierarchy in which the fair value measurements fall.

	Fair Value Measurements			
	March 31, 2023		December 31, 2022	
	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
<i>(in thousands)</i>				
Note receivable from related party	\$ 7,131	\$ —	\$ 7,131	\$ —
Long-term debt	\$ (7,100)	\$ —	\$ (120,100)	\$ —
Derivative asset	\$ 9,410	\$ —	\$ 1,532	\$ —
Derivative liability	\$ (18,155)	\$ —	\$ (105,772)	\$ —

*Assets and Liabilities Measured at Fair Value on a Nonrecurring Basis*

Certain assets and liabilities are measured at fair value on a nonrecurring basis. These assets and liabilities are not measured at fair value on an ongoing basis, but are subject to fair value adjustments whenever events or circumstances indicate that the carrying value of those assets may not be recoverable and are based upon Level 3 inputs. These assets and liabilities can include assets and liabilities acquired in a business combination, proved and unproved natural gas properties, asset retirement obligations and other long-lived assets that are written down to fair value when they are impaired. Such fair value estimates require assumptions and judgments regarding the existence of liabilities, the amount and timing of cash outflows required to settle the liability, what constitutes adequate restoration, inflation factors, credit adjusted discount rates, and consideration of changes in legal, regulatory, environmental and political environments.

We periodically review our long-lived assets to be held and used, including proved oil and natural gas properties, whenever events or circumstances indicate that the carrying value of those assets may not be recoverable. We review our oil and natural gas properties by asset group. The estimated future net cash flows are based upon the underlying reserves and anticipated future pricing. An impairment loss is recognized if the sum of the expected undiscounted future net cash flows is less than the carrying amount of the assets. If the estimated undiscounted future net cash flows are less than the carrying amount of a particular asset, the Partnership recognizes an impairment loss for the amount by which the carrying amount of the asset exceeds the estimated fair value of such assets. The fair value of the proved properties is measured based on the income approach, which incorporates a number of assumptions involving expectations of future product prices, which the Partnership bases on the forward-price curves, estimates of oil and gas reserves, estimates of future expected operating and capital costs and a risk adjusted discount rate of 10%. These inputs are categorized as Level 3 in the fair value hierarchy.

*Commodity Price Hedging Instruments*

We periodically enter into futures contracts, energy swaps, swaptions, collars and basis swaps to hedge our exposure to price fluctuations on crude oil, natural gas and natural gas liquids sales. When actual commodity prices exceed the fixed price provided by these contracts we pay this excess to the counterparty, and when the commodity prices are below the contractually provided fixed price, we receive this difference from the counterparty. See Note 9.

The fair value of our derivatives contracts consists of the following:

	Asset Derivatives		Liability Derivatives	
	March 31, 2023	December 31, 2022	March 31, 2023	December 31, 2022
	<i>(in thousands)</i>			
Derivatives not designated as hedging instruments:				
Crude oil futures and differential swaps	\$ 641	\$ 968	\$ (7,029)	\$ (13,594)
Natural gas liquids futures	\$ 794	\$ —	\$ (96)	\$ (524)
Natural gas futures, collars and basis swaps	\$ 7,975	\$ 564	\$ (11,030)	\$ (91,654)
Total	\$ 9,410	\$ 1,532	\$ (18,155)	\$ (105,772)

Derivative fair value (gain) loss, included as part of the related revenue line on the consolidated income statements, comprises the following realized and unrealized components:

<i>(in thousands)</i>	Three Months Ended March 31,	
	2023	2022
Net cash paid to counterparties	\$ 80,438	\$ 15,164
Non-cash change in derivative fair value	\$ (95,494)	\$ 91,353
Derivative fair value (gain) loss	\$ (15,056)	\$ 106,517

*Concentrations of Credit Risk*

Our receivables are from a diverse group of companies including major energy companies, pipeline companies, local distribution companies and end-users in various industries. Letters of credit or other appropriate security are obtained as considered necessary to limit risk of loss from the other companies. Including the bank that issued the letter of credit, we currently have greater concentrations of credit with several investment-grade (BBB- or better) rated companies.

**9. Commodity Sales Commitments**

Our policy is to consider hedging a portion of our production at commodity prices the general partner deems attractive. While there is a risk we may not be able to realize the benefit of rising prices, the general partner may enter into hedging agreements because of the benefits of predictable, stable cash flows.

We enter futures contracts, energy swaps, swaptions and basis swaps to hedge our exposure to price fluctuations on crude oil, natural gas liquids and natural gas sales. When actual commodity prices exceed the fixed price provided by these contracts we pay this excess to the counterparty, and when the commodity prices are below the contractually provided fixed price, we receive this difference from the counterparty. We also enter costless price collars, which set a ceiling and floor price to hedge our exposure to price fluctuations on natural gas sales. When actual commodity prices exceed the ceiling price provided by these contracts we pay this excess to the counterparty, and when the commodity prices are below the floor price, we receive this difference from the counterparty. If the actual commodity price falls in between the ceiling and floor price, there is no cash settlement.

*Crude Oil*

We have entered into crude oil futures contracts and swap agreements that effectively fix prices for the production and periods shown below. Prices to be realized for hedged production may be less than these fixed prices because of location, quality and other adjustments. See Note 8.

<u>Production Period</u>	<u>Bbls per Day</u>	<u>Weighted Average NYMEX Price per Bbl</u>
April 2023—December 2023	2,500	\$ 68.87
January 2024—June 2024	2,000	\$ 63.27

The price we receive for our oil production is generally different than the NYMEX price because of adjustments for delivery location (“basis”), relative quality and other factors. We have entered sell basis swap agreements that effectively fix the basis adjustment for the West Texas Midland delivery location for the production and periods shown below.

<u>Production Period</u>	<u>Bbls per Day</u>	<u>Weighted Average Sell Basis Price per Bbl (a)</u>
April 2023—December 2023	5,000	\$ 1.21

(a) Increases to NYMEX oil price for delivery location

The price we receive for our oil production is generally different than the NYMEX price because of changes in the roll component of the NYMEX price due to the timing of when the monthly NYMEX price is set. We have entered sell

basis swap agreements that effectively fix the roll component of the NYMEX price for the production and periods shown below.

<u>Production Period</u>	<u>Bbls per Day</u>	<u>Weighted Average Roll Price per Bbl (a)</u>
April 2023—December 2023	3,000	\$ 0.89

(a) Increases to NYMEX oil price for roll component

Net settlements on oil futures and sell basis swap contracts decreased oil revenues by \$1.3 million in the first three months of 2023 and \$7.7 million in the first three months of 2022. An unrealized gain increased oil revenues by \$6.2 million in the first three months of 2023 and an unrealized loss decreased oil revenues by \$3.2 million in the first three months of 2022.

*Natural Gas Liquids*

We have entered into natural gas liquids futures contracts and swap agreements for ethane that effectively fix prices for the production and periods shown below. Prices to be realized for hedged production may be less than these fixed prices because of location, quality and other adjustments. See Note 8.

<u>Production Period</u>	<u>Ethane</u>	<u>Gallons per Day</u>	<u>Weighted Average NGL OPIS Price per Gallon</u>
April 2023—December 2023		63,000	\$ 0.27
January 2024—June 2024		63,000	\$ 0.23

Net settlements on NGL futures contracts increased NGL revenues by \$0.1 million in the first three months of 2023 and decreased NGL revenues by \$1.2 million in the first three months of 2022. An unrealized gain increased NGL revenues by \$1.2 million in the first three months of 2023 and an unrealized loss decreased NGL revenues by \$7.2 million in the first three months of 2022.

*Natural Gas*

We have entered into natural gas futures contracts and swap agreements that effectively fix prices for the production and periods shown below. Prices to be realized for hedged production may be less than these fixed prices because of location, quality and other adjustments. See Note 8.

<u>Production Period</u>	<u>MMBtu per Day</u>	<u>Weighted Average NYMEX Price per MMBtu</u>
April 2023—December 2023	35,000	\$ 3.51
January 2024—June 2024	30,000	\$ 3.26

We have also entered into gas collars that set a ceiling and floor price for the production and periods shown below.

<u>Production Period</u>	<u>MMBtu per Day</u>	<u>Floor</u>	<u>Ceiling</u>
January 2024—June 2024	5,000	\$ 3.75	\$ 7.25

The price we receive for our gas production is generally less than the NYMEX price because of adjustments for delivery location (“basis”), relative quality and other factors. We have entered sell basis swap agreements that effectively fix the basis adjustment for the San Juan Basin delivery location for the production and periods shown below.

<b>Production Period</b>	<b>MMBtu per Day</b>	<b>Weighted Average Sell Basis Price per MMBtu(a)</b>
April 2023—December 2023	70,000	\$ 0.17

(a) Reductions to NYMEX gas price for delivery location

Net settlements on gas futures and sell basis swap contracts decreased gas revenues by \$79.2 million in the first three months of 2023 and \$6.2 million in the first three months of 2022. An unrealized gain to record the fair value of derivative contracts increased gas revenues by \$88.0 million in the first three months of 2023 and an unrealized loss decreased gas revenues by \$41.0 million in the first three months of 2022.

## 10. Earnings per Unit

The following represents basic and diluted earnings (loss) per Common Unit upon the Reorganization (See Note 1) and corresponding issuance of 5.8 million Common Units for the three months ended March 31, 2023 and 2022:

(in thousands, except per unit data)	<b>Net income (loss)</b>	<b>Units</b>	<b>Income (loss) per Unit</b>
<b>2023</b>			
Basic	\$ 83,809	28,783	\$2.91
Effect of dilutive securities	—	545	
Diluted	\$ 83,809	29,328	\$2.86
<b>2022</b>			
Basic	\$ (65,583)	25,000	\$(2.62)
Effect of dilutive securities	—	—	
Diluted	\$ (65,583)	25,000	\$(2.62)

## 11. Partners’ Capital

On May 9, 2023, the board of directors of our general partner declared a cash distribution of \$0.50 per common unit for the quarter ended March 31, 2023. The distribution will be paid on May 30, 2023, to unitholders of record on May 22, 2023.

## 12. Revenue from Contracts with Customers

The Partnership recognizes sales of oil, natural gas, and NGLs when it satisfies a performance obligation by transferring control of the product to a customer, in an amount that reflects the consideration to which the Partnership expects to be entitled in exchange for the product.

As discussed in Note 9, the Partnership recognizes the impact of derivative gains and losses as a component of revenue. See table below for the reconciliation of revenue from contracts with customers and derivative gains and losses.

	For the Three Months Ended March 31, 2023			
	Oil and condensate	Natural gas liquids	Natural gas	Total Revenues
	(in thousands)			
Revenue from customers	\$ 44,699	\$ 7,815	\$ 90,829	\$ 143,343
Unrealized gain (loss) on derivatives	6,238	1,222	88,034	95,494
Realized gain (loss) on derivatives	(1,316)	86	(79,208)	(80,438)
Total revenues	\$ 49,621	\$ 9,123	\$ 99,655	\$ 158,399

	For the Three Months Ended March 31, 2022			
	Oil and condensate	Natural gas liquids	Natural gas	Total Revenues
	(in thousands)			
Revenue from customers	\$ 48,407	\$ 11,548	\$ 37,024	\$ 96,979
Unrealized gain (loss) on derivatives	(43,200)	(7,195)	(40,958)	(91,353)
Realized gain (loss) on derivatives	(7,737)	(1,232)	(6,195)	(15,164)
Total Revenues	\$ (2,530)	\$ 3,121	\$ (10,129)	\$ (9,538)

*Natural Gas and NGL Sales*

Under our natural gas processing contracts, we deliver natural gas to a midstream processing entity at the wellhead or at the inlet of a facility. The midstream provider gathers and processes the product and both the residue gas and the resulting natural gas liquids are sold at the tailgate of the plant. The Partnership's natural gas production is primarily sold under market-sensitive contracts that are typically priced at a differential to the published natural gas index price for the producing area due to the natural gas quality and the proximity to the market. We evaluated these arrangements and determined that control of the products transfers at the tailgate of the plant, meaning that the Partnership is the principal and the third-party purchaser is its customer. As such, we present the gas and NGL sales on a gross basis and the related gathering and processing costs as a component of taxes, transportation, and other on the statement of operations.

*Oil and Condensate Sales*

Oil production is sold at the wellhead under market-sensitive contracts at an index price, net of pricing differentials. The Partnership recognizes revenue when control transfers to the purchaser at the wellhead at the net price received from the customer. This treatment after the adoption of ASC 606 is consistent with the treatment under ASC 605 and has no impact on revenues or expenses on the statement of operations.

*Production imbalances*

The Partnership uses the sales method to account for production imbalances. If the Partnership's sales volumes for a well exceed the Partnership's proportionate share of production from the well, a liability is recognized to the extent that the Partnership's share of estimated remaining recoverable reserves from the well is insufficient to satisfy the imbalance. No receivables are recorded for those wells on which the Partnership has taken less than its proportionate share of production.

*Contract Balances*

Under the Partnership's product sales contracts, its customers are invoiced once the Partnership's performance obligations have been satisfied, at which point payment is unconditional. Accordingly, the Partnership's product sales contracts do not give rise to contract assets or contract liabilities.

### *Performance Obligations*

The majority of the Partnership's sales are short-term in nature with a contract term of one year or less. For those contracts, the Partnership has utilized the practical expedient in ASC 606-10-50-14 exempting the Partnership from disclosures of the transaction price allocated to remaining performance obligations if the performance obligation is part of a contract that has an original duration of one year or less.

For the Partnership's product sales that have a contract term greater than one year, the Partnership has utilized the practical expedient in ASC 606-10-50-14(a), which states the Partnership is not required to disclose the transaction price allocated to remaining performance obligations if the variable consideration is allocated entirely to a wholly unsatisfied performance obligation. Under these contracts, each unit of product generally represents a separate performance obligation; therefore, future volumes are wholly unsatisfied and disclosure of the transaction price allocated to remaining performance obligation is not required.

### **13. Employee Benefit Plans**

In connection with the offering, the board approved grants of 545,000 phantom units with distribution equivalent rights to the non-employee directors, officers and certain key employees. These phantom units will vest ratably over a three year period for the officers and key employees and will fully vest on the one-year anniversary of the grant for the non-employee directors. The phantom units will be settled in common units and distribution equivalents will be paid to holders of outstanding phantom units, including unvested phantom units.

We recognized compensation expense related to these grants of \$0.6 million for the three months ended March 31, 2023 and none for the three months ended March 31, 2022. As of March 31, 2023, we had total deferred compensation expense of \$10.3 million. For these non-vested unit awards, we estimate that compensation expense for service periods after March 31, 2023 will be \$2.9 million in 2023, \$3.6 million in 2024, \$3.5 million in 2025 and \$0.3 million in 2026. The weighted average remaining vesting period is 2.8 years.

### **14. Accrued Liabilities**

Accrued liabilities consist of the following at March 31, 2023 and December 31, 2022:

	March 31, 2023	December 31, 2022
Accrued production expenses	\$ 16,862	\$ 19,846
Accrued severance taxes	\$ 4,384	\$ 4,946
Accrued capital expenditures	\$ 3,330	\$ 6,654
Accrued ad valorem taxes	\$ 2,185	\$ 2,420
Other accrued liabilities	\$ 1,192	\$ 262
Total accrued liabilities	<u>\$ 27,953</u>	<u>\$ 34,128</u>

### **15. Supplemental Cash Flow Information**

Interest payments totaled \$1.3 million for the three months ended March 31, 2023 and \$1.5 million for the three months ended March 31, 2022. Income tax payments were \$0.1 million during the three months ended March 31, 2023 and none during the three months ended March 31, 2022.

### **16. Subsequent Events**

We have evaluated subsequent events through the date the financial statements were available to be issued. See Notes 1, 11 and 13.



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

*The following discussion and analysis should be read in conjunction with our unaudited consolidated financial statements and notes thereto presented in Item 1 of this Quarterly Report. Additionally, the following discussion and analysis should be read in conjunction with our audited consolidated financial statements and notes thereto and the related "Management's Discussion and Analysis of Financial Condition and Results of Operations," included in our Annual Report on Form 10-K for the year ended December 31, 2022.*

*Unless otherwise stated or the context indicates otherwise, references in this Quarterly Report to "our general partner" refers to TXO Partners GP, LLC, a Delaware limited liability company, and the terms "partnership," the "Company," "we," "our," "us" or similar terms refer to TXO Partners, L.P., a Delaware limited partnership ("TXO Partners") and its subsidiaries. Unless otherwise indicated, throughout this discussion the term "MBoe" refers to thousands of barrels of oil equivalent quantities produced for the indicated period, with natural gas and NGL quantities converted to Bbl on an energy equivalent ratio of six Mcf to one barrel of oil.*

### Cautionary Statement Regarding Forward-Looking Statements

Some of the information in this Quarterly Report on Form 10-Q may contain "forward-looking statements." All statements, other than statements of historical fact included in this Quarterly Report on Form 10-Q, regarding our strategy, future operations, financial position, estimated revenues and losses, projected costs, prospects, plans and objectives of management are forward-looking statements. When used in this Quarterly Report on Form 10-Q, words such as "may," "assume," "forecast," "could," "should," "will," "plan," "believe," "anticipate," "intend," "estimate," "expect," "project," "budget" and similar expressions are used to identify forward-looking statements, although not all forward-looking statements contain such identifying words. These forward-looking statements are based on management's current belief, based on currently available information, as to the outcome and timing of future events at the time such statement was made. When considering forward-looking statements, you should keep in mind the risk factors and other cautionary statements described under the heading "Risk Factors" included in this Quarterly Report on Form 10-Q.

We caution you that these forward-looking statements are subject to all of the risks and uncertainties, most of which are difficult to predict and many of which are beyond our control, incident to the exploration for and development and production of oil, natural gas and NGL. We disclose important factors that could cause our actual results to differ materially from our expectations as discussed under "Risk Factors" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" and elsewhere in this Quarterly Report on Form 10-Q. Factors that could cause our actual results to differ materially from the results contemplated by such forward-looking statement include:

- commodity price volatility;
- the impact of epidemics, outbreaks or other public health events, and the related effects on financial markets, worldwide economic activity and our operations;
- the impact of COVID-19, and governmental measures related thereto, on global demand for oil and natural gas and on the operations of our business;
- uncertainties about our estimated oil, natural gas and NGL reserves, including the impact of commodity price declines on the economic producibility of such reserves, and in projecting future rates of production;
- the concentration of our operations in the Permian Basin and the San Juan Basin;
- difficult and adverse conditions in the domestic and global capital and credit markets;
- lack of transportation and storage capacity as a result of oversupply, government regulations or other factors;
- lack of availability of drilling and production equipment and services;
- potential financial losses or earnings reductions resulting from our commodity price risk management program or any inability to manage our commodity risks;
- failure to realize expected value creation from property acquisitions and trades;

- access to capital and the timing of development expenditures;
- environmental, weather, drilling and other operating risks;
- regulatory changes, including potential shut-ins or production curtailments mandated by the Railroad Commission of Texas;
- competition in the oil and natural gas industry;
- loss of production and leasehold rights due to mechanical failure or depletion of wells and our inability to re-establish their production;
- our ability to service our indebtedness;
- cost inflation;
- political and economic conditions and events in foreign oil and natural gas producing countries, including embargoes, continued hostilities in the Middle East and other sustained military campaigns, the armed conflict in Ukraine and associated economic sanctions on Russia, conditions in South America, Central America, China and Russia, and acts of terrorism or sabotage;
- evolving cybersecurity risks such as those involving unauthorized access, denial-of-service attacks, malicious software, data privacy breaches by employees, insider or other with authorized access, cyber or phishing-attacks, ransomware, social engineering, physical breaches or other actions; and
- risks related to our ability to expand our business, including through the recruitment and retention of qualified personnel.

Reserve engineering is a process of estimating underground accumulations of oil and natural gas that cannot be measured in an exact way. The accuracy of any reserve estimate depends on the quality of available data, the interpretation of such data and price and cost assumptions made by reservoir engineers. In addition, the results of drilling, testing and production activities may justify revisions of estimates that were made previously. If significant, such revisions would change the schedule of any further production and development drilling. Accordingly, our reserve and PV-10 estimates may differ significantly from the quantities of oil, natural gas and NGLs that are ultimately recovered.

Should one or more of the risks or uncertainties described in this Quarterly Report on Form 10-Q occur, or should underlying assumptions prove to be incorrect, our actual results and plans could differ materially from those expressed in any forward-looking statements.

All forward-looking statements, expressed or implied, included in this Quarterly Report on Form 10-Q are expressly qualified in their entirety by this cautionary statement. This cautionary statement should also be considered in connection with any subsequent written or oral forward-looking statements that we or persons acting on our behalf may issue.

Except as otherwise required by applicable law, we disclaim any duty to update any forward-looking statements, all of which are expressly qualified by the statements in this section, to reflect events or circumstances after the date of this Quarterly Report on Form 10-Q.

## Overview

We are an independent oil and natural gas company focused on the acquisition, development, optimization and exploitation of conventional oil, natural gas and natural gas liquid reserves in North America. Our properties are predominately located in the Permian Basin of New Mexico and Texas and the San Juan Basin of New Mexico and Colorado.

### **Initial Public Offering**

On January 31, 2023, we completed our initial public offering in which we issued and sold 5,000,000 common units at a public offering price of \$20.00 per unit. In addition, on February 6, 2023, we sold an additional 750,000 common units pursuant to the underwriters' option to purchase additional units to cover over-allotments. We received net proceeds of approximately \$102 million, after deducting underwriting discounts and commissions and offering expenses borne by us. We utilized the proceeds from our initial public offering and cash on hand to pay down our credit facility in full as of March 31, 2023.

### **Market Outlook**

The oil and natural gas industry is cyclical and commodity prices are highly volatile. For example, during the period from January 1, 2022 through March 31, 2023, NYMEX prices for crude oil and natural gas reached a high of \$123.70 per Bbl and \$9.68 per MMBtu, respectively, and a low of \$66.74 per Bbl and \$1.99 per MMBtu, respectively. Oil prices steadily increased significantly in the first half of 2022 due to increased demand, domestic supply reductions, OPEC control measures and market disruptions resulting from the Russia-Ukraine war and sanctions on Russia. Since the Russia-Ukraine conflict first commenced, WTI crude oil prices have been volatile reaching a high of \$123.70 per Bbl in March 2022 before declining to \$80.86 per Bbl as of April 18, 2023. Natural gas prices reached a high of \$9.68 per MMBtu in August, 2022 before declining to \$2.37 per MMBtu as of April 18, 2023.

We expect the crude oil and natural gas markets will continue to be volatile in the future. Our revenue, profitability and future growth are highly dependent on the prices we receive for our oil and natural gas production.

Although inflation in the United States had been relatively low for many years, there was a significant increase in inflation beginning in the second half of 2021, which has continued into 2023, due to a substantial increase in the money supply, a stimulative fiscal policy, a significant rebound in consumer demand as COVID-19 restrictions were relaxed, the Russia-Ukraine war and worldwide supply chain disruptions resulting from the economic contraction caused by COVID-19 and lockdowns followed by a rapid recovery. Inflation, as measured on an annual basis, rose from 7.0% in December 2021 to a high of 9.1% in June 2022 and fell to 5.0% in March 2023. Global, industry-wide supply chain disruptions have resulted in widespread shortages of labor, materials and services. Such shortages have resulted in our facing significant cost increases for labor, materials and services. Principally, commodity costs for steel and chemicals required for drilling, higher transportation and fuel costs and annual wage increases have increased our operating costs for the three months ended March 31, 2023 compared to the same period in 2022. We also may face shortages of these commodities and labor, which may prevent us from executing on our development plan. We do not expect these shortages and cost increases to reverse in the short term. Typically, as prices for oil and natural gas increase, so do associated costs. Conversely, in a period of declining prices, associated cost declines are likely to lag and may not adjust downward in proportion to prices. We cannot predict the future inflation rate but to the extent inflation remains elevated, we may experience further cost increases in our operations, including costs for drill rigs, workover rigs, tubulars and other well equipment, as well as increased labor costs. If we are unable to recover higher costs through higher commodity prices, our current revenue stream, estimates of future reserves, borrowing base calculations, impairment assessments of oil and natural gas properties, and values of properties in purchase and sale transactions would all be significantly impacted.

We continue to evaluate actions to mitigate supply chain and inflationary pressures. We pre-purchased pipe necessary to drill the remainder of our development for 2022 and are currently evaluating whether to do the same in the first half of 2023. We are working closely with other suppliers and contractors to ensure availability of supplies on site, especially fuel, steel and chemical supplies which are critical to many of our operations. However, these mitigation efforts may not succeed or may be insufficient.

### **How We Evaluate Our Operations**

We use a variety of financial and operational metrics to assess the performance of our operations, including:

- production volumes;
- realized prices on the sale of oil, NGLs and natural gas;

- production expenses;
- acquisition and development expenditures;
- Adjusted EBITDAX; and
- Cash Available for Distribution.

### **Non-GAAP Financial Measures**

#### ***Adjusted EBITDAX***

We include in this Quarterly Report the non-GAAP financial measure Adjusted EBITDAX and provide our calculation of Adjusted EBITDAX and a reconciliation of Adjusted EBITDAX to net income (loss), our most directly comparable financial measures calculated and presented in accordance with GAAP. We define Adjusted EBITDAX as net income (loss) before (1) interest income, (2) interest expense, (3) depreciation, depletion and amortization, (4) impairment expenses, (5) accretion of discount on asset retirement obligations, (6) exploration expenses, (7) unrealized (gains) losses on commodity derivative contracts, (8) non-cash incentive compensation, (9) non-cash (gain) loss on forgiveness of debt and (10) certain other non-cash expenses.

Adjusted EBITDAX is used as a supplemental financial measure by our management and by external users of our financial statements, such as industry analysts, investors, lenders, rating agencies and others, to more effectively evaluate our operating performance and our results of operation from period to period and against our peers without regard to financing methods, capital structure or historical cost basis. We exclude the items listed above from net income (loss) in arriving at Adjusted EBITDAX because these amounts can vary substantially from company to company within our industry depending upon accounting methods and book values of assets, capital structures and the method by which the assets were acquired. Adjusted EBITDAX is not a measurement of our financial performance under GAAP and should not be considered as an alternative to, or more meaningful than, net income (loss) as determined in accordance with GAAP or as indicators of our operating performance. Certain items excluded from Adjusted EBITDAX are significant components in understanding and assessing a company's financial performance, such as a company's cost of capital and tax burden, as well as the historic costs of depreciable assets, none of which are reflected in Adjusted EBITDAX. Our presentation of Adjusted EBITDAX should not be construed as an inference that our results will be unaffected by unusual or non-recurring items. Our computations of Adjusted EBITDAX may not be identical to other similarly titled measures of other companies.

#### ***Cash Available for Distribution***

Cash available for distribution is not a measure of net income or net cash flow provided by or used in operating activities as determined by GAAP. Cash available for distribution is a supplemental non-GAAP financial measure used by our management and by external users of our financial statements, such as investors, lenders and others (including industry analysts and rating agencies who will be using such measure), to assess our ability to internally fund our exploration and development activities, pay distributions, and to service or incur additional debt. We define cash available for distribution as Adjusted EBITDAX less net cash interest expense, exploration expense, non-recurring (gain) / loss and development costs. Development costs include all of our capital expenditures made for oil and gas properties, other than acquisitions. Cash available for distribution will not reflect changes in working capital balances. Cash available for distribution is not a measurement of our financial performance or liquidity under GAAP and should not be considered as an alternative to, or more meaningful than, net income (loss) or net cash provided by or used in operating activities as determined in accordance with GAAP or as indicators of our financial performance and liquidity. The GAAP measures most directly comparable to cash available for distribution are net income and net cash provided by operating activities. Cash available for distribution should not be considered as an alternative to, or more meaningful than, net income or net cash provided by operating activities.

You should not infer from our presentation of Adjusted EBITDAX that its results will be unaffected by unusual or non-recurring items. You should not consider Adjusted EBITDAX or cash available for distribution in isolation or as a substitute for analysis of our results as reported under GAAP. Additionally, because Adjusted EBITDAX and cash available for distribution may be defined differently by other companies in our industry, our definition of Adjusted EBITDAX and cash available for distribution may not be comparable to similarly titled measures of other companies, thereby diminishing their utility.

**Reconciliation of Adjusted EBITDAX and Cash Available for Distribution to GAAP Financial Measures**

	Three Months Ended March 31,	
	2023	2022
	<i>(in thousands)</i>	
<b>Net income (loss)</b>	\$ 83,809	\$ (65,583)
Interest expense	1,439	1,670
Interest income	(107)	(6)
Depreciation, depletion and amortization	10,938	9,780
Accretion of discount in asset retirement obligation	2,118	1,477
Exploration expense	67	87
Non-cash derivative (gain)/loss	(95,494)	91,353
Non-cash incentive compensation	639	—
<b>Adjusted EBITDAX</b>	<b>\$ 3,409</b>	<b>\$ 38,778</b>
Cash Interest expense	(1,259)	(1,502)
Cash Interest income	107	6
Exploration expense	(67)	(87)
Development costs	(11,278)	(696)
<b>Cash Available for Distribution</b>	<b>\$ (9,088)</b>	<b>\$ 36,499</b>
<b>Net cash provided by operating activities</b>	<b>\$ 17,149</b>	<b>\$ 28,665</b>
Changes in operating assets and liabilities	(14,959)	8,530
Development costs	(11,278)	(696)
<b>Cash Available for Distribution</b>	<b>\$ (9,088)</b>	<b>\$ 36,499</b>

**Results of Operations****Three Months Ended March 31, 2023 Compared to the Three Months Ended March 31, 2022**

	<b>Three months ended March 31,</b>	
	<b>2023</b>	<b>2022</b>
	<i>(in thousands)</i>	
<b>REVENUES</b>		
Oil and condensate	\$ 49,621	\$ (2,530)
Natural gas liquids	9,123	3,121
Gas	99,655	(10,129)
Total Revenues	158,399	(9,538)
<b>EXPENSES</b>		
Production	35,324	25,026
Exploration	67	87
Taxes, transportation and other	28,903	23,487
Depreciation, depletion and amortization	10,938	9,780
Accretion of discount in asset retirement obligation	2,118	1,477
General and administrative	2,222	396
Total Expenses	79,572	60,253
<b>OPERATING INCOME (LOSS)</b>	78,827	(69,791)
<b>OTHER INCOME (EXPENSE)</b>		
Other income	6,314	5,872
Interest income	107	6
Interest expense	(1,439)	(1,670)
Total Other Income	4,982	4,208
<b>NET INCOME (LOSS)</b>	\$ 83,809	\$ (65,583)

The following table provides a summary of our sales volumes, average prices (both including and excluding the effects of derivatives) and operating expenses on a per Boe basis for the periods indicated:

	Three months ended March 31,	
	2023	2022
<b>Sales:</b>		
Oil and condensate sales (MBbls)	603	517
Natural gas liquids sales (MBbls)	269	301
Natural gas sales (MMcf)	6,903	7,550
Total (MBoe)	2,023	2,077
Total (MBoe/d)	22	23
<b>Average sales prices:</b>		
Oil and condensate excluding the effects of derivatives (per Bbl)	\$ 74.07	\$ 93.62
Oil and condensate (per Bbl) (1)	\$ 82.22	\$ (4.89)
Natural gas liquids excluding the effects of derivatives (per Bbl)	\$ 29.09	\$ 38.30
Natural gas liquids (per Bbl) (2)	\$ 33.96	\$ 10.35
Natural gas excluding the effects of derivatives (per Mcf)	\$ 13.16	\$ 4.90
Natural gas (per Mcf) (3)	\$ 14.44	\$ (1.34)
<b>Expense per Boe:</b>		
Production	\$ 17.46	\$ 12.05
Taxes, transportation and other	\$ 14.29	\$ 11.31
Depreciation, depletion and amortization	\$ 5.41	\$ 4.71
General and administrative expenses	\$ 1.10	\$ 0.19

- (1) Oil and condensate prices include both realized losses and unrealized gains and losses from derivatives. The unrealized gains were \$6.2 million for the three months ended March 31, 2023 and the unrealized losses were \$43.2 million for the three months ended March 31, 2022. The realized losses were \$1.3 million for the three months ended March 31, 2023 and \$7.7 million for the three months ended March 31, 2022.
- (2) Natural gas liquids prices include both realized and unrealized gains and losses from derivatives. The unrealized gains were \$1.2 million for the three months ended March 31, 2023 and the unrealized losses were \$7.2 million for the three months ended March 31, 2022. The realized gains were \$0.1 million for the three months ended March 31, 2023 and the unrealized losses were \$1.2 million for the three months ended March 31, 2022.
- (3) Natural gas prices include both realized losses and unrealized gains and losses from derivatives. The unrealized gains were \$88.0 million for the three months ended March 31, 2023 and the unrealized losses were \$41.0 million for the three months ended March 31, 2022. The realized losses were \$79.2 million for the three months ended March 31, 2023 and \$6.2 million for the three months ended March 31, 2022.

### Revenues

Revenues increased \$167.9 million, or 1,761%, from \$(9.5) million for the three months ended March 31, 2022 to \$158.4 million for the three months ended March 31, 2023. The increase was primarily attributable to net gains on our hedging activity of \$121.6 million, of which \$186.8 million were unrealized gains and \$65.3 million were realized losses. Additionally, a 168% increase in the average selling price, excluding the effects of derivatives, of natural gas resulted in an increase in revenue of \$62.3 million. These high natural gas prices are related to selling to West Coast markets that had higher prices than the rest of the country due to colder weather and transportation constraints in California. These increases were partially offset by the effects of a decrease in production of 54 MBoe primarily as a result of natural declines in San Juan Basin resulting in a decrease in revenue of \$3.1 million and a decrease in the average selling price, excluding the effects of derivatives, on oil of 21% resulting in a decrease in revenue of \$10.1 million and on NGLs of 24% resulting in a decrease in revenue of \$2.8 million.

### Production expenses

Production expenses increased \$10.3 million, or 41%, from \$25.0 million for the three months ended March 31, 2022 to \$35.3 million for the three months ended March 31, 2023. Of this increase, \$6.9 million is attributable to the acquisition of additional interest in the Permian Basin. The remainder of the increase is primarily due to increased maintenance costs and other cost increases.

On a per unit basis, production expenses increased from \$12.05 per Boe sold for the three months ended March 31, 2022 to \$17.46 per Boe sold for the three months ended March 31, 2023. The increase is primarily related to the increased costs per Boe from the acquisition of additional interest in the Permian Basin due to the acquired properties having a higher percentage of oil production, which is more expensive on a Boe basis than natural gas production. Additionally, increased maintenance costs and other cost increases contributed to the increase per Boe.

***Taxes, transportation, and other***

Taxes, transportation, and other increased \$5.4 million, or 23%, from \$23.5 million for the three months ended March 31, 2022 to \$28.9 million for the three months ended March 31, 2023. The increase is primarily attributable to the increase in natural gas prices partially offset by decreased oil and NGLs prices and production.

On a per unit basis, taxes, transportation, and other increased from \$11.31 per Boe sold for the three months ended March 31, 2022 to \$14.29 per Boe sold for the three months ended March 31, 2023. The increase is primarily related to the higher natural gas prices and change in production mix.

***Depreciation, depletion, and amortization***

Depreciation, depletion, and amortization increased \$1.2 million, or 12%, from \$9.8 million for the three months ended March 31, 2022 to \$10.9 million for the three months ended March 31, 2023. The increase is primarily attributable to the increased production associated with the acquisition of additional interest in the Permian Basin third quarter of 2022 of \$1.2 million.

On a per unit basis, depreciation, depletion, and amortization increased from \$4.71 per Boe sold for the three months ended March 31, 2022 to \$5.41 per Boe sold for the three months ended March 31, 2023. The increase is primarily related to changes in production mix.

***General and administrative***

General and administrative (“G&A”) expenses increased \$1.8 million, or 461%, from \$0.4 million for the three months ended March 31, 2022 to \$2.2 million for the three months ended March 31, 2023. The increase is primarily attributable to higher personnel costs of \$1.1 million due in part to amortization of unit awards and additional expenses related to the initial public offering in January 2023.

On a per unit basis, G&A expense increased from \$0.19 per Boe sold for the three months ended March 31, 2022 to \$1.10 per Boe sold for the three months ended March 31, 2023. The increase is primarily related to increased costs and decreased production.

***Other income***

Other income increased \$0.4 million, or 8%, from \$5.9 million for the three months ended March 31, 2022 to \$6.3 million for the three months ended March 31, 2023. The increase is primarily attributable to higher CO<sub>2</sub> and plant income of \$1.2 million related to the acquisition of additional interest in the Permian Basin partially offset by \$0.8 million decrease in marketing income. The CO<sub>2</sub> and plant income is ancillary to the operations of the gas processing plant in the Permian Basin in New Mexico and CC assets in Colorado we acquired from Chevron in November 2021, which we refer to as the Vacuum properties.

***Interest expense***

Interest expense decreased \$0.2 million, or 14%, from \$1.7 million for the three months ended March 31, 2022 to \$1.4 million for the three months ended March 31, 2023. The decrease is primarily attributable to the decreased borrowings due in part to the January 2023 initial public offering partially offset by a higher interest rate.

**Liquidity and Capital Resources**

Our primary sources of liquidity and capital will be cash flows generated by operating activities and borrowings under our Credit Facility. Outstanding borrowings under our Credit Facility were \$113.0 million at December 31, 2022 and



\$0.0 million at March 31, 2023, and the remaining availability under our Credit Facility was \$52.0 million at December 31, 2022 and \$165.0 million at March 31, 2023. Additionally, we had positive net working capital (including cash and excluding the effects of derivative instruments) of \$20.7 million at December 31, 2022 and \$6.8 million at March 31, 2023.

Our partnership agreement requires that we distribute all of our available cash (as defined in the partnership agreement) to our unitholders. Our quarterly cash distributions may vary from quarter to quarter as a direct result of variations in the performance of our business, including those caused by fluctuations in the prices of oil and natural gas. Such variations may be significant and quarterly distributions paid to our unitholders may be zero. The first distribution of \$0.50 per unit with respect to cash available for distribution for the three months ended March 31, 2023, was declared on May 09, 2023 and will be paid May 30, 2023 to unitholders of record on May 22, 2023. In accordance with the terms of our partnership agreement, we prorated the amount of the distribution payable for the period from January 31, 2023 (the closing of our initial public offering) through March 31, 2023, based on the actual length of that period.

Our acquisition and development expenditures consist of acquisitions of proved, unproved and other property and development expenditures. Our capital expenditures including acquisitions were \$12.4 million for the three months ended March 31, 2023 and \$5.8 million for the three months ended March 31, 2022.

In order to mitigate volatility in oil and natural gas prices, we have entered into commodity derivative contracts. See “Quantitative and Qualitative Disclosures About Market Risk—Commodity Price Risk.”

We incurred costs of approximately \$8.0 million for drilling, completion and recompletion activities and facilities costs in the three months ended March 31, 2023 and we have budgeted approximately \$30.0 - \$35.0 million for such costs in 2023.

The amount and timing of these capital expenditures is substantially within our control and subject to management’s discretion. We retain the flexibility to defer a portion of these planned capital expenditures depending on a variety of factors, including, but not limited to the prevailing and anticipated prices for oil, NGLs and natural gas, the availability of necessary equipment, infrastructure and capital, seasonal conditions and drilling and acquisition costs. Any postponement or elimination of our development program could result in a reduction of proved reserve volumes, production and cash flow, including distributions to unitholders.

Based on current commodity prices and our drilling success rate to date, we expect to be able to fund our distributions, meet our debt obligations and fund our 2023 capital development programs from cash flow from operations and net proceeds from the initial public offering.

If cash flow from operations does not meet our expectations, we may reduce our expected level of capital expenditures and/or distributions to unitholders. Alternatively, we may fund these expenditures using borrowings under our Credit Facility, issuances of debt and equity securities or from other sources, such as asset sales. We cannot assure you that necessary capital will be available on acceptable terms or at all. Our ability to raise funds through the incurrence of additional indebtedness could be limited by covenants in our debt arrangements. If we are unable to obtain funds when needed or on acceptable terms, we may not be able to complete acquisitions that may be favorable to us, finance the capital expenditures necessary to maintain our production or proved reserves, or make distributions to unitholders.

#### Cash flows

The following table summarizes our cash flows for the periods indicated (in thousands):

	Three months ended March 31,	
	2023	2022
Net cash provided by operating activities	\$ 17,149	\$ 28,665
Net cash used by investing activities	(12,381)	(5,792)
Net cash used by financing activities	(6,724)	(15,064)

**Three Months Ended March 31, 2023 Compared to Three Months Ended March 31, 2022**

***Net cash provided by operating activities***

Net cash provided by operating activities decreased \$11.5 million for the three months ended March 31, 2023 compared to the three months ended March 31, 2022 due to a decline in operating results, excluding the effects of derivatives, primarily due to increased costs partially offset by improved natural gas realizations.

***Net cash used by investing activities***

Net cash used by investing activities increased \$6.6 million for the three months ended March 31, 2023 compared to the three months ended March 31, 2022 due to an increase in development costs of \$10.6 million partially offset by decreased proved property acquisitions of \$3.5 million and other asset additions of \$0.5 million.

***Net cash used by financing activities***

	Three months ended March 31,	
	2023	2022
	<i>(in thousands)</i>	
Proceeds from long-term debt	\$ 37,000	\$ 415,000
Payments on long-term debt	(150,000)	(430,000)
Net proceeds from initial public offering	106,277	—
Debt issuance costs	(1)	(64)
Net cash used in financing activities	<u>\$ (6,724)</u>	<u>\$ (15,064)</u>

Net cash used in financing activities decreased \$8.3 million for the three months ended March 31, 2023 compared to the three months ended March 31, 2022 due to proceeds from the initial public offering of \$106.3 million partially offset by an increase in net repayments under our credit facility of \$98.0 million.

***Revolving credit agreement***

On November 1, 2021, we entered into a new four-year, \$165 million senior secured credit facility with certain commercial banks. The facility has a maturity date of November 1, 2025 and as of November 3, 2022, the last date of redetermination, our borrowing base was \$165 million.

Our Credit Facility contains certain customary representations, warranties and covenants, including but not limited to, limitations on incurring debt and liens, limitations on merging or consolidating with another company, limitations on making certain restricted payments, limitations on investments, limitations on paying distributions on, redeeming, or repurchasing common units, limitations on entering into transactions with affiliates, and limitations on asset sales. The Credit Facility also contains customary events of default, including non-payment, breach of covenants, materially incorrect representations, cross-default, bankruptcy and change of control. If an event of default occurs and is continuing, the lenders may declare all amounts outstanding under the Credit Facility to be immediately due and payable.

At our election, interest on borrowings under the credit facility is determined by reference to either the secured overnight financing rate (“SOFR”) plus an applicable margin between 3.00% and 4.00% per annum (depending on the then-current level of borrowings under the Credit Facility) or the alternate base rate (“ABR”) plus an applicable margin between 2.00% and 3.00% per annum (depending on the then-current level of borrowings under the Credit Facility). The weighted average interest rate on Credit Facility borrowings was 8.3% in the three months ended March 31, 2023.

We are required to maintain (i) a current ratio (the ratio of current assets to current liabilities) greater than 1.0 to 1.0, which for purposes of this definition includes availability under the Credit Facility but excludes the fair value of derivative instruments, and (ii) a ratio of total net debt-to-EBITDAX of not greater than 3.0 to 1.0. For purposes of the total net debt-to-EBITDAX ratio, total net debt is total debt for borrowed money (including capital leases and purchase money debt) minus unrestricted cash and cash equivalents on hand at such time (not exceeding \$15.0 million in the aggregate), minus the unpaid balance of the FAM Loan. The total EBITDAX calculation consists of Cross Timbers Energy’s EBITDAX that

has been paid in cash to TXO Partners, plus MorningStar Operating LLC's EBITDAX, plus net realized hedge gains or losses, less the consolidated expenses of TXO Partners and its subsidiaries.

We utilized the proceeds from our initial public offering and cash on hand to pay down our credit facility in full, so that we had no debt outstanding and \$165 million available under our Credit Facility as of March 31, 2023.

***Contractual obligations and commitments***

We have not guaranteed the debt or obligations of any other party, nor do we have any other arrangements or relationships with other entities that could potentially result in consolidated debt or losses.

***Derivative contracts***

We have entered into derivative instruments to hedge our exposure to commodity price fluctuations. If market prices are higher than the contract prices when the cash settlement amount is calculated, we are required to pay the contract counterparties. As of March 31, 2023, the current liability related to such contracts was \$16.7 million and the non-current liability was \$1.5 million. Such payments will generally be funded by higher prices received from the sale of oil, NGLs and natural gas. For further information on derivative contracts, see Note 9 in the financial statements included elsewhere in this Quarterly Report.

***Asset Retirement Obligation***

At March 31, 2023, we had asset retirement obligations of \$128.4 million inclusive of a current portion of \$2.5 million. For further information on asset retirement obligations, see Note 6 in the financial statements included elsewhere in this Quarterly Report.

***Critical Accounting Policies***

There has been no change in our critical accounting policies from those disclosed in our Annual Report on Form 10-K filed with the SEC on March 31, 2023.

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

We are exposed to market risk, including the effects of adverse changes in commodity prices and interest rates as described below. The primary objective of the following information is to provide quantitative and qualitative information about our potential exposure to market risks. The term "market risk" refers to the risk of loss arising from adverse changes in commodity prices and interest rates. The disclosures are not meant to be precise indicators of expected future losses, but rather indicators of reasonably possible losses. All of our market risk sensitive instruments were entered into for purposes other than speculative trading. Also, gains and losses on these instruments are generally offset by losses and gains on the offsetting expenses.

***Commodity price risk***

Our major market risk exposure is in the pricing that we receive for our oil, NGL and natural gas production. Pricing for oil, NGLs, and natural gas has been volatile and unpredictable for several years, and this volatility is expected to continue in the future. The prices we receive for our oil, NGL, and natural gas production depend on many factors outside of our control, such as the strength of the global economy and global supply and demand for the commodities we produce.

To reduce the impact of fluctuations in oil, NGL and natural gas prices on our revenues, we periodically enter into commodity derivative contracts with respect to certain of our oil, NGL and natural gas production through various transactions that limit the risks of fluctuations of future prices. We plan to continue our practice of entering into such transactions to reduce the impact of commodity price volatility on our cash flow from operations. Future transactions may include price swaps whereby we will receive a fixed price for our production and pay a variable market price to the contract counterparty. Additionally, we may enter into collars, whereby we receive the excess, if any, of the fixed floor over the floating rate or pay the excess, if any, of the floating rate over the fixed ceiling. These hedging activities are intended to limit our exposure to product price volatility and to maintain stable cash flows.

As of March 31, 2023, the fair market value of our oil, NGL and natural gas derivative contracts was a net liability of \$8.7 million. Based upon our open commodity derivative positions at March 31, 2023, a hypothetical 10% change in the NYMEX WTI and Henry Hub prices, OPIS prices and basis prices would change our net oil, NGL and natural gas derivative liability by approximately \$13.9 million.

<i>(in thousands)</i>	Fair Value at March 31, 2023	Hypothetical Price Increase or Decrease of 10%
Derivative asset (liability) – Crude Oil	\$ (6,388)	\$ 7,916
Derivative asset (liability) – Natural Gas Liquids	\$ 698	\$ 657
Derivative asset (liability) – Natural Gas	\$ (3,056)	\$ 5,371
Net cash used in financing activities	\$ (8,745)	\$ 13,944

The hypothetical change in fair value could be a gain or loss depending on whether prices increase or decrease.

**Counterparty and customer credit risk**

Our cash and cash equivalents are exposed to concentrations of credit risk. We manage and control this risk by investing these funds in major financial institutions. We often have balances in excess of the federally insured limits.

We sell oil, NGL and natural gas production to various types of customers. Credit is extended based on an evaluation of the customer’s financial condition and historical payment record. The future availability of a ready market for our production depends on numerous factors outside of our control, none of which can be predicted with certainty. For the years ended December 31, 2022 and December 31, 2021, we had two and three customers, respectively, that each accounted for more than 10% of total revenues. We do not believe the loss of any single purchaser would materially impact our operating results because oil, NGLs and natural gas are fungible products with well-established markets and numerous purchasers.

At March 31, 2023, we had commodity derivative contracts with counterparties. We are currently not required to provide collateral or other security to counterparties to support derivative instruments; however, to minimize the credit risk in derivative instruments, it is our policy to enter into derivative contracts only with counterparties that are creditworthy financial institutions deemed by management as competent and competitive market makers. Additionally, we use master netting arrangements to minimize credit risk exposure. The creditworthiness of our counterparties is subject to periodic review.

**Interest rate risk**

At March 31, 2023, we had \$0.0 million of variable rate debt outstanding. Based on this and expected borrowing levels in 2023, a change in interest rates would be de minimis. See “Management’s Discussion and Analysis of Financial Condition and Results of Operations—Liquidity and Capital Resources—Revolving credit agreement.”

**Item 4. Controls and Procedures**

As required by Rule 13a 15(b) under the Securities Exchange Act of 1934 (the “Exchange Act”), we have evaluated, under the supervision and with the participation of management, including our principal executive officer and principal financial officer, the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rules 13a 15(e) and 15d 15(e) under the Exchange Act) as of the end of the period covered by this Quarterly Report.

Our disclosure controls and procedures are designed to provide reasonable assurance that the information required to be disclosed by us in reports that we file or submit under the Exchange Act is accumulated and communicated to management, including our principal executive officer and principal financial officer, as appropriate, to allow timely decisions regarding required disclosure and is recorded, processed, summarized and reported within the time periods specified in the rules and forms of the SEC. Based upon that evaluation, our principal executive officer and principal financial officer concluded that our disclosure controls and procedures were effective as of March 31, 2023.

***Changes in Internal Control over Financial Reporting***

There were no changes in our internal control over financial reporting that occurred during the quarter ended March 31, 2023 that materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

## **Part II - Other Information**

### **Item 1. Legal Proceedings**

We are party to lawsuits arising in the ordinary course of our business. We cannot predict the outcome of any such lawsuits with certainty, but management believes it is remote that pending or threatened legal matters will have a material adverse impact on our financial condition. Due to the nature of our business, we are, from time to time, involved in other routine litigation or subject to disputes or claims related to our business activities, including workers' compensation claims and employment-related disputes. In the opinion of our management, none of these other pending litigation matters, disputes or claims against us, if decided adversely, will have a material adverse effect on our financial condition, cash flows or results of operations.

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

There have been no material changes in the risk factors disclosed under Part I, Item 1A of our Annual Report on Form 10-K for the year ended December 31, 2022.

### **Item 2. Unregistered Sales of Equity Securities and Use of Proceeds**

None.

### **Item 3. Defaults Upon Senior Securities**

None.

### **Item 4. Mine Safety Disclosures**

None.

### **Item 5. Other Information**

Effective May 8, 2023, the Partnership changed its name to TXO Partners, L.P (the "LP Name Change"). The LP Name Change was effected pursuant to Section 17-202 of the Delaware Revised Uniform Limited Partnership Act (the "DRULPA") by filing an Amended and Restated Certificate of Limited Partnership of the Partnership with the Secretary of State of the State of Delaware. Under the DRULPA and terms of our partnership agreement, the LP Name Change did not require approval of the Partnership's limited partners.

Effective May 8, 2023, the General Partner changed its name to TXO Partners GP, LLC (the "GP Name Change" and, together with the LP Name Change, the "Name Changes"). The GP Name Change was effected pursuant to Section 18-202 of the Delaware Limited Liability Company Act by filing an Amended and Restated Certificate of Formation of the General Partner with the Secretary of State of the State of Delaware.

To reflect the Name Changes, effective May 8, 2023, (i) the General Partner entered into Amendment No. 1 to the Seventh Amended and Restated Agreement of Limited Partnership of the Partnership, and (ii) MSOG, the sole member of the General Partner, entered into Amendment No. 1 to the Amended and Restated Limited Liability Company Agreement of the General Partner.

The Name Changes do not affect the rights of the Partnership's unitholders. There were no changes to the formation documents of the Partnership or General Partner other than to reflect the Name Changes. Our common units will continue to trade on The New York Stock Exchange under the symbol "TXO."

**Item 6. Exhibits**

<b>Exhibit Number</b>	<b>Description</b>
3.1*	<a href="#">Amended and Restated Certificate of Limited Partnership of TXO Partners, L.P.</a>
3.2*	<a href="#">Amended and Restated Certificate of Formation of TXO Partners, GP, LLC</a>
3.3*	<a href="#">Amendment No. 1 to the Seventh Amended and Restated Agreement of Limited Partnership of TXO Partners, L.P.</a>
3.4*	<a href="#">Amendment No. 1 to the Amended and Restated Limited Liability Company Agreement of TXO Partners GP, LLC</a>
3.5*	<a href="#">Seventh Amended and Restated Agreement of Limited Partnership of TXO Partners, L.P. (incorporated by reference to Exhibit 3.2 to Current Report on Form 8-K filed on January 31, 2023)</a>
3.6*	<a href="#">Amended and Restated Limited Liability Company Agreement of TXO Partners GP, LLC (incorporated by reference to Exhibit 3.4 to Annual Report on Form 10-K filed on March 31, 2023)</a>
10.1	<a href="#">Contribution Agreement dated January 1, 2023, by and among TXO Partners, L.P. (formerly known as TXO Energy Partners, L.P.), MorningStar Oil &amp; Gas, LLC, MorningStar Partners II, L.P. and the Limited Partners party thereto (incorporated by reference to Exhibit 10.1 to Current Report on Form 8-K filed on January 31, 2023)</a>
10.2	<a href="#">2023 Long-Term Incentive Plan (incorporated by reference to Exhibit 10.3 to Current Report on Form 8-K filed on January 31, 2023)</a>
31.1*	<a href="#">Certification of Chief Executive Officer pursuant to Exchange Act Rule 13a-14(a) and Rule 15d-14(a)</a>
31.2*	<a href="#">Certification of Chief Financial Officer pursuant to Exchange Act Rule 13a-14(a) and Rule 15d-14(a)</a>
32.1*	<a href="#">Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350</a>
32.2*	<a href="#">Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350</a>
101.INS	Inline XBRL Instance Document. (the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document).
101.SCH	Inline XBRL Taxonomy Extension Schema Document.
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document.
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document.
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Document.
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document.
104.0	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101)

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\* Filed herewith

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

**TXO Partners, L.P.**

**By: TXO Partners GP, LLC, its general partner**

By: /s/ Brent W. Clum

Name: Brent W. Clum

Title: President of Business Operations, Chief Financial Officer and Duly Authorized Officer



**SECOND AMENDED AND RESTATED  
CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
TXO ENERGY PARTNERS, L.P.**

This Second Amended and Restated Certificate of Limited Partnership of TXO Energy Partners, L.P. (the "Partnership"), has been duly executed and is being filed pursuant to Section 17-210 of the Delaware Revised Uniform Limited Partnership Act to amend and restate the Amended and Restated Certificate of Limited Partnership of the Partnership, which was filed on January 30, 2023 with the Secretary of State of the State of Delaware (the "Certificate").

The Certificate is hereby amended and restated in its entirety to read as follows:

1. The name of the limited partnership is:

**TXO Partners, L.P.**

2. The address of the registered office of the limited partnership in the State of Delaware is c/o Capitol Services, Inc., 108 Lakeland Ave., Dover, Delaware 19901, Kent County. The name of the Partnership's registered agent for service of process on the Partnership in the State of Delaware at such address is Capitol Services, Inc.

3. The name and mailing address of the general partner of the limited partnership is:

TXO Partners GP, LLC  
400 West 7th Street  
Fort Worth, Texas 76102

[Signature Page Follows]

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IN WITNESS WHEREOF, the undersigned, being the sole general partner of the limited partnership, has caused this Second Amended and Restated Certificate of Limited Partnership to be duly executed as of May 8, 2023.

**GENERAL PARTNER:**

**TXO PARTNERS GP, LLC,**

By: /s/ Brent W. Clum

Name: Brent W. Clum

Title: President of Business Operations and Chief Financial Officer

**AMENDED AND RESTATED  
CERTIFICATE OF FORMATION  
OF  
TXO ENERGY GP, LLC**

This Amended and Restated Certificate of Formation of TXO Energy GP, LLC, a Delaware limited liability company, has been duly executed and is being filed by the undersigned, as an authorized person, in accordance with the provisions of 6 Del. C. § 18-202, to amend and restate the original Certificate of Formation of the limited liability company, which was filed on November 9, 2022 with the Secretary of State of the State of Delaware (the "Certificate").

The Certificate is hereby amended and restated in its entirety to read as follows:

**FIRST:** The name of the limited liability company (the "Company") is:

**TXO Partners GP, LLC**

**SECOND:** The address of the registered office and the name and the address of the registered agent of the Company required to be maintained by Section 18-104 of the Act are:

Capitol Services, Inc.  
108 Lakeland Ave.  
Dover, Delaware 19901  
Kent County

[Signature Page Follows]

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IN WITNESS WHEREOF, the undersigned has executed this Amended and Restated Certificate of Formation this 8th day of May, 2023.

By: /s/ Brent W. Clum  
Name: Brent W. Clum  
Title: Authorized Person

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**AMENDMENT NO. 1  
TO THE  
SEVENTH AMENDED AND RESTATED  
AGREEMENT OF LIMITED PARTNERSHIP  
OF  
TXO ENERGY PARTNERS, L.P.**

This AMENDMENT NO. 1 (this "Amendment") is made on May 8, 2023, to that certain Seventh Amended and Restated Agreement of Limited Partnership of TXO Energy Partners, L.P. (the "Partnership"), dated as of January 31, 2023, (as supplemented or amended from time to time, the "Partnership Agreement"), by and between TXO Partners GP, LLC, a Delaware limited liability company (in its capacity as general partner of the Partnership, the "General Partner") and MorningStar Partners II, L.P., a Delaware limited partnership (the "Limited Partner" and, together with the General Partner (the "Partners"). Capitalized words and phrases used in this Amendment but not defined herein shall have the meanings set forth in the Partnership Agreement.

**R E C I T A L S**

WHEREAS, the Partners entered into the Partnership Agreement on January 31, 2023;

WHEREAS, the General Partner now desires to amend the Partnership Agreement in accordance with Section 13.1 of the Partnership Agreement, as described herein;

WHEREAS, the General Partner has determined that, pursuant to Section 13.3 of the Partnership Agreement, no other consents or actions are required to effect this Amendment.

NOW THEREFORE, the General Partner hereby agrees as follows:

1. All prior references in the Partnership Agreement to "TXO Energy Partners, L.P." shall hereby be changed to "TXO Partners, L.P.", and all prior references in the Partnership Agreement to "TXO Energy GP, LLC" shall hereby be changed to "TXO Partners GP, LLC".

2. Section 2.2 of the Partnership Agreement is hereby amended and restated in its entirety as follows:

*"Name.* The name of the Partnership shall be "TXO Partners, L.P." Subject to applicable law, the Partnership's business may be conducted under any other name or names as determined by the General Partner, including the name of the General Partner. The Partnership was formed as "TXO Energy Partners, L.P." pursuant to the filing of an Amended and Restated Certificate of Limited Partnership of the Partnership on January 30, 2023, but subsequently changed its name to "TXO Partners, L.P." by that certain Second Amended and Restated Certificate of Limited Partnership of the Partnership filed on May 8, 2023. The words "Limited Partnership," "LP," "Ltd." or similar words or letters shall be included in the Partnership's name where necessary for the purpose of complying with the laws of any jurisdiction that so requires. The General Partner may change the name of the Partnership at any time and from time to time and shall notify the Limited Partners of such change in the next regular communication to the Limited Partners."

3. Severability. If any provision of this Amendment shall be held invalid, illegal or unenforceable, the validity, legality or enforceability of the other provisions hereof shall not be affected thereby, and there shall be deemed substituted for the provision at issue a valid, legal and enforceable provision as similar as possible to the provision at issue.

4. Applicable Law. This Amendment shall be governed by and construed in accordance with the laws of the State of Delaware (without regards to principles of conflict of laws).

5. Counterparts. This Amendment may be executed in multiple counterparts, each of which shall be an original and all of which taken together shall constitute one and the same agreement.

*[Remainder of page intentionally left blank]*

IN WITNESS WHEREOF, the undersigned have duly executed and delivered this Amendment on the date first written above.

**GENERAL PARTNER:**

**TXO PARTNERS GP, LLC**

By: /s/ Brent W. Clum

Name: Brent W. Clum

Title: President of Business Operations and Chief Financial Officer

*[Signature Page to Amendment No. 1 to Agreement of Limited Partnership of TXO Partners, L.P.]*

**AMENDMENT NO. 1  
TO THE  
FIRST AMENDED AND RESTATED  
LIMITED LIABILITY COMPANY AGREEMENT  
OF  
TXO ENERGY GP, LLC**

This AMENDMENT NO. 1 (this “Amendment”) is made on May 8, 2023 to that certain First Amended and Restated Limited Liability Company Agreement of TXO Energy GP, LLC (the “Company”), dated January 31, 2023, (“Company Agreement”), by MorningStar Oil & Gas, LLC, a Delaware limited partnership, in its capacity as sole member (the “Member”) of the Company. Capitalized words and phrases used in this Amendment but not defined herein shall have the meanings set forth in the Company Agreement.

**R E C I T A L S:**

WHEREAS, the Member entered into the Company Agreement on January 31, 2023;

WHEREAS, the Member now desires to amend the Company Agreement in accordance with Section 13.4 of the Company Agreement, as described herein; and

WHEREAS, the Member has determined that, pursuant to the Act and to Section 13.4 of the Company Agreement, no other consents or actions are required to effect this Amendment.

NOW THEREFORE:

1. Section 2.2 of the Company Agreement is hereby amended and restated in its entirety as follows:

“*Name.* The name of the Company is “TXO Partners GP, LLC”. The Company was initially formed as “TXO Energy GP, LLC” pursuant to the filing of a Certificate of Formation of the Company on November 9, 2022, but subsequently changed its name to “TXO Partners GP, LLC” by a Certificate of Amendment to Certificate of Formation of the Company filed on May 8, 2023.”

2. All additional references in the Company Agreement to “TXO Energy GP, LLC” are hereby changed to “TXO Partners GP, LLC”, and all references in the Company Agreement to “TXO Energy Partners, L.P.” are hereby changed to “TXO Partners, L.P.”

3. Authorization. Brent W. Clum as an “authorized person” of the Company within the meaning of the Act, executed, delivered and filed with the Secretary of State the Certificate of Amendment to Certificate of Formation of the Company (the “Certificate of Amendment”) referenced in the text of the first resolution above, and such execution, delivery and filing of the Certificate of Amendment are hereby ratified in all respects.

4. Severability. If any provision of this Amendment shall be held invalid, illegal or unenforceable, the validity, legality or enforceability of the other provisions hereof shall not be affected thereby, and there shall be deemed substituted for the provision at issue a valid, legal and enforceable provision as similar as possible to the provision at issue.

5. Applicable Law. This Amendment shall be governed by and construed in accordance with the laws of the State of Delaware (without regards to principles of conflict of laws).



6. Counterparts. This Amendment may be executed in multiple counterparts, each of which shall be an original and all of which taken together shall constitute one and the same agreement.

*[Remainder of page intentionally left blank]*

IN WITNESS WHEREOF, the undersigned has duly executed and delivered this Amendment on the date first written above.

**MEMBER:**

**MORNINGSTAR OIL & GAS, LLC**

By: /s/ Brent W. Clum

Name: Brent W. Clum

Title: President of Business Operations and Chief Financial Officer

*[Signature Page to Amendment No. 1 to Limited Liability Company Agreement of TXO Partners GP, LLC]* **Error! Missing test condition.**

I, Bob R. Simpson, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of TXO Partners, L.P.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) [Omitted];

(c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 9, 2023

s/ Bob R. Simpson

Chief Executive Officer

TXO Partners GP, LLC, its general partner

[US-DOCS\141341123.1]

I, Brent W. Clum, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of TXO Partners, L.P.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) [Omitted];

(c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 9, 2023

s/ Brent W. Clum

President of Business Operations and Chief Financial Officer

TXO Partners GP, LLC, its general partner

[US-DOCS\141342751.1]

Pursuant to 18 U.S.C. § 1350, as created by Section 906 of the Sarbanes-Oxley Act of 2002, the undersigned officer of TXO Partners, L.P. (the “**Partnership**”) hereby certifies, to such officer’s knowledge, that:

(i) the Quarterly Report on Form 10-Q of the Partnership for the fiscal quarter ended March 31, 2023 (the “**Report**”) fully complies with the requirements of Section 13(a) or Section 15(d), as applicable, of the Securities Exchange Act of 1934, as amended; and

(ii) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Partnership.

Dated: May 9, 2023

s/ Bob R. Simpson

Bob R. Simpson  
Chief Executive Officer  
TXO Partners GP, LLC, its general partner

The foregoing certification is being furnished solely to accompany the Report pursuant to 18 U.S.C. § 1350, and is not being filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and is not to be incorporated by reference into any filing of the Partnership, whether made before or after the date hereof, regardless of any general incorporation language in such filing.

Pursuant to 18 U.S.C. § 1350, as created by Section 906 of the Sarbanes-Oxley Act of 2002, the undersigned officer of TXO Partners, L.P. (the “**Partnership**”) hereby certifies, to such officer’s knowledge, that:

(i) the Quarterly Report on Form 10-Q of the Partnership for the fiscal quarter ended March 31, 2023 (the “**Report**”) fully complies with the requirements of Section 13(a) or Section 15(d), as applicable, of the Securities Exchange Act of 1934, as amended; and

(ii) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Partnership.

Dated: May 9, 2023

s/ Brent W. Clum

Brent W. Clum  
President of Business Operations and Chief Financial Officer  
TXO Partners GP, LLC, its general partner

The foregoing certification is being furnished solely to accompany the Report pursuant to 18 U.S.C. § 1350, and is not being filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and is not to be incorporated by reference into any filing of the Partnership, whether made before or after the date hereof, regardless of any general incorporation language in such filing.