

MESABI TRUST
Form 10-Q
December 06, 2012

**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 October 31, 2012

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: 1-4488

MESABI TRUST

(Exact name of registrant as specified in its charter)

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New York
(State or other jurisdiction of
incorporation or organization)

13-6022277
(I.R.S. Employer Identification No.)

c/o Deutsche Bank Trust Company Americas
Trust & Securities Services GDS
60 Wall Street
27th Floor
New York, New York
(Address of principal executive offices)

10005
(Zip code)

(904) 271-2520

(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes 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 definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act:

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

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

As of December 4, 2012, there were 13,120,010 Units of Beneficial Interest in Mesabi Trust outstanding.

PART I - FINANCIAL INFORMATION

Item 1. Financial Statements. (Note 1)

Mesabi Trust

Condensed Statements of Income

Three and Nine Months Ended October 31, 2012 and 2011

| | Three Months Ended October 31, | | Nine Months Ended October 31, | |
|--|-----------------------------------|---------------------|----------------------------------|---------------------|
| | 2012 (unaudited) | 2011 (unaudited) | 2012 (unaudited) | 2011 (unaudited) |
| A. Condensed Statements of Income | | | | |
| Revenues | | | | |
| Royalty income | \$ 11,814,026 | \$ 13,967,426 | \$ 26,567,019 | \$ 27,576,049 |
| Interest income | 394 | 979 | 1,071 | 3,669 |
| Total revenues | 11,814,420 | 13,968,405 | 26,568,090 | 27,579,718 |
| Expenses | 190,394 | 212,068 | 700,887 | 627,836 |
| Net income | \$ 11,624,026 | \$ 13,756,337 | \$ 25,867,203 | \$ 26,951,882 |
| Number of units outstanding | 13,120,010 | 13,120,010 | 13,120,010 | 13,120,010 |
| Net income per unit (Note 2) | \$ 0.8860 | \$ 1.0485 | \$ 1.9716 | \$ 2.0543 |
| Distributions declared per unit (Note 3) | \$ 1.1300 | \$ 1.1200 | \$ 1.8350 | \$ 1.7700 |

See Notes to Condensed Financial Statements.

Mesabi Trust

Condensed Balance Sheets

October 31, 2012 and January 31, 2012

| | October 31, 2012 (unaudited) | January 31, 2012 |
|---|---------------------------------|------------------|
| B. Condensed Balance Sheets | | |
| Assets | | |
| Cash and cash equivalents | \$ 15,001,029 | \$ 10,253,474 |
| U.S. Government securities, at amortized cost (which approximates market) | 239,891 | |
| Accrued income receivable | 1,950,191 | 387,980 |
| Prepaid expenses | 108,934 | 53,767 |
| Current assets | 17,300,045 | 10,695,221 |
| U.S. Government securities, at amortized cost (which approximates market) | 403,979 | 473,816 |
| Fixed property, including intangibles, at nominal values | | |
| Amended Assignment of Peters Lease | 1 | 1 |
| Assignment of Cloquet Lease | 1 | 1 |
| Certificate of beneficial interest for 13,120,010 units of land trust | 1 | 1 |
| | 3 | 3 |
| | \$ 17,704,027 | \$ 11,169,040 |
| Liabilities, Unallocated Reserve and Trust Corpus | | |
| Liabilities | | |
| Distribution payable | \$ 14,825,611 | \$ 9,971,208 |
| Accrued expenses | 54,920 | 166,321 |
| Total liabilities | 14,880,531 | 10,137,529 |
| Unallocated Reserve (Note 4) | 2,823,493 | 1,031,508 |
| Trust Corpus | 3 | 3 |
| Total Liabilities, unallocated reserve and trust corpus | \$ 17,704,027 | \$ 11,169,040 |

See Notes to Condensed Financial Statements.

Mesabi Trust

Condensed Statements of Cash Flows

Nine Months Ended October 31, 2012 and 2011

| | Nine Months Ended October 31, | |
|--|----------------------------------|---------------------|
| | 2012 (unaudited) | 2011 (unaudited) |
| C. Condensed Statements of Cash Flows | | |
| Cash flows from operating activities | | |
| Royalties received | \$ 25,004,610 | \$ 9,006,698 |
| Interest received | 1,269 | 4,597 |
| Expenses paid | (867,455) | (706,064) |
| Net cash provided by operating activities | 24,138,424 | 8,305,231 |
| Cash flows from investing activities | | |
| Maturities of U.S. Government Securities | 35,000 | 489,000 |
| Purchases of U.S. Government Securities | (205,054) | (373,332) |
| Net cash provided by (used for) investing activities | (170,054) | 115,668 |
| Cash flows used for financing activities | | |
| Distributions to Unitholders | (19,220,815) | (17,056,013) |
| Net change in cash and cash equivalents | 4,747,555 | (8,635,114) |
| Cash and cash equivalents, beginning of year | 10,253,474 | 8,693,691 |
| Cash and cash equivalents, end of period | \$ 15,001,029 | \$ 58,577 |
| Reconciliation of net income to net cash provided by operating activities | | |
| Net income | \$ 25,867,203 | \$ 26,951,882 |
| Increase in accrued income receivable | (1,562,211) | (19,035,423) |
| Increase in prepaid expenses | (55,167) | (39,635) |
| Decrease in accrued expenses | (111,401) | (38,593) |
| Increase in deferred royalty revenue | | 467,000 |
| Net cash provided by operating activities | \$ 24,138,424 | \$ 8,305,231 |
| Non Cash Financing Activity | | |
| Distributions payable | \$ 14,825,611 | \$ 14,694,411 |

See Notes to Condensed Financial Statements.

Mesabi Trust

Notes to Condensed Financial Statements

October 31, 2012 (unaudited)

Note 1. The financial statements included herein have been prepared without audit (except for the balance sheet at January 31, 2012) in accordance with the instructions to Form 10-Q pursuant to the rules and regulations of the Securities and Exchange Commission. Certain information and footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States have been condensed or omitted pursuant to such rules and regulations. In the opinion of the Trustees, all adjustments, consisting only of normal recurring adjustments, necessary for a fair statement of (a) the results of operations for the three months and nine months ended October 31, 2012 and 2011, (b) the financial position at October 31, 2012 and (c) the cash flows for the nine months ended October 31, 2012 and 2011, have been made. For further information, refer to the financial statements and footnotes included in Mesabi Trust's Annual Report on Form 10-K for the year ended January 31, 2012.

Note 2. Net income per unit includes accrued income receivable. For the three months ended October 31, 2012 the Trust recorded \$1,950,191 of accrued income receivable as reflected on the Condensed Balance Sheet as of October 31, 2012 (unaudited). Accrued income receivable is accounted for and reported for the Trust's third fiscal quarter based on shipments during the month of October, even though such accrued income receivable is not available for distribution to Unitholders until it is actually received by the Trust. Accrued income receivable also includes accruals for anticipated pricing adjustments, which can be positive or negative. Net income per unit is based on 13,120,010 units outstanding during the period.

Note 3. The Trust declares distributions each year in April, July, October and January. Distributions are declared after receiving notification from Northshore Mining Company (Northshore) as to the amount of royalty that is expected to be paid to the Trust based on shipments through the end of each calendar quarter. The Trust's financial statements are prepared on an accrual basis and present the Trust's results of operations based on each fiscal quarter which ends one month after the close of each calendar quarter. Because distributions are declared based on the royalty payment that is payable as of the end of each calendar quarter and the Trust's Net Income is calculated as of the end of each fiscal quarter, the distributions declared by the Trust are not equivalent to the Trust's Net Income during the periods reported in this quarterly report on Form 10-Q.

Note 4. The Trustees have determined that the unallocated cash and U.S. Government securities portion of the Unallocated Reserve should be maintained at a prudent level, usually within the range of \$500,000 to \$1,000,000, to meet present or future liabilities of the Trust. Accordingly, although the actual amount of the Unallocated Reserve will fluctuate from time to time, and may increase or decrease from its current level, it is currently intended that future distributions will be highly dependent upon royalty payments received quarterly and the level of Trust expenses that the Trustees anticipate occurring in subsequent quarters. Pursuant to the Agreement of Trust, the Trust makes cash distributions to Unitholders based on the royalty payments it receives from Northshore when received, rather than as royalty income is recorded in accordance with the Trust's revenue recognition policy. Refer to Note 3 for further information.

As of October 31, 2012 and January 31, 2012, the unallocated cash and U.S. Government securities portion of the Trust's Unallocated Reserve was comprised of the following components:

Note 4. (continued)

| | October 31, 2012 (unaudited) | | January 31, 2012 | |
|---|---------------------------------|--------------|------------------|-------------|
| Cash and U.S. Government securities | \$ | 15,644,899 | \$ | 10,727,290 |
| Distribution payable | | (14,825,611) | | (9,971,208) |
| Unallocated cash and U.S. Government securities | \$ | 819,288 | \$ | 756,082 |

A reconciliation of the Trust's Unallocated Reserve from January 31, 2012 to October 31, 2012 is as follows:

| | | |
|--|----|--------------|
| Unallocated Reserve, January 31, 2012 | \$ | 1,031,508 |
| Net income, nine months ended October 31, 2012 | | 25,867,203 |
| Distributions declared | | (24,075,218) |
| Unallocated Reserve, October 31, 2012 | \$ | 2,823,493 |

Item 2. Trustees Discussion and Analysis of Financial Condition and Results of Operations.

Forward-Looking Statements

Certain information included in this Quarterly Report on Form 10-Q contains forward-looking statements within the meaning of Section 21E of the Securities Exchange Act of 1934. All such forward-looking statements, including those statements estimating iron ore pellet production, shipments or pricing, are based on information from the lessee/operator (and its parent corporation) of the mine located on the lands owned and held in trust for the benefit of the holders of units of beneficial interest of Mesabi Trust. These statements may be identified by the use of forward-looking words, such as may, will, could, project, predict, intend, believe, anticipate, expect, estimate, continue, assume, forecast and other similar words. Such forward-looking statements are inherently subject to known and unknown risks and uncertainties. Actual results and future developments could differ materially from the results or developments expressed in or implied by these forward-looking statements. These risks and uncertainties include, but are not limited to, volatility of iron ore and steel prices, market supply and demand, competition, environmental hazards, health and safety conditions, regulation or government action, litigation and uncertainties about estimates of reserves. Further, substantial portions of royalties earned by Mesabi Trust are based on estimated prices that are subject to interim and final adjustments, which can be positive or negative, and are dependent in part on multiple price and inflation index factors under Cliffs' customer agreements to which Mesabi Trust is not a party and that are not known until after the end of a contract year. It is possible that future negative price adjustments could partially or even completely offset royalties or royalty income that would otherwise be payable to the Trust in any particular quarter, or at year-end, thereby potentially reducing cash available for distribution to the Trust's Unitholders in future quarters. For a discussion of the factors, including without limitation, those that could materially and adversely affect Mesabi Trust's actual results and performance, see Risk Factors in Part I Item 1A of Mesabi Trust's Annual Report on Form 10-K for the year ended January 31, 2012. Mesabi Trust undertakes no obligation, other than that imposed by law, to make any revisions to the forward-looking statements contained in this filing or to update them to reflect circumstances occurring after the date of this filing.

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This discussion should be read in conjunction with the condensed financial statements and notes presented in this Form 10-Q and the financial statements and notes in the last filed Annual Report on Form 10-K filed for the period ending January 31, 2012 for a full understanding of Mesabi Trust's financial position and results of operations for the nine month period ended October 31, 2012.

Background

Mesabi Trust (Mesabi Trust or the Trust), formed pursuant to an Agreement of Trust dated July 18, 1961 (the Agreement of Trust), is a trust organized under the laws of the State of New York. Mesabi Trust holds all of the interests formerly owned by Mesabi Iron Company (MIC), including all right, title and interest in the Amendment of Assignment, Assumption and Further Assignment of Peters Lease (the Amended Assignment of Peters Lease), the Amendment of Assignment, Assumption and Further Assignment of Cloquet Lease (the Amended Assignment of Cloquet Lease) and together with the Amended Assignment of Peters Lease, the Amended Assignment Agreements), the beneficial interest in the Mesabi Land Trust (as such term is defined below) and all other assets and property identified in the Agreement of Trust. The Amended Assignment of Peters Lease relates to an Indenture made as of April 30, 1915 among East Mesaba Iron Company (East Mesaba), Dunka River Iron Company (Dunka River) and Claude W. Peters (the Peters Lease) and the Amended Assignment of Cloquet Lease relates to an Indenture made May 1, 1916 between Cloquet Lumber Company and Claude W. Peters (the Cloquet Lease).

The Agreement of Trust specifically prohibits the Trustees from entering into or engaging in any business. This prohibition applies even to business activities the Trustees may deem necessary or proper for the preservation and protection of the Trust Estate. Accordingly, the Trustees activities in connection with the administration of Trust assets are limited to collecting income, paying expenses and liabilities, distributing net income to the holders of Certificates of Beneficial Interest in Mesabi Trust (Unitholders) after the payment of, or provision for, such expenses and liabilities, and protecting and conserving the assets held.

The Trustees do not intend to expand their responsibilities beyond those permitted or required by the Agreement of Trust, the Amendment to the Agreement of Trust dated October 25, 1982 (the Amendment), and those required under applicable law. Mesabi Trust has no employees, but it engages independent consultants to assist the Trustees in, among other things, monitoring the volume and sales prices of iron ore products shipped from Silver Bay, Minnesota, based on information supplied to the Trustees by Northshore Mining Company (Northshore), the lessee/operator of the Mesabi Trust lands, and its parent company Cliffs Natural Resources Inc. (Cliffs). References to Northshore in this quarterly report, unless the context requires otherwise, are applicable to Cliffs as well.

Leasehold royalty income constitutes the principal source of the Trust's revenue. The income of the Trust is highly dependent upon the activities and operations of Northshore. Royalty rates and the resulting royalty payments received by the Trust are determined in accordance with the terms of the Trust's leases and assignments of leases.

Three types of royalties, as well as royalty bonuses, comprise the Trust's leasehold royalty income:

- **Base overriding royalties.** Base overriding royalties have historically constituted the majority of the Trust's royalty income. Base overriding royalties are determined by both the volume and selling price of iron ore products shipped. Northshore is obligated to pay the Trust base overriding royalties in varying amounts, based on the volume of iron ore products shipped. Base overriding royalties are calculated as a percentage of the gross proceeds of iron ore products produced at the Trust lands (and to a limited extent other lands) and shipped from Silver Bay, Minnesota. The percentage ranges from 2-1/2% of the gross proceeds for the first one million tons of iron ore products so shipped annually to 6% of the gross proceeds for all iron ore products in excess of 4 million tons so shipped annually. Base overriding royalties are impacted by,

among other things, price adjustments under the Cliffs

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Pellet Agreements and, as described elsewhere in this report, such adjustments may be positive or negative.

- Royalty bonuses. The Trust earns royalty bonuses when iron ore products shipped from Silver Bay are sold at prices above a threshold price per ton. The royalty bonus is based on a percentage of the gross proceeds of product shipped from Silver Bay and sold at prices above a threshold price. The threshold price is adjusted (but not below \$30.00 per ton) on an annual basis for inflation and deflation (the Adjusted Threshold Price). The Adjusted Threshold Price was \$49.35 per ton for calendar year 2011 and is \$50.54 per ton for calendar year 2012. The royalty bonus percentage ranges from 1/2 of 1% of the gross proceeds (on all tonnage shipped for sale at prices between the Adjusted Threshold Price and \$2.00 above the Adjusted Threshold Price) to 3% of the gross proceeds (on all tonnage shipped for sale at prices \$10.00 or more above the Adjusted Threshold Price). Royalty bonuses are subject to price adjustments under the Cliffs Pellet Agreements and, as described elsewhere in this report, such adjustments may be positive or negative.
- Fee royalties. Fee royalties have historically constituted a smaller component of the Trust's total royalty income. Fee royalties are payable to the Mesabi Land Trust, a Minnesota land trust, which holds a 20% interest as fee owner in the Amended Assignment of Peters Lease. Mesabi Trust holds the entire beneficial interest in the Mesabi Land Trust for which U.S. Bank N.A. acts as the corporate trustee. Mesabi Trust receives the net income of the Mesabi Land Trust, which is generated from royalties on the amount of crude ore mined after the payment of expenses to U.S. Bank N.A. for its services as corporate trustee. Crude ore is the source of iron oxides used to make iron ore pellets and other products. The fee royalty on crude ore is based on an agreed price per ton, subject to certain indexing.
- Minimum advance royalties. Northshore's obligation to pay base overriding royalties and royalty bonuses with respect to the sale of iron ore products generally accrues upon the shipment of those products from Silver Bay. However, regardless of whether any shipment has occurred, under the terms of the Amended Assignment Agreements, Northshore is obligated to pay to the Trust a minimum advance royalty. Each year, the amount of the minimum advance royalty is adjusted (but not below \$500,000 per annum) for inflation and deflation in accordance with the Amended Assignment Agreements. The minimum advance royalty was \$822,783 for calendar year 2011 and is \$844,452 for calendar year 2012. Until overriding royalties (and royalty bonuses, if any) for a particular year equal or exceed the minimum advance royalty for the year, Northshore must make quarterly payments of up to 25% of the minimum advance royalty for the year. Because minimum advance royalties are essentially prepayments of base overriding royalties and royalty bonuses earned each year, any minimum advance royalties paid in a fiscal quarter are recouped by credits against base overriding royalties and royalty bonuses earned in later fiscal quarters during the year.

Under the relevant documents, Northshore may mine and ship iron ore products from lands other than Mesabi Trust lands. Northshore is obligated to make quarterly royalty payments to the Trust in January, April, July and October of each year based on shipments of iron ore products from Silver Bay, Minnesota during each calendar quarter. In the case of base overriding royalties and royalty bonuses, these quarterly royalty payments are to be made whether or not the related proceeds of sale have been received by Northshore by the time such payments become due. Northshore alone determines whether to mine off Trust and/or such other lands, based on its current mining and engineering plan. The Trustees do not exert any influence over mining operational decisions. To encourage the mining of iron ore products from Mesabi Trust lands, Mesabi Trust receives royalties on stated percentages of iron ore shipped from Silver Bay, whether or not the iron ore products that are shipped are actually mined from Mesabi Trust lands. Mesabi Trust receives royalties based on the greater of following two methods of calculating royalty payments, either: (i) the aggregate quantity of iron ore products shipped that were produced using iron ore mined from Mesabi Trust lands, or (ii) a portion of the aggregate quantity of all iron ore products shipped from Silver Bay that were mined from any lands, such portion being 90% of the first four million tons shipped from

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Silver Bay during the calendar year, 85% of the next two million tons shipped from Silver Bay during the calendar year, and 25% of all tonnage shipped from Silver Bay during such year in excess of six million tons. If, in any calendar year, under the royalty calculation described in the second clause above, Mesabi Trust is credited with shipments in excess of the quantity actually shipped during the first three calendar quarters, Northshore may reduce the royalties to be paid to Mesabi Trust in the fourth calendar quarter of the same calendar year.

Deutsche Bank Trust Company Americas, the Corporate Trustee, performs certain administrative functions for Mesabi Trust. The Trust maintains a website at www.mesabi-trust.com. The Trust makes available (free of charge) its annual, quarterly and current reports (and any amendments thereto) filed with the Securities and Exchange Commission (the SEC) through its website as soon as reasonably practicable after electronically filing or furnishing such material with or to the SEC.

Results of Operations

Comparison of Iron Ore Pellet Production and Shipments for the Three and Nine Months Ended October 31, 2012 and October 31, 2011

As shown in the table below, production of iron ore pellets at Northshore from Mesabi Trust lands during the fiscal quarter ended October 31, 2012 totaled 1,485,026 tons, and shipments over the same period totaled 1,991,952 tons. By comparison, pellet production and shipments for the comparable period in 2011 were approximately 1,355,086 tons and 1,629,955 tons, respectively. The increase in production and shipments at Northshore, as compared to the prior comparable period, is the result of increases in anticipated demand and actual orders from Cliffs' customers.

| Three Months Ended | Pellets Produced from Mesabi Trust Lands (tons) | Pellets Shipped from Mesabi Trust Lands (tons) |
|--------------------|---|---|
| October 31, 2012 | 1,485,026 | 1,991,952 |
| October 31, 2011 | 1,355,086 | 1,629,955 |

As shown in the table below, during the nine months ended October 31, 2012, production of iron ore pellets at Northshore from Mesabi Trust lands totaled 4,174,760 tons, and shipments over the same period totaled 4,398,682 tons. By comparison, pellet production and shipments for the comparable period in 2011 were 4,022,566 tons and 3,857,077 tons, respectively. The increase in shipments at Northshore for the nine months ended October 31, 2012 is the result of an increase in demand from Cliffs' customers and an increase in the percentage of pellets shipped from Silver Bay, Minnesota originating from Trust lands, both as compared to the nine months ended October 31, 2011.

| Nine Months Ended | Pellets Produced from Mesabi Trust Lands (tons) | Pellets Shipped from Mesabi Trust Lands (tons) |
|-------------------|---|--|
| October 31, 2012 | 4,174,760 | 4,398,682 |
| October 31, 2011 | 4,022,566 | 3,857,077 |

Comparison of Royalty Income for the Three and Nine Months Ended October 31, 2012 and October 31, 2011

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Total royalty income for the three months ended October 31, 2012 decreased by \$2,153,400 to \$11,814,026, as compared to the three months ended October 31, 2011. The decrease in total royalty

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income, despite the fact that total shipments during the period increased from the prior comparable period, is due to a decrease in the average sales price per ton during the three months ended October 31, 2012 as compared to the three months ended October 31, 2011.

The table below shows that the base overriding royalties and the bonus royalties for the three months ended October 31, 2012, as compared to the three months ended October 31, 2011, decreased by \$872,862 and \$1,325,066, respectively. Fee royalties increased by \$44,528 over the same period. The decreases in the base overriding royalties and the bonus royalties are both attributable to lower realized sales prices per ton, as compared to the three months ended October 31, 2011.

The table below summarizes the components of Mesabi Trust's royalty income for the three months ended October 31, 2012 and October 31, 2011.

| | Three Months Ended October 31, | |
|---|---------------------------------------|----------------------|
| | 2012 | 2011 |
| Base overriding royalties | \$ 7,696,018 | \$ 8,568,880 |
| Bonus royalties | 3,890,900 | 5,215,966 |
| Minimum advance royalty paid (recouped) | | |
| Fee royalties | 227,108 | 182,580 |
| Total royalty income | \$ 11,814,026 | \$ 13,967,426 |

The Trust's total royalty income for the nine months ended October 31, 2012 decreased \$1,009,030 as compared to the nine months ended October 31, 2011. The decrease in total royalty income, despite the fact that total shipments during the period increased from the prior comparable period, is due to a decrease in the average sales price per ton during the nine months ended October 31, 2012 as compared to the nine months ended October 31, 2011.

The table below shows that the base overriding royalties and the bonus royalties for the nine months ended October 31, 2012, as compared to the nine months ended October 31, 2011, decreased by \$450,740 and \$667,778, respectively. Fee royalties increased by \$109,488 over the same period. The decreases in the base overriding royalties and the bonus royalties are both attributable to lower realized sales prices per ton, as compared to the nine months ended October 31, 2011.

The table below summarizes the components of Mesabi Trust's royalty income for the nine months ended October 31, 2012 and October 31, 2011.

| | Nine Months Ended October 31, | |
|---|--------------------------------------|----------------------|
| | 2012 | 2011 |
| Base overriding royalties | \$ 15,533,880 | \$ 15,984,620 |
| Bonus royalties | 10,370,397 | 11,038,175 |
| Minimum advance royalty paid (recouped) | | |
| Fee royalties | 662,742 | 553,254 |
| Total royalty income | \$ 26,567,019 | \$ 27,576,049 |

Comparison of Net Income, Expenses and Distributions for the Three and Nine Months Ended October 31, 2012 and October 31, 2011

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Net income for the three months ended October 31, 2012 was \$11,624,026, a decrease of \$2,132,311 compared to the three months ended October 31, 2011. As with the decrease in total royalty income, the decrease in net income for the quarter ended October 31, 2012 was the result of lower sales prices per ton of iron ore pellets shipped, partially offset by an increase in the volume of tons shipped.

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The Trust's expenses decreased \$21,674 for the three months ended October 31, 2012, as compared to the three month period ended October 31, 2011, as a result of lower expenses related to legal and accounting fees. The table below summarizes the Trust's income and expenses for the three months ended October 31, 2012 and October 31, 2011.

| | Three Months Ended October 31, | | | |
|----------------------|--------------------------------|------------|----|------------|
| | | 2012 | | 2011 |
| Total royalty income | \$ | 11,814,026 | \$ | 13,967,426 |
| Interest income | | 394 | | 979 |
| Gross income | | 11,814,420 | | 13,968,405 |
| Expenses | | 190,394 | | 212,068 |
| Net income | \$ | 11,624,026 | \$ | 13,756,337 |

Net income for the nine months ended October 31, 2012 was \$25,867,203, a decrease of \$1,084,679 as compared to the nine months ended October 31, 2011. The decrease in net income for the nine months ended October 31, 2012 was the result of lower sales prices per ton of iron ore pellets shipped, partially offset by an increase in the volume of tons shipped. The Trust's expenses for the nine month period ended October 31, 2012 increased when compared with the Trust's expenses for the nine month period ended October 31, 2011. The primary factor resulting in higher expenses was the accrual of additional fees payable to the Corporate Trustee in accordance with the Agreement of the Trust and additional fees for the preparation and filing of the Trust's financial statements in XBRL format. The table below summarizes the Trust's income and expenses for the nine months ended October 31, 2012 and October 31, 2011.

| | Nine Months Ended October 31, | | | |
|----------------------|-------------------------------|------------|----|------------|
| | | 2012 | | 2011 |
| Total royalty income | \$ | 26,567,019 | \$ | 27,576,049 |
| Interest income | | 1,071 | | 3,669 |
| Gross income | | 26,568,090 | | 27,579,718 |
| Expenses | | 700,887 | | 627,836 |
| Net income | \$ | 25,867,203 | \$ | 26,951,882 |

As presented on the Trust's Condensed Statements of Income on page 2 of this quarterly report, the Trust's net income per unit decreased \$0.1625 per unit to \$0.886 per unit for the three months ended October 31, 2012 as compared to October 31, 2011. For the nine months ended October 31, 2012, the Trust's net income per unit decreased \$0.0827 per unit to \$1.9716 per unit, as compared to the prior year period. In October 2012, the Trust declared a distribution of \$1.13 per unit payable to Unitholders of record on October 30, 2012. Comparatively, the Trust declared a distribution of \$1.12 per unit in October 2011. During the nine months ended October 31, 2012 and October 31, 2011, the Trust declared total distributions per unit of \$1.835 and \$1.770, respectively.

Distributions, if any, are declared after receiving notification from Northshore Mining Company as to the amount of royalty income that is expected to be paid to the Trust based on shipments through the end of each calendar quarter and such royalty payments may include pricing adjustments with respect to shipments during prior periods. The Trust accounts for and reports accrued income receivable based on shipments during the last month of the Trust's fiscal quarter (April, July, October and January) and price adjustments under the Cliffs Pellet Agreements (which can be positive or negative and can result in significant variations in royalties received by Mesabi Trust and cash available for distribution to Unitholders). The Trust accounts for these amounts by using estimated prices and reports such amounts

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even though accrued income receivable is not available for distribution to Unitholders until it is received by the Trust. Accordingly, distributions declared by the Trust are not equivalent to the Trust's Net Income during the periods reported in this quarterly report on Form 10-Q.

Comparison of Unallocated Reserve as of October 31, 2012, October 31, 2011 and January 31, 2012

As set forth in the table below, Unallocated Reserve, which is comprised of accrued income receivable and cash reserve for potential fixed or contingent future liabilities, decreased from \$4,717,266 as of October 31, 2011 to \$2,823,493 as of October 31, 2012. The decrease in Unallocated Reserve as of October 31, 2012, as compared to October 31, 2011, is primarily the result of a decrease in the Trust's accrued income receivable. The decrease in the accrued income receivable portion of the Unallocated Reserve for the three months ended October 31, 2012, is the result of the Trust's accrual of negative pricing adjustments, as compared to the nine months ended October 31, 2011 when the Trust accrued positive price adjustments. In addition, the accrued income receivable portion of the Unallocated Reserve is lower due to a reduction in shipments and lower sales prices per ton on pellets shipped in the month of October 2012. The increase in the cash reserve for potential fixed or contingent future liabilities is due to the Trustee's decision to add to the Trust's cash reserve for unexpected losses.

| | 2012 | October 31, 2011 |
|---|--------------|---------------------|
| Accrued Income Receivable | \$ 1,950,191 | \$ 4,575,128 |
| Unallocated Cash and U.S. Government Securities | 819,288 | 610,468 |
| Deferred Royalty Revenue | | (467,000) |
| Prepaid Expenses and (Accrued Expenses) Net | 54,014 | (1,330) |
| Unallocated Reserve | \$ 2,823,493 | \$ 4,717,266 |

The Trust did not record any deferred revenue royalty liability as of October 31, 2012, whereas it recorded \$467,000 of deferred revenue royalty as of October 31, 2011. It is possible that future negative price adjustments could offset, or even eliminate, future royalties or royalty income that would otherwise be payable to the Trust in any particular quarter, or at year end, thereby potentially reducing cash available for distribution to the Trust's Unitholders in future quarters. See the discussion under the heading "Risk Factors" beginning on page 3 of the Trust's Annual Report on Form 10-K for the fiscal year ended January 31, 2012.

The Trust's Unallocated Reserve as of October 31, 2012 increased \$1,791,985, as compared to the fiscal year ended January 31, 2012. The increase in the Unallocated Reserve is due primarily to an increase in the accrued income receivable. As of October 31, 2012, the Trust's Unallocated Reserve consisted of \$819,288 of unallocated cash and U.S. Government securities and \$1,950,191 of accrued income receivable. At January 31, 2012, the Trust's Unallocated Reserve consisted of \$756,082 in unallocated cash and U.S. Government securities and \$387,980 of accrued income receivable.

| | October 31, 2012 | January 31, 2012 |
|---|------------------|------------------|
| Accrued Income Receivable | \$ 1,950,191 | \$ 387,980 |
| Unallocated Cash and U.S. Government Securities | 819,288 | 756,082 |
| Prepaid Expenses and (Accrued Expenses) Net | 54,014 | (112,554) |
| Unallocated Reserve | \$ 2,823,493 | \$ 1,031,508 |

The Trustees have determined that the unallocated cash and U.S. Government securities portion of the Unallocated Reserve should be maintained at a prudent level, usually within the range of \$500,000 to \$1,000,000, to meet present or future liabilities of the Trust. Although the actual amount of the Unallocated Reserve will fluctuate from time to time and may increase or decrease from its current level, it is currently intended that future distributions will be highly dependent upon royalty income as it is received and the level of Trust expenses. The amount of future royalty income available for distribution will be subject to the volume of iron ore product shipments and the dollar level of sales by Northshore. Shipping activity is greatly reduced during the winter months and economic conditions, particularly those affecting the steel industry, may adversely affect the amount and timing of such future shipments and sales. The Trustees will continue to monitor the economic circumstances of the Trust to strike a responsible balance between distributions to Unitholders and the need to maintain reserves at a prudent level, given the unpredictable nature of the iron ore industry, the Trust's dependence on the actions of the lessee/operator, and the fact that the Trust essentially has no other liquid assets.

Recent Developments

Prospective Production Curtailment at Northshore. On November 19, 2012, Cliffs Natural Resources Inc. (Cliffs) announced that, effective January 5, 2013, it will idle two of the four production lines at its wholly-owned subsidiary, Northshore Mining Company (Northshore). In the same press release, Cliffs announced that it is planning to temporarily idle production at its Empire Mine in Michigan beginning in the second calendar quarter of 2013 in the form of an extended summer shutdown. Cliffs explained that it is adjusting its 2013 operating plans for its North American iron ore businesses to align with expected sales volumes. Cliffs noted that the production decreases are driven by increased iron ore pricing volatility and lower North American steelmaking utilization rates. Cliffs also announced that the production curtailments at Northshore will impact approximately 125 employees at Northshore and 500 employees at Empire mine. Cliffs did not announce how much total production or shipments at Northshore will be impacted in calendar 2012 or calendar 2013, stating only that full-year 2013 expected sales volumes for U.S. Iron Ore remain unchanged at 19 to 20 million tons as previously disclosed by Cliffs. The Trustees believe that the announced production curtailment at Northshore will have a negative impact on production attributable to Mesabi Trust in 2013. If the production curtailment continues for a substantial portion of calendar year 2013, the Trustees believe that the total shipments from Northshore, and the resulting royalties payable to the Trust, could be lower than calendar year 2012.

Production and Shipments at Northshore. In its Form 10-Q filed October 25, 2012, Cliffs reported that during the first nine months of 2012, production at Northshore was impacted negatively by unforeseen power outages and infrastructure failures due to storms that resulted in a 8.2 percent decrease in Northshore's production during the nine months ended October 31, 2012, as compared to the nine months ended October 31, 2011. Cliffs has not provided the Trustees with an estimate of total expected shipments of iron ore pellets from Northshore for calendar year 2012 or 2013. See the description of the uncertainty of market conditions in the iron ore and steel industry under Important Factors Affecting Mesabi Trust below and the information under the heading Risk Factors in Part I Item 1A of the Trust's Annual Report on Form 10-K for the year-ended January 31, 2012.

Ash Landfill at Northshore Mining Silver Bay Plant Site. In its Form 10-Q filed October 25, 2012, Cliffs reported that on January 3, 2012, Northshore Mining received a Notice of Violation (NOV) from the Minnesota Pollution Control Agency alleging improper handling of leachate collected from the lined coal ash landfill that Northshore operates to manage coal ash from Silver Bay Power. According to Cliffs, the pH of the leachate temporarily had been elevated above permissible levels. In its Form 10-Q, Cliffs also reported that on March 6, Northshore received a draft of a stipulation agreement to resolve the issues set forth in the January 3, 2012 NOV. According to Cliffs, the stipulation agreement requires a few additional corrective actions beyond the response work already initiated by Northshore and proposes a civil penalty of approximately \$250,000. Cliffs reported that Northshore has been negotiating the final version of the agreement with the agency and expects a final agreement during the fourth calendar quarter of 2012. The Trustees are unable to predict what impact, if any, the NOV or the stipulation agreement will have on shipments from Northshore or future royalties payable to the Trust.

Important Factors Affecting Mesabi Trust

The Agreement of Trust specifically prohibits the Trustees from entering into or engaging in any business. This prohibition seemingly applies even to business activities the Trustees deem necessary or proper for the preservation and protection of the Trust's assets. Accordingly, the Trustees' activities in connection with the administration of Trust assets are limited to collecting income, paying expenses and liabilities, distributing net income to Mesabi Trust's Unitholders after the payment of, or provision for, such expenses and liabilities, and protecting and conserving the Trust's assets.

Neither Mesabi Trust nor the Trustees have any control over the operations and activities of Northshore, except within the framework of the Amended Assignment Agreements. Cliffs alone controls (i) historical operating data, including iron ore production volumes, marketing of iron ore products, operating and capital expenditures as they relate to Northshore, environmental and other liabilities and the effects of regulatory changes; (ii) plans for Northshore's future operating and capital expenditures; (iii) geological data relating to ore reserves (iv) projected production of iron ore products; (v) contracts between Cliffs and Northshore with their customers; and (vi) the decision to mine off Mesabi Trust and/or state lands, based on Cliffs' current mining and engineering plan. The Trustees do not exert any influence over mining operational decisions at Northshore, nor do the Trustees provide any input regarding the ore reserve estimated at Northshore as reported by Cliffs. While the Trustees request material information from Cliffs and Northshore for use in periodic reports as part of their evaluation of Mesabi Trust's disclosure controls and procedures, the Trustees do not control this information and they rely on, among other things, the information in Cliffs' periodic and current filings with the SEC to provide accurate and timely information in Mesabi Trust's reports filed with the SEC.

In accordance with the Agreement of Trust and the Amendment, the Trustees are entitled to, and in fact do, rely upon certain experts in good faith, including (i) the independent consultants with respect to Northshore's monthly production and shipment reports, which include figures on crude ore production and iron ore pellet shipments, and discussions concerning the condition and accuracy of the scales and plans regarding the development of Mesabi Trust's mining property; and (ii) the accounting firm they have contracted with for non-audit services, including reviews of financial data related to shipping and sales reports provided by Northshore and Cliffs and a review of the schedule of leasehold royalties payable to Mesabi Trust. For a discussion of additional factors, including but not limited to those that could adversely affect Mesabi Trust's actual results and performance, see Risk Factors in Part I Item 1A of Mesabi Trust's Annual Report on Form 10-K for the year-ended January 31, 2012.

Iron Ore Pricing and Contract Adjustments

During the course of its fiscal year some portion of the royalties paid to Mesabi Trust are based on estimated prices for iron ore products sold under term contracts between Cliffs and its subsidiaries and certain of their customers (the Cliffs Pellet Agreements). Mesabi Trust is not a party to any of the Cliffs Pellet Agreements. These prices are subject to interim and final pricing adjustments, which can be positive or negative, and which adjustments are dependent in part on a variety of price and inflation index factors, including but not limited to the international benchmark pellet price, hot band steel prices and various Producer Price Indexes. Although Northshore makes interim adjustments to the royalty payments on a quarterly basis, these price adjustments cannot be finalized until after the end of a contract year. This may result in significant and frequent variations in royalties received by Mesabi Trust (and in turn the resulting amount of funds available for distribution to Unitholders by the Trust) from quarter to quarter and on a comparative historical basis, and these variations, which can be positive or negative, cannot be predicted by Mesabi Trust. It is possible that future negative price adjustments could partially or even completely offset royalties or royalty income that would otherwise be payable to the Trust in any particular quarter, or at year-end, thereby potentially reducing cash available for distribution to the Trust's Unitholders in future quarters.

Effects of Securities Regulation

The Trust is a publicly-traded trust with Units of Beneficial Interest listed on the New York Stock Exchange (NYSE) and is therefore subject to extensive regulation under, among others, the Securities Act of 1933, the Securities Exchange Act of 1934, the Sarbanes-Oxley Act of 2002 (Sarbanes-Oxley) and the rules and regulations of the NYSE. Issuers failing to comply with such authorities risk serious consequences, including criminal as well as civil and administrative penalties. In most instances, these laws, rules and regulations do not specifically address their applicability to publicly-traded trusts such as Mesabi Trust. In particular, Sarbanes-Oxley and the Dodd-Frank Wall Street Reform and Consumer Protection Act have mandated the adoption by the Securities and Exchange Commission (the SEC) and, in some instances, the NYSE of certain rules and regulations that are impossible for the Trust to satisfy because of its nature as a pass-through trust that has no officers or employees. Pursuant to NYSE rules currently in effect the Trust is exempt from many of the corporate governance requirements that apply to publicly traded corporations listed on the NYSE. The Trust does not have, nor does the Agreement of Trust provide for, a board of directors, an audit committee, a corporate governance committee or a compensation committee. The Trustees intend to closely monitor the SEC s and the NYSE s rulemaking activity and will attempt to comply with such rules and regulations where applicable.

The Trust s website is located at www.mesabi-trust.com.

Critical Accounting Policies and Estimates

This Trustees Discussion and Analysis of Financial Condition and Results of Operations is based upon the Trust s financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States. The preparation of these financial statements requires the Trustees to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosure of contingent assets and liabilities. Critical accounting policies are those that have meaningful impact on the reporting of the Trust s financial condition and results, and that require significant judgment and estimates. During the preparation of financial statements, the Trust makes estimates, assumptions and judgments that affect reported amounts. These estimates, assumptions and judgments include those related to revenue recognition and accrued expenses. The Trust bases its estimates on various assumptions and historical experience, which are believed to be reasonable; however, due to the inherent nature of estimates, actual results may differ significantly due to changed conditions or assumptions. On a regular basis, the Trust reviews the accounting policies, assumptions, estimates and judgments to ensure that the financial statements are fairly presented in accordance with accounting principles generally accepted in the United States. However, because future events and their effects cannot be determined with certainty, actual results could differ from assumptions and estimates, and such differences could be material.

The Trust did not have any changes in critical accounting policies or in significant accounting estimates during the three months ended October 31, 2012. For a complete description of the Trust s significant accounting policies, please see Note 2 to the financial statements included in the Trust s Annual Report on Form 10-K for the year ended January 31, 2012.

Item 3. Quantitative and Qualitative Disclosures About Market Risk.

Not applicable.

Item 4. Controls and Procedures.

Evaluation of Disclosure Controls and Procedures. The Trustees maintain disclosure controls and procedures designed to ensure that information required to be disclosed by the Trust in the reports that it files or submits under the Securities Exchange Act of 1934, as amended, is recorded, processed, summarized and reported within the time periods specified in the rules and regulations of the Securities and Exchange Commission. Disclosure controls and procedures include controls and procedures

designed to ensure that information required to be disclosed by the Trust is accumulated and communicated by Northshore, and consultants to the Trustees as appropriate, to allow timely decisions regarding required disclosure.

As part of their evaluation of the Trust's disclosure controls and procedures, the Trustees rely on quarterly shipment and royalty calculations provided by Northshore. Because Northshore has declined to support this information with a written certification attesting to whether Northshore has established disclosure controls and procedures and internal controls sufficient to enable it to verify that the information furnished to the Trustees is accurate and complete, the Trustees also rely on (a) an annual certification from Northshore and Northshore's parent, Cliffs, certifying as to the accuracy of the royalty calculations, and (b) the related due diligence review performed by the Trust's external accountants. In addition, the Trust's consultants review the schedule of leasehold royalties payable and shipping and sales reports provided by Northshore against production and shipment reports prepared by the Eveleth Fee Office, Inc., an independent consultant to the Trust (Eveleth Fee Office). The Eveleth Fee Office gathers production and shipping information from Northshore and prepares monthly production and shipment reports for the Trustees. Furthermore, as part of its engagement by the Trust, the Eveleth Fee Office also attends Northshore's calibration and testing of its crude ore scales and boat loader scales which are conducted on a periodic basis.

As of the end of the period covered by this report, the Trustees carried out an evaluation of the Trust's disclosure controls and procedures. The Trustees have concluded that such disclosure controls and procedures are effective.

Changes in Internal Control Over Financial Reporting. To the knowledge of the Trustees, there has been no change in the Trust's internal control over financial reporting that occurred during the Trust's last fiscal quarter that has materially affected, or is reasonably likely to materially affect, the Trust's internal control over financial reporting. The Trustees note for purposes of clarification that they have no authority over, and make no statement concerning, the internal control over financial reporting of Northshore or Cliffs.

PART II - OTHER INFORMATION

Item 1A. Risk Factors

None.

Item 5. Other Information

Mine Safety and Health Administration Safety Data. Pursuant to §1503(a) of the Dodd-Frank Wall Street Reform and Consumer Protection Act, Cliffs reports information related to certain mine safety results at Northshore. This information is available in Part II, Item V of Cliffs Form 10-Q filed October 25, 2012.

Item 6. Exhibits.

| | |
|---------|--|
| 31 | Certification of Corporate Trustee of Mesabi Trust pursuant to Rule 13a-14 of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. |
| 32 | Certification of Corporate Trustee of Mesabi Trust pursuant to 18 U.S.C. Section 1350, as adopted, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. |
| 99.1 | Report of Baker Tilly Virchow Krause, LLP, dated December 6, 2012 regarding its review of the unaudited interim financial statements of Mesabi Trust as of and for the three and nine months ended October 31, 2012. |
| 101.INS | XBRL Instance Document |
| 101.SCH | XBRL Taxonomy Extension Schema |
| 101.CAL | XBRL Taxonomy Extension Calculation Linkbase |
| 101.DEF | XBRL Taxonomy Extension Definition Linkbase |
| 101.LAB | XBRL Taxonomy Extension Label Linkbase |
| 101.PRE | XBRL Taxonomy Extension Presentation Linkbase |

SIGNATURES

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

MESABI TRUST
(Registrant)

By: DEUTSCHE BANK TRUST COMPANY AMERICAS
Corporate Trustee
Principal Administrative Officer and duly authorized signatory:*

By: DEUTSCHE BANK NATIONAL TRUST COMPANY

December 6, 2012

By: /s/ Jeffrey Schoenfeld
Name: Jeffrey Schoenfeld*
Title: Associate

* There are no principal executive officers or principal financial officers of the registrant.

EXHIBIT INDEX

| Item No. | Item | Filing Method |
|-----------------|---|----------------------|
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| 101.INS | XBRL Instance Document (Interactive Data File) | Filed herewith |
| 101.SCH | XBRL Taxonomy Extension Schema (Interactive Data File) | Filed herewith |
| 101.CAL | XBRL Taxonomy Extension Calculation Linkbase (Interactive Data File) | Filed herewith |
| 101.DEF | XBRL Taxonomy Extension Definition Linkbase (Interactive Data File) | Filed herewith |
| 101.LAB | XBRL Taxonomy Extension Label Linkbase (Interactive Data File) | Filed herewith |
| 101.PRE | XBRL Taxonomy Extension Presentation Linkbase (Interactive Data File) | Filed herewith |