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

FORM 10-K

(Mark One)
☒ **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
For the fiscal year ended: December 31, 2008

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 No.: 1-737

TEXAS PACIFIC LAND TRUST
(Exact Name of Registrant as Specified in its Charter)

Not Applicable	75-0279735
(State or Other Jurisdiction of Incorporation or Organization)	**(I.R.S. Employer Identification Number)**
1700 Pacific Avenue, Suite 2770 Dallas, Texas	75201
(Address of Principal Executive Offices)	**(Zip Code)**

Registrant's telephone number, including area code: (214) 969-5530

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

Title of each class	**Name of Each Exchange on Which Registered**
Sub-shares in Certificates of Proprietary Interest (par value $.03-1/3 per share)	New York Stock Exchange

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

None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes☐ No ☒

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes☐ No ☒

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 if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. ☐

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 ☐	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 ☒

The aggregate market value of the voting and non-voting common equity held by non-affiliates computed by reference to the price at which the common equity was last sold, or the average bid and asked price of such common equity, as of the last business day of the registrant’s most recently completed second fiscal quarter (June 30, 2008) was approximately $543,190,942.

DOCUMENTS INCORPORATED BY REFERENCE:

None.

Cautionary Statement Regarding Forward-Looking Statements

Statements in this Annual Report on Form 10-K that are not purely historical are forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934, including statements regarding management's expectations, hopes, intentions or strategies regarding the future. Forward-looking statements include statements regarding the Trust's future operations and prospects, the markets for real estate in the areas in which the Trust owns real estate, applicable zoning regulations, the markets for oil and gas, production limits on prorated oil and gas wells authorized by the Railroad Commission of Texas, expected competition, management's intent, beliefs or current expectations with respect to the Trust's future financial performance and other matters. All forward-looking statements in this Report are based on information available to us as of the date this Report is filed with the Securities and Exchange Commission, and we assume no responsibility to update any such forward-looking statements, except as required by law. All forward-looking statements are subject to a number of risks, uncertainties and other factors that could cause our actual results, performance, prospects or opportunities to differ materially from those expressed in, or implied by, these forward-looking statements. These risks, uncertainties and other factors include, but are not limited to, the factors discussed in Item 1A "Risk Factors" and Item 7 "Management's Discussion and Analysis of Financial Condition and Results of Operations."

PART I

Item 1. Business.

(a) General Development of Business. The registrant (hereinafter called “Texas Pacific” or the “Trust”) was organized under a Declaration of Trust, dated February 1, 1888, to receive and hold title to extensive tracts of land in the State of Texas, previously the property of the Texas and Pacific Railway Company, and to issue transferable Certificates of Proprietary Interest pro rata to the holders of certain debt securities of the Texas and Pacific Railway Company. The Trustees are empowered under the Declaration of Trust to manage the lands with all the powers of an absolute owner, and to use the lands and the proceeds of sale of the lands, either to pay dividends to the Certificate holders or to buy in and cancel outstanding Certificates. The Trust’s income is derived primarily from land sales, oil and gas royalties, grazing leases, and interest. This method of operation has continued through the present. During the last five years there has not been any reorganization, disposition of any material amount of assets not in the ordinary course of business (although in the ordinary course of business Texas Pacific does sell or lease large tracts of land owned by it), or any material change in the mode of conducting business.

Texas Pacific’s income from oil and gas royalties has been limited in the past by the level of production authorized for prorated wells each year by the regulations of the Railroad Commission of the State of Texas. The monthly percentage of allowable production has averaged 100% in recent years, but, because of the limited capacity of older wells and other operating problems, the percentage permitted by the Railroad Commission could not be produced by most operators.

(b) Financial Information about Industry Segments. Texas Pacific does not have identifiable industry segments, although, as shown in the Statements of Income included in the financial statements incorporated by reference in Item 8 of this Report on Form 10-K, land sales, oil and gas royalties, grazing leases, and interest income are the major contributors to the income of Texas Pacific. The Trust’s management views its operations as one segment and believes the only significant activity is managing the land which was conveyed to the Trust in 1888. Managing the land includes sales and leases of such land and the retention of oil and gas royalties. See the Statements of Income for additional sources of income for the last three (3) years of Texas Pacific.

(c) Narrative Description of Business. As previously indicated, the business done and intended to be done by Texas Pacific consists of sales and leases of land owned by it, retaining oil and gas royalties, temporary cash investments and the overall management of the land owned by it.

(i) During the last three fiscal years the following items have accounted for more than fifteen percent (15%) of total revenues.

	2008	2007	2006
Oil and Gas Royalties	70%	63%	38%
Land Sales	--	--	36%
Easements and Sundry Income	15%	--	16%

(ii) Texas Pacific is not in the business of development of new products.

(iii) Raw materials are not necessary to the business of Texas Pacific.

(iv) Patents, trademarks, licenses, franchises or concessions held are not material to any business of Texas Pacific.

(v) The business of Texas Pacific is not seasonal in nature, as that term is generally understood, although land sales may vary widely from year to year and quarter to quarter.

(vi) The business of Texas Pacific does not require Texas Pacific to maintain any particular amount or item of working capital.

(vii) During 2008, Texas Pacific received $1,081,016 or approximately 7.9 percent of its oil and gas royalty income, from 47 leases operated by Chevron U.S.A., Inc.

(viii) Backlogs are not relevant to an understanding of Texas Pacific's business.

(ix) No material portion of Texas Pacific's business is subject to renegotiation or termination at the election of the Government.

(x) The Trust does not have competitors, as such, in that it sells, leases and generally manages land owned by it and, to that extent, any owner of property located in areas comparable to the Trust is a potential competitor.

(xi) Research activities relating to the development of new products or services or to the improvement of existing products or services are not material to the Trust's business.

(xii) Compliance with Federal, State and local provisions that have been enacted or adopted regulating the discharge of materials into the environment, or otherwise relating to the protection of the environment, have had no material effect upon the capital expenditures, earnings and competitive position of Texas Pacific. To date, Texas Pacific has not been called upon to expend any funds for these purposes.

(xiii) As of February 28, 2009, Texas Pacific had eight (8) full-time employees.

(d) Financial Information about Geographic Areas. Texas Pacific does not have any foreign operations. For each of its last three fiscal years, all of the Trust's revenues have been derived from, and all of its long-lived assets have been located in, the United States.

(e) Available Information. The Trust makes available, free of charge, on or through its Internet website copies of its Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K and amendments to those reports as soon as reasonably practicable after they are electronically filed with, or furnished to, the Securities and Exchange Commission (the "SEC") pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (the "Exchange Act"). We maintain our website at http://www.TPLTrust.com. The information contained on our website is not part of this Report.

Item 1A: Risk Factors.

An investment in our securities involves a degree of risk. The risks described below are not the only ones facing us. Additional risks not presently known to us or that we currently deem immaterial may also have a material adverse effect on us. If any of the following risks actually occur, our financial condition, results of operations, cash flows or business could be harmed. In that case, the market price of our securities could decline and you could lose part or all of your investment.

A prolonged downturn in global economic conditions may materially and adversely affect our business.

Our business and results of operations are affected by international, national and regional economic conditions. Financial markets in the United States and elsewhere have been experiencing extreme disruption in recent months, including, among other things, extreme volatility in security prices, severely diminished liquidity and credit availability, ratings downgrades of certain investments and declining values of others. The global economy has entered a recession. Slowing or declining economic growth in the United States and elsewhere may lead to reduced industrial production which, in turn, may lead to lower demand and lower prices for oil and gas, which may adversely affect our results of operations.

The Trust's oil and gas royalty revenue is dependent upon the market prices of oil and gas which fluctuate.

The oil and gas royalties which the Trust receives are dependent upon the market prices for oil and gas. The market prices for oil and gas are subject to national and international economic and political conditions and, in the past, have been subject to significant price fluctuations. While the Trust's oil and gas royalties benefited from increases in the market prices for oil and gas during the first nine months of 2008, there was a significant downturn in oil and gas prices during the fourth quarter of the year. In view of current economic conditions, we cannot assure you that these lower market prices will not continue or that future, additional decreases in the market prices of oil and gas will not occur. If these lower market prices for oil and gas continue or future declines occur they may have an adverse effect on our oil and gas royalty revenues.

The Trust is not an oil and gas producer. Its revenues from oil and gas royalties are subject to the actions of others.

The Trust is not an oil and gas producer. Its oil and gas income is derived from perpetual non-participating oil and gas royalty interests which it has retained. As wells age the costs of production may increase and their capacity may decline absent additional investment. However, the owners and operators of the oil and gas wells make all decisions as to investments in, and production from, those wells and the Trust's royalties will be dependent upon decisions made by those operators, among other factors. The Railroad Commission of the State of Texas sets authorized production levels for pro rated wells by regulation. The monthly percentage of allowable production has averaged 100% in recent years. However, in the past the Trust's income from oil and gas royalties has been limited by the production levels authorized by the Railroad Commission and we cannot assure you that they may not be so limited in the future.

Our revenues from the sale of land are subject to substantial fluctuation. We are a passive seller of land and land sales are subject to many factors that are beyond our control.

Land sales vary widely from year to year and quarter to quarter. The total dollar amount, the average price per acre, and the number of acres sold in any one year or quarter should not be assumed to be indicative of land sales in the future. The Trust is a passive seller of land and does not actively solicit sales of land. The demand for, and the sale price of, any particular tract of the Trust's land is influenced by many factors, including, the national and local economies, the rate of residential and commercial development in nearby areas, livestock carrying capacity and the condition of the local agricultural industry, which itself is influenced by range conditions and prices for livestock and agricultural products. Approximately 99% of the Trust's land is classified as ranch land and intermingled with parcels owned by third parties to form ranching units. The Trust's ability to sell ranch land is, therefore, largely dependent on the actions of adjoining landowners.

The Trust's remaining holdings of land in metropolitan areas are limited.

The sale price of land suitable for development in metropolitan areas is generally substantially higher than the price of land in rural or ranching areas. The Trust's remaining holdings of land suitable for development in metropolitan areas are limited.

If the liability of holders of Certificates of Proprietary Interest and Sub-shares were to be found to be governed by the laws of Texas, holders of Certificates of Proprietary Interest and Sub-shares might be held to have personal liability for claims against the Trust, to the extent such claims exceeded the assets of the Trust.

The Declaration of Trust which established the Trust was executed and delivered in New York. Under the laws of the State of New York, the holders of Certificates of Proprietary Interest and Sub-shares are not subject to any personal liability for the acts or obligations of the Trust. The assets of the Trust are located in Texas. Under the laws of the State of Texas the holders of Certificates of Proprietary Interest and Sub-shares may be held personally liable with respect to claims against the Trust, but only after the assets of the Trust first have been exhausted. Thus, if a court were to hold that the liability of holders of Certificates of Proprietary Interest and Sub-shares for obligations is governed by the laws of Texas, rather than New York, it is possible that holders of Certificates of Proprietary Interest and Sub-shares might be held to have personal liability for claims against the Trust to the extent such claims exceeded all of the Trust's assets.

The Trustees are not subject to annual election and, as a result, the ability of the holders of Certificates of Proprietary Interest and Sub-shares to influence the policies of the Trust may be limited.

Directors of a corporation are generally subject to election at each annual meeting of stockholders or, in the case of staggered boards, at regular intervals. Under the Declaration of Trust, however, the Trust is not required to hold annual meetings of holders of Certificates of Proprietary Interest and Sub-shares to elect Trustees and Trustees generally hold office until their death, resignation or disqualification. As a result, the ability of holders of Certificates of Proprietary Interest and Sub-shares to effect changes in the Board of Trustees, and the policies of the Trust, is significantly more limited than that of the stockholders of a corporation.

Our results of operations for any quarter are not necessarily indicative of our results of operations for a full year.

Sales of land fluctuate from quarter to quarter. Revenues from oil and gas royalties may also fluctuate from quarter to quarter based upon market prices for oil and gas and production decisions made by the operators. As a result, the results of our operations for any particular quarter are not necessarily indicative of the results of operations for a full year.

Item 1B: Unresolved Staff Comments.

Not Applicable.

Item 2: Properties.

Texas Pacific Land Trust owns the surface estate in 963,248 acres of land located in 20 counties in the western part of Texas. The Trust also owns a 1/128 nonparticipating perpetual oil and gas royalty interest under 85,414 acres of land and a 1/16 nonparticipating perpetual oil and gas royalty interest under 386,988 acres of land in the western part of Texas. At December 31, 2008, grazing leases were in effect on 99 percent or approximately 953,730 acres of the Trust's land. Approximately 2,219 acres of land were sold in 2008, inclusive of approximately 14 acres in Town Lot sales. The Trust leases office space in Dallas, Texas.

Item 3: Legal Proceedings.

Texas Pacific is not involved in any material pending legal proceedings.

Item 4: Submission of Matters to a Vote of Security Holders.

No matters were submitted to a vote of security holders during the fourth quarter of 2008.

PART II

Item 5: Market for Registrant's Common Equity, Related Security Holder Matters and Issuer Purchases of Equity Securities.

The principal United States market on which Sub-shares in the Trust's Certificates of Proprietary Interest are traded is the New York Stock Exchange. The range of reported sales prices for Sub-shares on the New York Stock Exchange for each quarterly period during the past two fiscal years was as follows:

	2008		2007	
	High	Low	High	Low
1st Quarter	$ 45.50	$ 30.40	$ 52.60	$ 41.25
2nd Quarter	55.15	39.44	62.10	41.08
3rd Quarter	54.57	36.52	62.75	45.48
4th Quarter	39.01	16.10	54.65	37.01

Certificates of Proprietary Interest and Sub-shares are interchangeable in the ratio of one Certificate for 3,000 Sub-shares or 3,000 Sub-shares for one Certificate of Proprietary Interest. Texas Pacific has paid a regular dividend once a year for the preceding 52 years. The regular dividend was $.18 per Sub-share in 2008 and $.16 per Sub-share in 2007 and was paid during the first quarter of each year. Texas Pacific is not a party to any agreement that would limit its ability to pay dividends in the future, although any future dividends are subject to the discretion of the Board of Trustees and will depend upon the Trust's earnings, capital requirements and financial position, applicable requirements of law, general economic conditions and other factors considered relevant by the Board of Trustees.

The approximate numbers of holders of Certificates of Proprietary Interest and Sub-shares, respectively, as of January 31, 2009, were as follows:

Certificates of Proprietary Interest	–
Sub-shares in Certificates of Proprietary Interest	468
TOTAL	468

The Trust did not sell any equity securities during the year ended December 31, 2008.

During the fourth quarter of 2008, the Trust repurchased Sub-share certificates as follows:

Period	Total Number of Sub-shares Purchased	Average Price Paid per Sub-share	Total Number of Sub-shares Purchased as Part of Publicly Announced Plans or Programs	Maximum Number (or Approximate Dollar Value) of Sub-shares that May Yet Be Purchased Under the Plans or Programs
October 1, through October 31, 2008	39,800	$ 29.84	–	–
November 1, through November 30, 2008	35,373	$ 24.48	–	–
December 1, through December 31, 2008	42,126	$ 23.62	–	–
Total	117,299*	$ 25.99	–	–

* The Trust purchased and retired 117,299 Sub-shares in the open market.

Item 6: Selected Financial Data.

The selected financial data set forth below for the years ended December 31, 2008, 2007, 2006, 2005 and 2004, were derived from our audited financial statements. The data presented below should be read in conjunction with Item 7 "Management's Discussion and Analysis of Financial Condition and Results of Operations" and the Financial Statements and Notes thereto incorporated by reference in Item 8 "Financial Statements and Supplementary Data."

	Year Ended December 31,				
	2008	**2007**	**2006**	**2005**	**2004**
Gross income	$ 19,525,012	$ 15,835,111	$ 23,022,482	$ 15,407,641	$ 29,140,610
Expenses	3,720,046	3,957,397	6,143,467	3,234,913	3,368,175
Income before income taxes	15,804,966	11,877,714	16,879,015	12,172,728	25,772,435
Income taxes	4,865,193	3,628,026	5,309,153	3,660,141	8,359,477
Net income	$ 10,939,773	$ 8,249,688	$ 11,569,862	$ 8,512,587	$ 17,412,958
Net income per Sub-share	$ 1.06	$ .78	$ 1.08	$ .78	$ 1.58
Dividends per Sub-share(1)	$ .18	$ .16	$ .55	$ .11	$ .45
Average number of Sub-shares outstanding	10,354,408	10,536,367	10,695,644	10,864,657	11,040,952

	As of December 31,				
	2008	**2007**	**2006**	**2005**	**2004**
Total assets, exclusive of property with no assigned value	$ 30,785,034	$ 32,656,735	$ 32,467,548	$ 32,304,893	$ 31,149,178

(1) The figures for 2006 and 2004 include special dividends of $.42 and $.35 per Sub-share, respectively.

Item 7: Management's Discussion and Analysis of Financial Condition and Results of Operations.

The following discussion and analysis should be read together with the factors discussed in Item 1A "Risk Factors" and with the Financial Statements, including the Notes thereto, and the other financial information appearing elsewhere in this Report. Period-to-period comparisons of financial data are not necessarily indicative, and therefore should not be relied upon as indicators, of the Trust's future performance. Words or phrases such as "does not believe" and "believes," or similar expressions, when used in this Form 10-K or other filings with the SEC, are intended to identify "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995.

Results of Operations

The Trust's primary sources of income are revenue derived from sales of land, either for cash or a combination of cash and mortgage notes, and revenue derived from the Trust's land and mineral interests.

On June 20, 2007, the Trustees authorized a five-for-one split of Sub-shares in certificates of proprietary interest, effective July 2, 2007. As a result, the par value of Sub-shares was reduced from $.16-2/3 per sub-share to $.03-1/3 per sub-share. All figures presented in this report relative to Sub-shares outstanding, earnings per Sub-share, dividends per Sub-share, the number and cost of Sub-shares purchased for cancellation, and the market price of Sub-shares reflect the five-for-one split.

2008 Compared to 2007

Total operating revenues and investing revenues in 2008 aggregated $19,525,012, an increase of $3,689,901, or 23.3%, from the $15,835,111 of total operating revenues and investing revenues recorded in 2007. This increase resulted primarily from increases in oil and gas royalty revenue and easements and sundry income which more than offset declines in land sales and interest revenue. Earnings per Sub-share certificate were $1.06 for 2008 compared to $.78 in 2007. The Trust purchased and retired 282,229 Sub-shares during 2008, leaving 10,206,146 Sub-shares outstanding at December 31, 2008.

Land sales in 2008 were $823,440 compared to $1,932,664 in 2007, a decrease of 57.4%. A total of 2,219 acres were sold in 2008 at an average price of $371 per acre, compared to 1,554 acres in 2007 at an average price per acre of $1,244.

Rentals, royalties and other income (including interest on investments) were $18,701,572 in 2008 compared to $13,902,447 in 2007, an increase of 34.5%.

Oil and gas royalty revenue in 2008 was $13,694,843 compared to $10,022,709 in 2007, an increase of 36.6%. Oil royalty revenue was $10,206,759 and gas royalty revenue was $3,488,084 in 2008. Crude oil production from Trust royalty wells decreased 8.0% in 2008 from 2007, but this decrease in the volume of oil produced was more than offset by a 57.3% increase in the average price per barrel of oil received by the Trust in 2008 compared to 2007. Total gas production increased 12.0% in 2008 compared to 2007, and there was a 5.0% increase in the average price of gas during 2008 compared to 2007. The average prices per royalty barrel of crude oil for 2008 and 2007 were $102.80 and $65.36, respectively.

Grazing lease income in 2008 was $482,193 compared to $479,908 in 2007.

Interest revenue (including interest on investments) was $1,590,110 in 2008 compared to $1,834,249 in 2007, a decrease of 13.3%. Interest on notes receivable amounted to $1,361,364 in 2008 compared to $1,464,249 in 2007. At year end 2008, notes receivable from land sales were $17,656,227 compared to $19,625,622 at year end 2007. Interest on investments amounted to $228,746 in 2008 and $370,000 in 2007, respectively. Total principal cash payments on notes receivable were $2,363,395 in 2008 including $1,025,354 of prepaid principal.

Easements and sundry income revenue in 2008 was $2,934,426 compared to $1,565,581 in 2007. The increase in easements and sundry income revenue was primarily attributable to increases in easement income and the amount of oil company damage settlements received in 2008 compared to 2007. Easements and sundry income is unpredictable and may vary significantly from period to period.

Taxes, other than income taxes were $898,619 in 2008 compared to $702,391 in 2007. Oil and gas production taxes were $731,070 in 2008 compared to $547,075 in 2007. Ad valorem taxes were $119,074 in 2008 compared to $107,673 in 2007. The Trust's basis in real estate sold, which is included in total expenses, was $0 in 2008 compared to $693,455 in 2007. All other expenses were $2,821,427 in 2008 compared to $2,561,551 in 2007.

2007 Compared to 2006

Total operating revenues and investing revenues in 2007 aggregated $15,835,111, a decrease of $7,187,371, or 31.2%, from the $23,022,482 of total operating revenues and investing revenues recorded in 2006. This decrease resulted primarily from decreases in land sales, easements and sundry income, and interest on investments, which were only partially offset by an increase in oil and gas royalty revenue. Earnings per Sub-share certificate were $.78 for 2007 compared to $1.08 in 2006. The Trust purchased and retired 124,500 Sub-shares during 2007, leaving 10,488,375 Sub-shares outstanding at December 31, 2007.

Land sales in 2007 were $1,932,664 compared to $8,201,447 in 2006, a decrease of 76.4%. A total of 1,554 acres were sold in 2007 at an average price of $1,244 per acre, compared to 37,121 acres in 2006 at an average price per acre of $221.

Rentals, royalties and other income (including interest on investments) were $13,902,447 in 2007 compared to $14,821,035 in 2006, a decrease of 6.2%.

Oil and gas royalty revenue in 2007 was $10,022,709 compared to $8,773,512 in 2006, an increase of 14.2%. Oil royalty revenue was $7,056,858 and gas royalty revenue was $2,965,851 in 2007. Crude oil production from Trust royalty wells increased 14.2% in 2007 from 2006. Total gas production decreased 18.8% in 2007 compared to 2006, but this decrease in the volume of gas production was more than offset by a 29.2% increase in the average price of gas during 2007 compared to 2006. The average prices per royalty barrel of crude oil for 2007 and 2006 were $65.36 and $62.90, respectively.

Grazing lease income in 2007 was $479,908 compared to $484,759 in 2006.

Interest revenue (including interest on investments) was $1,834,249 in 2007 compared to $1,911,193 in 2006, a decrease of 4.0%. Interest on notes receivable amounted to $1,464,249 in 2007 compared to $1,349,909 in 2006. At year end 2007, notes receivable from land sales were $19,625,622 compared to $20,802,132 at year end 2006. Interest on investments amounted to $370,000 in 2007 and $561,284 in 2006, respectively. Total principal cash payments on notes receivable were $1,303,310 in 2007.

Easements and sundry income revenue in 2007 was $1,565,581 compared to $3,651,571 in 2006. The decrease in easements and sundry income revenue was primarily attributable to decreases in seismic income and the amount of oil company damage settlements received in 2007 compared to 2006. Easement and sundry income is unpredictable and may vary significantly from period to period.

Taxes, other than income taxes were $702,391 in 2007 compared to $659,305 in 2006. Oil and gas production taxes were $547,075 in 2007 compared to $485,570 in 2006. Ad valorem taxes were $107,673 in 2007 compared to $126,747 in 2006. The Trust's basis in real estate sold, which is included in total expenses, was $693,455 in 2007 compared to $3,374,023 in 2006. All other expenses were $2,561,551 in 2007 compared to $2,110,139 in 2006.

Liquidity

The Trust's principal sources of liquidity are its revenues from oil and gas royalties, lease rentals and receipts of interest and principal payments on the notes receivable arising from its sales of land. In the past these sources have generated more than adequate amounts of cash to meet the Trust's needs and, in the opinion of management, should continue to do so in the foreseeable future.

Off-Balance Sheet Arrangements

The Trust has not engaged in any off-balance sheet arrangements.

Tabular Disclosure of Contractual Obligations

As of December 31, 2008, the Trust's known contractual obligations were as follows:

	Payment Due by Period				
Contractual Obligations	Total	Less than 1 Year	1-3 Years	3-5 Years	More than 5 Years
Long-term debt obligations	$ –	$ –	$ –	$ –	$ –
Capital lease obligations	–	–	–	–	–
Operating lease obligations	410,667	70,400	140,800	140,800	58,667
Purchase obligations	–	–	–	–	–
Other long-term liabilities reflected on the Trust's balance sheet under GAAP	–	–	–	–	–
Total	$ 410,667	$ 70,400	$ 140,800	$ 140,800	$ 58,667

Effects of Inflation

We do not believe that inflation has had a material impact on our operating results. We cannot assure you, however, that future increases in our costs will not occur or that any such increases that may occur will not adversely affect our results of operations.

Critical Accounting Policies and Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements. It is our opinion that we fully disclose our significant accounting policies in the Notes to the Financial Statements. Consistent with our disclosure policies, we include the following discussion related to what we believe to be our most critical accounting policies that require our most difficult, subjective or complex judgment.

Valuation of Notes Receivable - Management of the Trust monitors delinquencies to assess the propriety of the carrying value of its notes receivable. At the point in time that notes receivable become delinquent, management reviews the operations information of the debtor and the estimated fair value of the collateral held as security to determine whether an allowance for losses is required. Any required allowance for losses is recorded in the period of determination. At December 31, 2008, and 2007, there were no significant delinquencies and, as such, no allowances for losses have been recorded.

Valuation of Real Estate Acquired Through Foreclosure - The value of real estate acquired through foreclosure is established at the lower of cost or fair value less disposition costs at the date of foreclosure. Cost is considered to be the aggregate of the outstanding principal and interest, past due ad valorem taxes and other fees associated with the foreclosure. Subsequent to the foreclosure date, valuations are periodically performed or obtained by management when events or changes in circumstances indicate that the full carrying amount may not be recoverable. At such time, a valuation allowance is established to reduce the carrying value to the estimated fair value. Valuation of the real estate is based on the estimates of management and is subject to judgment. At December 31, 2008 and 2007, no valuation allowances were recorded.

Gain Recognition on Land Sales - Accounting principles generally accepted in the United States of America dictate the manner in which the gain or loss on the sale of land is recorded. The Trust has established policies for the sale of land which result in the full accrual method of gain recognition. This policy generally requires that the Trust receive a minimum cash down payment of 25% of the sales price on each sale and that any related notes receivable require regular principal and interest payments, payable over terms from 5 to 15 years.

Item 7A: Quantitative and Qualitative Disclosures About Market Risk.

The Trust's primary market risk exposure relates to changes in interest rates related to its notes receivable. To limit the impact of interest rate changes, the Trust enters into fixed rate notes receivable that approximate the current interest rate for land sales at the time. As a result, the Trust's only interest rate risk is the opportunity loss should interest rates increase. The following table summarizes expected maturities of the Trust's notes receivable. As the interest rates represent rates which management believes are current rates on similar land sales, the Trust believes the fair values of its notes receivable approximate the carrying amounts.

Year Ending December 31	Maturity
2009	$ 1,263,871
2010	1,345,621
2011	1,400,104
2012	1,495,318
2013	1,573,950
Thereafter	10,577,363
	$ 17,656,227

The Trust's remaining financial instruments consist of cash, U.S. Treasury Bills, certificates of deposit, temporary cash investments and accounts payable and other liabilities and the carrying amounts of these instruments approximate fair value due to the short-term nature of these instruments.

Item 8: Financial Statements and Supplementary Data.

See the Index to Financial Statements included in Item 15. The Financial Statements listed therein are incorporated herein by reference to pages F-1 through F-19 of this Report on Form 10-K.

Item 9: Changes in and Disagreements With Accountants on Accounting and Financial Disclosure.

Not applicable.

Item 9A: Controls and Procedures.

(a) Disclosure Controls and Procedures.

Pursuant to Rule 13a-15 under the Exchange Act, management of the Trust under the supervision and with the participation of Roy Thomas, the Trust's Chief Executive Officer, and David M. Peterson, the Trust's Chief Financial Officer, carried out an evaluation of the effectiveness of the design and operation of the Trust's disclosure controls and procedures as of the end of the Trust's fiscal year covered by this Report on Form 10-K. Based upon that evaluation, Mr. Thomas and Mr. Peterson concluded that the Trust's disclosure controls and procedures are effective in timely alerting them to material information relating to the Trust required to be included in the Trust's periodic SEC filings.

(b) Management's Report on Internal Control over Financial Reporting

Management of the Trust is responsible for establishing and maintaining adequate internal control over financial reporting, as defined in Rule 13a-15(f) under the Exchange Act. Management has assessed the effectiveness of the Trust's internal control over financial reporting as of December 31, 2008 using the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in *Internal Control-Integrated Framework*. Based on that assessment, management believes that the Trust's internal control over financial reporting was effective as of December 31, 2008.

(c) Attestation Report of Registered Public Accounting Firm.

The Trust's independent registered public accountants have issued an audit report on the Trust's internal control over financial reporting. This audit report appears on page F-1 of this Report.

(d) Changes in Internal Control over Financial Reporting

There were no changes in the Trust's internal control over financial reporting during the fourth quarter of 2008 that have materially affected, or are reasonably likely to materially affect, the Trust's internal control over financial reporting.

Item 9B: Other Information.

Not applicable.

PART III

Item 10: Directors, Executive Officers and Corporate Governance.

(a) Trustees:

Name	**Age**	**Position and Offices Held With Registrant**	**Period During Which Person Has Served in Office**
Maurice Meyer III	73	Trustee, Chairman of the Trustees and Chairman of Audit Committee	Trustee since February 28, 1991; Chairman of Trustees since May 28, 2003.
John R. Norris III	55	Trustee	Trustee since June 7, 2000.
James K. Norwood	67	Trustee and Member of Audit Committee	Trustee since June 14, 2006.

(b) Executive Officers:

Name	**Age**	**Position and Offices Held With Registrant**	**Period During Which Person Has Served in Office**
Roy Thomas	62	General Agent, Chief Executive Officer and Secretary	General Agent and Secretary of the Trust since January 1, 1995 and Chief Executive Officer since November 12, 2002. Mr. Thomas had previously served as Assistant General Agent from December 1, 1992 through December 31, 1994.
David M. Peterson	43	Assistant General Agent and Chief Financial Officer	Assistant General Agent since January 1, 1997 and Chief Financial Officer since November 12, 2002.

The Trustees hold office until their death, resignation or disqualification. The General Agent, Chief Executive Officer and Secretary and the Assistant General Agent and Chief Financial Officer hold office until their death, resignation, discharge or retirement pursuant to the Texas Pacific Land Trust Revised Employees' Pension Plan. No executive officer was selected to be an officer pursuant to any arrangement or understanding between him and any other person or persons other than the Trustees acting solely in their capacity as such.

(c) Certain Significant Employees. The Trust does not employ any person who is not an executive officer who makes or is expected to make significant contributions to the business of the Trust.

(d) Family Relations. There are no family relationships among any of the Trustees and executive officers of the Trust.

(e) Business Experience.

Name of Trustee or Executive Officer	Principal Occupation or Employment During the Past Five Years
Maurice Meyer III	Former Vice Chairman of Henderson Brothers; personal investments
John R. Norris III	Attorney; Calloway, Norris, Burdette & Weber, Dallas, Texas
James K. Norwood	Licensed Real Estate Appraiser; James K. Norwood, Inc.
Roy Thomas	General Agent, Chief Executive Officer and Secretary of Texas Pacific Land Trust
David M. Peterson	Assistant General Agent and Chief Financial Officer of Texas Pacific Land Trust

(f) Involvement in Certain Legal Proceedings. During the past five years, no Trustee or executive officer has been involved in any event reportable under this caption.

(g) Promoters and Control Persons. Not applicable.

Section 16(a) Beneficial Ownership Reporting Compliance

Mr. Norwood filed one Statement of Changes of Beneficial Ownership of Securities on Form 4 late. The form was due no later than the second business day following Mr. Norwood's purchase of 300 Sub-share certificates on October 8, 2008, but was not filed until March 4, 2009.

Code of Ethics

The Trust has adopted a code of ethics applicable to its chief executive officer, chief financial officer and certain other employees. The Trust will provide a copy of the code of ethics free of charge to any person upon written request addressed to: Texas Pacific Land Trust, 1700 Pacific Avenue, Suite 2770, Dallas, Texas 75201, Attention: General Agent.

Changes in Procedures Regarding Nomination of Trustees

There have been no material changes to the procedures by which security holders may recommend nominees to the Trust's Board of Trustees.

Audit Committee

The Trust has a standing Audit Committee of its Board of Trustees. The current members of the Audit Committee are Messrs. Meyer and Norwood.

Audit Committee Financial Expert

The Board of Trustees has determined that no current member of the Board of Trustees serving on the Trust's Audit Committee would meet the requirements of the definition of "audit committee financial expert" set forth in the applicable rules of the SEC. The terms of the Trust, which was established in 1888, and governing law would require an amendment of the Trust in order to add new Trustees who would satisfy the requirements of the definition. Any amendment of the Trust to do so would necessarily involve judicial proceedings and an expensive time-consuming process with no assurance that an individual meeting the requirements of the definition, who would be willing to serve as Trustee given the modest compensation offered ($2,000 per annum, $4,000 per annum for the Chairman), could be located. The Audit Committee consists of two independent Trustees, each of whom has been determined by the Board of Trustees to be qualified, in their judgment, to monitor the performance of management, the Trust's internal accounting operations and the independent auditors and to be qualified to monitor the disclosures of the Trust. In addition, the Audit Committee has the ability to retain its own independent accountants, attorneys and other advisors, whenever it deems appropriate, to advise it. As a result, the Board of Trustees believes that the time and expense involved in an amendment of the Trust, with no assurance that an individual meeting the requirements of the definition of "audit committee financial expert" could be persuaded to become a member of the Board of Trustees, would not be in the best interests of the Trust at this time.

Item 11: Executive Compensation.

Compensation Discussion and Analysis

The Trust's compensation programs are designed to reward the performance of the Named Executive Officers in achieving the Trust's primary goals of protecting and maintaining the assets of the Trust. The compensation program consists principally of a salary and an annual cash bonus. Salaries are reviewed annually and the amount of the cash bonus is determined by the Nominating, Compensation and Governance Committee of the Trustees based upon an evaluation of the Named Executive Officer's performance against the goals and objectives of the Trust.

The Trust has not incorporated equity-related or other long-term compensation elements in its compensation programs. The Declaration of Trust pursuant to which the Trust was created empowers the Trustees to use the lands originally contributed to the Trust either to pay dividends to the certificate holders or to repurchase and cancel outstanding certificates. In view of that general directive to the Trustees, the issuance of equity to executive officers has not been made a part of the Trust's compensation program.

As part of its compensation program the Trust maintains both a qualified defined benefit pension plan and a qualified defined contribution plan which are both available to employees generally, as well as the Named Executive Officers. These plans are designed to assist employees in planning adequately for their retirement.

The Nominating, Compensation and Governance Committee has the sole authority to determine the compensation of the General Agent and Chief Executive Officer of the Trust. The Committee obtains and considers recommendations from the General Agent in connection with its review and approval of the annual compensation, including the amount of annual bonus, paid to the Assistant General Agent and Chief Financial Officer.

Summary Compensation Table

The following table sets forth information concerning compensation for services in all capacities awarded to, earned by, or paid to, the Trust's Chief Executive Officer and its Chief Financial Officer, who are its only executive officers (collectively, the "Named Executive Officers"):

Name and Position	Year	Salary ($)	Bonus ($)	Change in Actuarial Present Value of Accumulated Benefits ($)(1)	All Other Compensation ($)(2)(3)	Total ($)
Roy Thomas	2008	$ 192,917	$ 20,000	$ 71,421	$ 11,575	$ 295,913
General Agent, Chief	2007	$ 187,917	$ 20,000	$ 84,311	$ 11,275	$ 303,503
Executive Officer	2006	$ 180,625	$ 23,000	$ 42,959	$ 10,838	$ 257,422
and Secretary						
David M. Peterson	2008	$ 131,833	$ 10,000	$ 12,699	$ 7,910	$ 162,442
Assistant General	2007	$ 127,833	$ 10,000	$ 11,138	$ 7,670	$ 156,641
Agent and Chief	2006	$ 120,625	$ 12,500	$ 6,111	$ 7,238	$ 146,474
Financial Officer						

(1) Represents the aggregate change in the actuarial present value of the Named Executive Officer's accumulated benefit under all defined benefit and actuarial pension plans (including supplemental plans) from the pension plan measurement date used for financial statement reporting purposes with respect to the Trust's audited financial statements for the prior completed fiscal year to the pension plan measurement date used for financial statement reporting purposes with respect to the Trust's audited financial statements for the covered fiscal year.

(2) Represents contributions by the Trust to the account of the Named Executive Officer under the Trust's defined contribution retirement plan.

(3) The aggregate value of the perquisites and other personal benefits, if any, received by the named Executive Officer for all years presented have not been reflected in the table because the amount was below the Securities and Exchange Commission's $10,000 threshold for disclosure.

Pension Benefits

Name	Plan Name	Number of Years Credited Service	Actuarial Present Value of Accumulated Benefit ($)	Payments during Last Fiscal Year
Roy Thomas	Texas Pacific Land Trust Revised Employee's Pension Plan	22.0	$535,496	$ 0
David M. Peterson	Texas Pacific Land Trust Revised Employee's Pension Plan	13.5	$67,417	$ 0

The Texas Pacific Land Trust Revised Employees' Pension Plan is a noncontributory defined benefit pension plan qualified under Section 401 of the Internal Revenue Code in which the employees, excluding the Trustees, participate. The remuneration covered by the Plan is Salary. The Plan provides a normal retirement benefit equal to 1.5% of a participant's average Salary for the last five years prior to retirement for each year of Credited Service under the Plan. Credited Service is earned from the participant's date of membership in the Plan, which is generally not the participant's date of hire by the Trust. For information concerning the valuation method and material assumptions used in quantifying the present value of the Named Executive Officers' current accrued benefits, see Note 5 of the Notes to Financial Statements incorporated by reference in Item 8 of this Report.

As of December 31, 2008, the annual accrued normal retirement benefits are estimated to be $59,881 and $23,974 for Mr. Thomas and Mr. Peterson, respectively.

The Plan provides for early retirement after 20 years of service with the Trust. Early retirement benefits are calculated in the same manner as the normal retirement benefit, but are reduced by 1/15 for each of the first five years and 1/30 for each of the next five years that benefits commence prior to normal retirement. If benefits commence more than 10 years prior to normal retirement, the early retirement benefit payable at age 55 is reduced actuarially for the period prior to age 55. The annual early retirement benefit payable to Mr. Thomas as of January 1, 2009 is estimated to be $48,903. Mr. Peterson is not currently eligible for an early retirement benefit.

Trustee Compensation Table

Name	Fees Earned or Paid in Cash ($) (1)	Total ($)
Maurice Meyer III	$4,000	$4,000
John R. Norris III	$2,000	$2,000
James K. Norwood	$2,000	$2,000

(1) As Chairman, Mr. Meyer receives $4,000 annually for his services as Chairman of the Trustees. Each of the other Trustees receives $2,000 annually for his services as such.

Employment Agreements

The Trust is not a party to any employment agreements with any of its Named Executive Officers. There is no compensation plan or arrangement with respect to any individual named in the Summary Compensation Table that results, or will result, from the resignation, retirement or any other termination of such individual's employment or from a change in control of Texas Pacific or from a change in the individual's responsibilities following a change in control of Texas Pacific.

Compensation Committee Interlocks and Insider Participation

Each of the Trustees is a member of the Nominating, Compensation and Governance Committee of the Trustees. None of the Trustees is, or has been in the past, an officer or employee of the Trust. None of the Trustees had any relationship requiring disclosure by the Trust pursuant to Item 404 of Regulation S-K. There are no interlocking relationships requiring disclosure by the Trust pursuant to Item 407(e)(4)(iii) of Regulation S-K.

Compensation Committee Report

The Nominating, Compensation and Governance Committee has reviewed and discussed the Compensation Discussion and Analysis section of this Item 11 and, based on such review and discussion, recommended that it be included in this Report.

Maurice Meyer III
John R. Norris III
James K. Norwood

Item 12: Security Ownership of Certain Beneficial Owners and Management and Related Security Holder Matters.

The Trust does not maintain any compensation plans (or individual compensation arrangements) under which equity securities of the Trust are authorized for issuance.

(a) Security Ownership of Certain Beneficial Owners The following table sets forth information as to all persons known to the Trust, as of February 28, 2009, to be the beneficial owner of more than 5% of the Trust's voting securities (Certificates of Proprietary Interest and Sub-share Certificates). The Certificates of Proprietary Interest and Sub-share Certificates are freely interchangeable in the ratio of one Certificate of Proprietary Interest for 3,000 Sub-shares or 3,000 Sub-shares for one Certificate of Proprietary Interest, and are deemed to constitute a single class.

Name and Address	Number of Securities Beneficially Owned	Type of Securities	Percent of Class
Kinetics Asset Management, Inc. (1) 470 Park Avenue South 4th Floor South New York, NY 10016	1,177,306	Sub-share certificates	11.4%
Horizon Asset Management, Inc. (2) 470 Park Avenue South 4th Floor South New York, NY 10016	551,923	Sub-share certificates	5.25%
Donald W. Hodges (3) 2905 Maple Ave. Dallas, TX 75201	540,055	Sub-share certificates	5.21%
Select Equity Group (4) 380 Lafayette Street, 6th floor New York, NY 10003	971,471	Sub-share certificates	9.41%

(1) The information set forth herein with respect to the securities beneficially owned by Kinetics Asset Management, Inc. ("Kinetics") is based on a Schedule 13G filed by Kinetics, dated February 17, 2009. The Schedule 13G indicates that Kinetics is an investment advisor and that the Sub-share certificates were not acquired and are not held for the purpose of, or with the effect of, changing or influencing the control of the Trust and are not held in connection with, or as a participant in, any transaction having that purpose or effect. The Schedule 13G states that Kinetics has sole voting and dispositive power with respect to all of the Sub-shares reported.

(2) The information set forth herein with respect to the securities beneficially owned by Horizon Asset Management, Inc. ("Horizon") is based on a Schedule 13G filed by Horizon, dated March 10, 2008. The Schedule 13G indicates that Horizon is an investment advisor and that the Sub-share certificates were not acquired and are not held for the purpose of, or with the effect of, changing or influencing the control of the Trust and are not held in connection with, or as a participant in, any transaction having that purpose or effect. The Schedule 13G states that Horizon has sole voting and dispositive power with respect to all of the Sub-shares reported.

(3) The information set forth is based on a joint filing on Schedule 13G made on February 13, 2009 by Donald W. Hodges ("Hodges"), First Dallas Holdings, Inc. ("Holdings"), First Dallas Securities, Inc. ("Securities"), Hodges Capital Management, Inc. ("HCM"), Hodges

Fund ("HF") and Hodges Small Cap Fund ("HSCF"). According to the filing, (i) Hodges shares voting power with respect to 403,700 of the Sub-share certificates and shares dispositive power with respect to 540,055 of the Sub-share certificates, (ii) Holdings shares voting power with respect to 403,700 of the Sub-share certificates and shares dispositive power with respect to 540,055 of the Sub-share certificates, (iii) Securities shares dispositive power with respect to 28,015 of the Sub-share certificates, (iv) HCM shares voting power with respect to 403,700 of the Sub-share certificates and shares dispositive power with respect to 512,040 of the Sub-share certificates, (v) HF shares voting and dispositive power with respect to 373,700 of the Sub-share certificates, and (vi) HSCF shares voting and dispositive power with respect to 30,000 of the Sub-share certificates. The Schedule 13G indicates that (A) Securities is a broker-dealer and an investment adviser, (B) HCM is an investment adviser, (C) HF is an investment company and (D) HSCF is an investment company. The Schedule 13G further indicates that Hodges is the sole owner of Holdings and that Holdings is the parent holding company of Securities, HCM, HF and HSCF. The filing indicates that the Sub-share certificates were not acquired and are not held for the purpose of, or with the effect of, changing or influencing the control of the Trust and are not held in connection with, or as a participant in, any transaction having that purpose or effect.

(4) The information set forth is based on a joint filing on Schedule 13G made on February 17, 2009 by Select Equity Group, Inc. ("Select Equity"), Select Offshore Advisors, LLC ("Select Offshore") and George S. Loening ("Loening"). According to the Schedule 13G, (i) Select Equity has sole voting power and sole dispositive power with respect to 563,497 of the Sub-share certificates, (ii) Select Offshore has sole voting and sole dispositive power with respect to 407,974 of the Sub-share certificates and (iii) Loening has sole voting and sole dispositive power with respect to all of the Sub-share certificates. According to the Schedule 13G, Loening is the controlling shareholder of Select Equity and the Manager of Select Offshore and has the power to vote and to direct the voting of, and the power to dispose and to direct the disposition of, all of the Sub-share certificates held by Select Equity and Select Offshore. The filing indicates that the Sub-share certificates were not acquired and are not held for the purpose of, or with the effect of, changing or influencing the control of the Trust and were not acquired and are not held in connection with, or as a participant in, any transaction having that purpose or effect.

(b) Security Ownership of Management: The following table sets forth information as to equity securities (Certificates of Proprietary Interest and Sub-share Certificates) beneficially owned directly or indirectly by all Trustees, naming them, and by all Trustees and executive officers of the registrant, as a group:

Title and Class (1)	**Name of Beneficial Owner**	**Amount and Nature of Ownership on February 28, 2009**	**Percent of Class**
Sub-share certificates:	Maurice Meyer III	74,750(2)	*
Sub-share certificates:	John R. Norris III	1,000	*
Sub-share certificates:	James K. Norwood	1,300	*

Title and Class (1)	Name of Beneficial Owner	Amount and Nature of Ownership on February 28, 2009	Percent of Class
Sub-share certificates:	Roy Thomas	1,000	*
Sub-share certificates:	David M. Peterson	--	--
Sub-share certificates:	All Trustees and Officers as a Group	78,050	.76%

*Indicates ownership of less than 1% of the class.

(1) The Certificates of Proprietary Interest and Sub-share Certificates are freely interchangeable in the ratio of one Certificate of Proprietary Interest for 3,000 Sub-shares or 3,000 Sub-shares for one Certificate of Proprietary Interest, and are deemed to constitute a single class. The figures set forth in the table represent Sub-share certificates. On February 28, 2009, no Trustee or executive officer was the beneficial owner, directly or indirectly, of any Certificates of Proprietary Interest.

(2) Does not include 11,500 Sub-shares owned by the wife of Mr. Meyer in which Mr. Meyer disclaims any beneficial ownership.

(c) Changes in Control. Texas Pacific has no knowledge of any arrangement that may result in any change of control of the Trust.

Item 13: Certain Relationships and Related Transactions, and Director Independence.

(a) Transactions with Related Persons. There are no reportable transactions or currently proposed transactions between Texas Pacific and any Trustee or executive officer of Texas Pacific or any security holder of Texas Pacific or any member of the immediate family of any of the foregoing persons.

(b) Review, Approval or Ratification of Transactions with Related Persons. Transactions with Trustees, executive officers or five percent or greater stockholders, or immediate family members of the foregoing, which might require disclosure pursuant to paragraph (a), above, would be subject to review, approval or ratification by the Nominating, Compensation and Governance Committee of the Trustees. That Committee is composed of all of the Trustees. The Committee's charter empowers it to review any transactions, including loans, which may confer any benefit upon any Trustee, executive officer or affiliated entity to confirm compliance with the Trust's Code of Conduct and Ethics and applicable law. The Committee has not adopted specific standards for evaluating such transactions beyond that mentioned above, because it is the sense of the Trustees that the activities and procedures of the Committee should remain flexible so that it may appropriately respond to changing circumstances.

(c) Transactions with Promoters. Not applicable.

(d) Independence. Each Trustee is an "independent director" within the meaning of the applicable rules of the New York Stock Exchange. Each member of the Audit and the Nominating, Compensation and Governance Committees of the Trustees is "independent" within the meaning of the applicable committee independence standards of the New York Stock Exchange.

Item 14: Principal Accountant Fees and Services.

All professional services rendered by Lane Gorman Trubitt, L.L.P. ("Lane Gorman Trubitt") during 2008 and 2007 were furnished at customary rates. A summary of the fees which Lane Gorman Trubitt billed the Trust for services provided in 2008 and 2007 is set forth below:

Audit Fees. Lane Gorman Trubitt billed the Trust approximately $73,850 in 2008 and $69,950 in 2007 in connection with its audits of the financial statements and internal controls over financial reporting of the Trust in 2008 and 2007.

Audit-Related Fees. Lane Gorman Trubitt did not bill the Trust any amount for audit-related services in either 2008 or 2007 not included in "Audit Fees", above.

Tax Fees. Lane Gorman Trubitt did not bill the Trust for any tax fees in 2008 or 2007.

Other Fees. Lane Gorman Trubitt did not bill the Trust any other fees in either 2008 or 2007.

The Audit Committee has established a policy requiring approval by it of all fees for audit and non-audit services to be provided by the Trust's independent registered public accountants, prior to commencement of such services. Consideration and approval of fees generally occurs at the Committee's regularly scheduled meetings or, to the extent that such fees may relate to other matters to be considered at special meetings, at those special meetings.

None of the fees described above under the captions "Audit-Related Fees," "Tax Fees" and "Other Fees" were approved by the Committee pursuant to the "de minimis" exception set forth in Rule 2-01(c)(7)(i)(C) under SEC Regulation S-X.

NYSE Certification

Roy Thomas, General Agent and Chief Executive Officer, has certified to the NYSE, pursuant to Section 303A.12 of the NYSE's Listed Company Manual, that he is unaware of any violation by us of the NYSE's corporate governance listing standards.

PART IV

Item 15: Exhibits and Financial Statement Schedules.

(a) Financial Statements.

The following financial statements are filed as a part of this Report on Form 10-K and appear on pages F-1 through F-19 hereof:

Report of Independent Registered Public Accounting Firm

Balance Sheets – December 31, 2008 and 2007

Statements of Income – Years Ended December 31, 2008, 2007 and 2006

Statements of Net Proceeds from All Sources – Years Ended December 31, 2008, 2007 and 2006

Statements of Cash Flows – Years Ended December 31, 2008, 2007 and 2006

Notes to Financial Statements

All schedules have been omitted because the required information is contained in the financial statements or related notes, or is not applicable or immaterial.

(b) Exhibits.

The exhibits listed in the accompanying index to exhibits are filed or incorporated by reference as part of this Report on Form 10-K.

(c) Not applicable.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized, on the 16th day of March, 2009.

TEXAS PACIFIC LAND TRUST

By: /s/ Roy Thomas

Roy Thomas
General Agent, Chief Executive
Officer and Secretary

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities indicated on the 16th day of March, 2009.

Signature	**Title(s)**
/s/ Roy Thomas Roy Thomas	General Agent, Chief Executive Officer and Secretary (Principal Executive Officer)
/s/ David M. Peterson David M. Peterson	Assistant General Agent and Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)
/s/ Maurice Meyer III Maurice Meyer III	Chairman of the Trustees
/s/ John R. Norris III John R. Norris III	Trustee
/s/ James K. Norwood James K. Norwood	Trustee

Item 15(a): Financial Statements.

Table of Contents

	Page
Report of Independent Registered Public Accounting Firm	F-1
Balance Sheets – December 31, 2008 and 2007	F-3
Statements of Income – Years Ended December 31, 2008, 2007 and 2006	F-4
Statements of Net Proceeds From All Sources – Years Ended December 31, 2008, 2007 and 2006	F-5
Statements of Cash Flows – Years Ended December 31, 2008, 2007 and 2006	F-6
Notes to Financial Statements	F-7

All schedules have been omitted because the required information is contained in the financial statements or related notes, or is not applicable or immaterial.

Report of Independent Registered Public Accounting Firm

To the Trustees and Certificate Holders
Texas Pacific Land Trust

We have audited the accompanying balance sheets of Texas Pacific Land Trust (the "Trust") as of December 31, 2008 and 2007 and the related statements of income, net proceeds from all sources, and cash flows for each of the years in the three-year period ended December 31, 2008. We also have audited the Trust's internal control over financial reporting as of December 31, 2008, based on criteria established in *Internal Control – Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO"). The Trust's management is responsible for these financial statements, for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying Management's Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on these financial statements and an opinion on the Trust's internal control over financial reporting based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement and whether effective internal control over financial reporting was maintained in all material respects. Our audits of the financial statements included examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

A trust's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A trust's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the trust; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Trust are being made only in accordance with authorizations of management and trustees of the Trust; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Trust's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the Trust as of December 31, 2008 and 2007, and the results of its operations and its cash flows for each of the years in the three-year period ended December 31, 2008, in conformity with accounting principles generally accepted in the United States of America. Also in our opinion, the Trust maintained, in all material respects, effective internal control over financial reporting as of December 31, 2008, based on criteria established in *Internal Control – Integrated Framework* issued by COSO.

/s/ Lane Gorman Trubitt, L.L.P.

Dallas, Texas
February 26, 2009

TEXAS PACIFIC LAND TRUST
BALANCE SHEETS
December 31, 2008 and 2007

ASSETS	2008	2007
Cash and cash equivalents	$ 9,654,379	$ 10,153,202
Accrued receivables	1,172,281	1,540,341
Other assets	79,986	82,373
Prepaid Federal income taxes	982,350	62,914
Notes receivable for land sales ($1,263,871 due in 2009 and $1,339,550 due in 2008) (note 2)	17,656,227	19,625,622
Water wells, leasehold improvements, furniture, and equipment – at cost less accumulated depreciation	78,307	108,731
Real estate acquired (notes 2 and 4)	1,161,504	1,083,552
Real estate and royalty interests assigned through the 1888 Declaration of Trust, no value assigned (note 2):		
Land (surface rights) situated in twenty counties in Texas – 952,455 acres in 2008 and 954,660 acres in 2007	—	—
Town lots in Loraine and Morita, Texas – 541 lots in 2008 and 628 lots in Iatan, Loraine and Morita, Texas in 2007	—	—
1/16 nonparticipating perpetual royalty interest in 386,987.70 acres	—	—
1/128 nonparticipating perpetual royalty interest in 85,413.60 acres	—	—
Total assets	$ 30,785,034	$ 32,656,735

LIABILITIES AND CAPITAL	2008	2007
Accounts payable and accrued expenses	$ 786,848	$ 1,142,444
Other taxes payable	201,863	75,100
Unearned revenue (note 2)	438,374	413,811
Deferred taxes (note 6)	5,141,275	5,964,844
Pension plan liability	692,002	170,997
Total liabilities	7,260,362	7,767,196
Capital (notes 1, 2 and 8):		
Certificates of Proprietary Interest, par value $100 each; Outstanding 0 Certificates	—	—
Sub-share Certificates in Certificates of Proprietary Interest, par value $.03 1/3 each; outstanding 10,206,146 Sub-shares in 2008 and 10,488,375 Sub-shares in 2007	—	—
Other comprehensive income (loss)	(629,075)	(257,842)
Net proceeds from all sources	24,153,747	25,147,381
Total capital	23,524,672	24,889,539
Total liabilities and capital	$ 30,785,034	$ 32,656,735

See accompanying notes to financial statements.

TEXAS PACIFIC LAND TRUST
STATEMENTS OF INCOME
Years Ended December 31, 2008, 2007 and 2006

	2008	2007	2006
Income:			
Oil and gas royalties	$ 13,694,843	$ 10,022,709	$ 8,773,512
Grazing lease rentals	482,193	479,908	484,759
Land sales	823,440	1,932,664	8,201,447
Interest income from notes receivable	1,361,364	1,464,249	1,349,909
Easements and sundry income	2,934,426	1,565,581	3,651,571
	19,296,266	15,465,111	22,461,198
Expenses:			
Taxes, other than income taxes	898,619	702,391	659,305
Salaries and related employee benefits	890,077	890,843	892,372
General expense, supplies, and travel	572,947	579,690	555,367
Basis in real estate sold	—	693,455	3,374,023
Legal and professional fees	1,313,600	1,047,019	617,266
Depreciation	36,803	35,999	37,134
Trustees' compensation	8,000	8,000	8,000
	3,720,046	3,957,397	6,143,467
Operating income	15,576,220	11,507,714	16,317,731
Interest income earned from investments	228,746	370,000	561,284
Income before income taxes	15,804,966	11,877,714	16,879,015
Income taxes (note 6):			
Current	5,488,866	4,114,374	5,527,613
Deferred	(623,673)	(486,348)	(218,460)
	4,865,193	3,628,026	5,309,153
Net income	$ 10,939,773	$ 8,249,688	$ 11,569,862
Net income per Sub-share Certificate	$ 1.06	$ 0.78	$ 1.08

See accompanying notes to financial statements.

TEXAS PACIFIC LAND TRUST
STATEMENTS OF NET PROCEEDS FROM ALL SOURCES
Years Ended December 31, 2008, 2007 and 2006

	Sub-share Certificates of Proprietary Interest	Accumulated Other Comprehensive Income (Loss)	Net Proceeds From All Sources	Total
Balances at December 31, 2005	10,792,875	$ —	$ 24,613,670	$ 24,613,670
Net income	—	—	11,569,862	11,569,862
Provision for unfunded pension status; adopted SFAS No. 158, net of income taxes of $(181,348)	—	(336,788)	—	(336,788)
Total comprehensive income	—	—	—	$ 11,233,074
Cost of 180,000 Sub-share Certificates in Certificates of Proprietary Interest purchased and cancelled	(180,000)	—	(5,534,661)	(5,534,661)
Dividends paid – $.55 per Sub-share Certificate	—	—	(5,872,681)	(5,872,681)
Balances at December 31, 2006	10,612,875	(336,788)	24,776,190	24,439,402
Net income	—	—	8,249,688	8,249,688
Amortization of net actuarial costs and prior service costs, net of income taxes of $11,042	—	20,506	—	20,506
Net actuarial gain on pension plan, net of income taxes of $31,468	—	58,440	—	58,440
Total comprehensive income	—	—	—	$ 8,328,634
Cost of 124,500 Sub-share Certificates in Certificates of Proprietary Interest purchased and cancelled	(124,500)	—	(6,181,717)	(6,181,717)
Dividends paid - $.16 per Sub-share Certificate	—	—	(1,696,780)	(1,696,780)
Balances at December 31, 2007	10,488,375	(257,842)	25,147,381	24,889,539
Net income	—	—	10,939,773	10,939,773
Amortization of net actuarial costs and prior service costs, net of income taxes of $6,426	—	11,936	—	11,936
Net actuarial loss on pension plan, net of income taxes of $(206,322)	—	(383,169)	—	(383,169)
Total comprehensive income	—	—	—	$ 10,568,540
Cost of 282,229 Sub-share Certificates in Certificates of Proprietary Interest purchased and cancelled	(282,229)	—	(10,048,739)	(10,048,739)
Dividends paid - $.18 per Sub-share Certificate	—	—	(1,884,668)	(1,884,668)
Balances at December 31, 2008	10,206,146	$ (629,075)	$ 24,153,747	$ 23,524,672

See accompanying notes to financial statements.

TEXAS PACIFIC LAND TRUST
STATEMENTS OF CASH FLOWS
Years Ended December 31, 2008, 2007 and 2006

	2008	2007	2006
Cash flows from operating activities:			
Net income	$ 10,939,773	$ 8,249,688	$ 11,569,862
Adjustments to reconcile net income to net cash provided by operating activities:			
Deferred taxes	(823,569)	(443,838)	(399,808)
Depreciation and amortization	36,803	35,999	37,134
Changes in operating assets and liabilities:			
Accrued receivables and other assets	370,447	(375,940)	188,628
Prepaid Federal income taxes	(919,436)	(276,694)	442,350
Notes receivable for land sales	1,969,395	1,176,510	(1,718,284)
Real estate acquired	(77,952)	693,455	61,318
Accounts payable, accrued expenses and other liabilities	(54,498)	475,614	186,163
Net cash provided by operating activities	11,440,963	9,534,794	10,367,363
Cash flows from investing activities:			
Purchase of fixed assets	(6,379)	(27,272)	(62,828)
Net cash used in investing activities	(6,379)	(27,272)	(62,828)
Cash flows from financing activities:			
Purchase of Sub-share Certificates in Certificates of Proprietary Interest	(10,048,739)	(6,181,717)	(5,534,661)
Dividends paid	(1,884,668)	(1,696,780)	(5,872,681)
Net cash used in financing activities	(11,933,407)	(7,878,497)	(11,407,342)
Net increase (decrease) in cash and cash equivalents	(498,823)	1,629,025	(1,102,807)
Cash and cash equivalents, beginning of period	10,153,202	8,524,177	9,626,984
Cash and cash equivalents, end of period	$ 9,654,379	$ 10,153,202	$ 8,524,177

See accompanying notes to financial statements.

(1) Nature of Operations

Texas Pacific Land Trust (Trust) was organized under a Declaration of Trust, dated February 1, 1888, to receive and hold title to extensive tracts of land in the State of Texas, previously the property of the Texas and Pacific Railway Company, and to issue transferable Certificates of Proprietary Interest pro rata to the original holders of certain debt securities of the Texas and Pacific Railway Company.

The Trust is organized to manage land, including royalty interests, for the benefit of its owners. The Trust's income is derived primarily from land sales, oil and gas royalties, grazing and sundry leases, interest on notes receivable, and interest on investments.

(2) Summary of Significant Accounting Policies

(a) Basis of Presentation

These financial statements are presented in accordance with accounting principles generally accepted in the United States of America. The most significant accounting policies include the valuation of real estate and royalty interests assigned through the 1888 Declaration of Trust and revenue recognition policies.

(b) Use of Estimates

The preparation of financial statements in accordance with the accounting principles generally accepted in the United States of America requiresmanagement to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of income and expenses during the reporting period. Actual results could differ from those estimates.

(c) Revenue Recognition

Oil and gas royalties

Oil and gas royalties (royalties) are received in connection with royalty interests owned by the Trust. Royalties are recognized as revenue when crude oil and gas products are removed from the respective mineral reserve locations. Royalty payments are generally received one to three months after the crude oil and gas products are removed. An accrual is included in accrued receivables for amounts not received during the month removed based on historical trends.

The Trust has analyzed public reports of drilling activities by the oil companies with which it has entered into royalty interest leases in an effort to identify unpaid royalties associated with royalty interests owned by the Trust. Rights to certain royalties believed by the Trust to be due and payable may be subject to dispute with the oil company involved as a result of disagreements with respect to drilling and related engineering information. Disputed royalties are recorded when these contingencies are resolved. The Trust received income of $24,080, $288,634, and $4,000 in 2008, 2007 and 2006, respectively, related to past production due to settlements of claims for unpaid oil and gas royalties.

Grazing lease rentals

The Trust leases land to the ranching industry for grazing purposes. Lease income is recognized when earned. These leases generally require fixed annual payments and terms range from three to five years. Lease cancellations are allowed. Advance lease payments are deferred (unearned revenue) and amortized over the appropriate accounting period. Lease payments not paid are recorded as accrued receivables.

Land sales

Income is recognized on land sales during the periods in which such sales are closed and sufficient amounts of cash down payments are received using the full accrual method of gain recognition. For income tax purposes, land sales are recognized on the installment method. The sales price of land sales are reflected as income and the cost (basis) of the respective parcels of land are reflected as expenses as these parcels of land are not primarily held as income-producing "operating" properties.

Interest income from notes receivable

Interest income is recognized when earned, using the simple interest method. Accrued interest not received is reflected in accrued receivables.

Easements and sundry income

Easement contracts represent contracts which permit companies to install pipe lines, pole lines and other equipment on land owned by the Trust. Easement income is recognized when the Trust receives a signed contract and when the Trust makes available the respective parcel of land to the grantee.

Sundry income represents sundry (diverse) leasing arrangements to companies in a wide array of industries, including: agricultural, oil and gas, construction, wind power, and other industries. Lease income is recognized when earned. These leases generally require fixed annual payments or royalties. Lease terms generally range from month-to-month arrangements to ten years. Lease cancellations are allowed.

Advance lease payments are deferred and amortized over the appropriate accounting period. Lease payments not paid are included in accrued receivables.

(d) Statements of Cash Flows

Cash and cash equivalents consist of U. S. Treasury Bills, certificates of deposit, bank deposit and savings accounts. The Trust considers all highly liquid debt instruments with original maturities of three months or less to be cash equivalents. The Trust maintains its cash and cash equivalents in large financial institutions. The Trust monitors the credit quality of these institutions and does not anticipate any losses.

Cash disbursed for income taxes in 2008, 2007 and 2006 was $6,408,302, $4,391,068, and $5,129,000, respectively. New loans made by the Trust in connection with land sales amounted to $394,000, $126,800, and $4,834,897 for the years ended December 31, 2008, 2007 and 2006, respectively.

(e) Accrued Receivables

Accrued receivables consist primarily of amounts due under oil and gas royalty leases and unpaid interest on notes receivable for land sales. Accrued receivables are reflected at their net realizable value based on historical royalty and interest receipt information and other factors anticipated to affect valuation. A valuation allowance is recorded if amounts expected to be received are considered impaired. No allowance was considered necessary at December 31, 2008 and 2007.

(f) Depreciation

Provision for depreciation of depreciable assets is made by charges to income at straight-line and accelerated rates considered to be adequate to amortize the cost of such assets over their useful lives, which generally range from three to five years. Accumulated depreciation as of December 31, 2008 and 2007 is $398,528 and $388,503, respectively.

(g) Notes Receivable for Land Sales

Notes receivable for land sales (notes receivable) consists of installment notes received as partial payment on land sales and are reflected at the principal amounts due net of an allowance for loan losses, if any. The Trust generally receives cash payments on land sales of 25% or more. Thereafter, annual principal and interest payments are required by the Trust. Notes receivable bear interest rates ranging from 7.0% to 9.0% as of December 31, 2008 and are secured by first lien deeds of trust on the properties sold. The weighted average interest rate is 7.2% as of December 31, 2008. The annual installments on notes are generally payable over terms of 10 to 15 years. There is no penalty for prepayment of principal, and prepayments in 2008, 2007 and 2006 were $1,025,354, $51,562, and $1,849,801, respectively. The interest rates on notes receivable are considered comparable with current rates on similar land sales and, accordingly, the carrying value of such notes receivable approximates fair value.

Management of the Trust monitors delinquencies to assess the propriety of the carrying value of its notes receivable. Accounts are considered delinquent thirty days after the contractual due dates. At the point in time that notes receivable become delinquent, management reviews the operations information of the debtor and the estimated fair value of the collateral held as security to determine whether an allowance for losses is required. There was no allowance for uncollectible notes receivable at December 31, 2008 and 2007.

Three customers represented approximately 85% and 83% of notes receivable at December 31, 2008 and 2007, respectively.

The maturities of notes receivable for each of the five years subsequent to December 31, 2008 are:

Year ending December 31,		Amount
2009	$	1,263,871
2010		1,345,621
2011		1,400,104
2012		1,495,318
2013		1,573,950
Thereafter		10,577,363
	$	17,656,227

(h) Real Estate Acquired

While the Trust is generally not a purchaser of land, parcels are purchased from time to time at the discretion of the Trustees. Newly acquired real estate is recorded at cost.

Real estate acquired through foreclosure is recorded at the aggregate of the outstanding principal balance, accrued interest, past due ad valorem taxes, and other fees incurred relating to the foreclosure.

Real estate acquired is carried at the lower of cost or market. Valuations are periodically performed or obtained by management whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. Impairments, if any, are recorded by a charge to net income and a valuation allowance if the carrying value of the property exceeds its estimated fair value. Minimal, if any, real estate improvements are made to land.

(i) Real Estate and Royalty Interests Assigned Through the 1888 Trust Indenture

The fair market value of the Trust's land and royalty interests was not determined in 1888 when the Trust was formed; therefore, no value is assigned to the land, town lots, royalty interests, Certificates of Proprietary Interest, and Sub-share Certificates in Certificates of Proprietary Interest in the accompanying balance sheets. Consequently, in the statements of income, no allowance is made for depletion and no cost is deducted from the proceeds of original land sales. Even though the 1888 value of real properties cannot be precisely determined, it has been concluded that the effect of this matter can no longer be significant to the Trust's financial position or results of operations. For Federal income tax purposes, however, deductions are made for depletion, computed on the statutory percentage basis of income received from royalties. Minimal, if any, real estate improvements are made to land.

(j) Net Income per Sub-share

The cost of Sub-share Certificates purchased and retired is charged to net proceeds from all sources. Net income per Sub-share Certificate is based on the weighted average number of Sub-share Certificates in Certificates of Proprietary Interest and equivalent Sub-share Certificates of Proprietary Interest outstanding during each period (10,354,408 in 2008, 10,536,367 in 2007, and 10,695,644 in 2006).

(k) Income Taxes

Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases and operating loss and tax credit carryforwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date.

When tax returns are filed, it is highly certain that some positions taken would be sustained upon examination by the taxing authorities, while others are subject to uncertainty about the merits of the position taken or the amount of the position that would be ultimately sustained. The benefit of a tax position is recognized in the financial statements in the period during which, based on all available evidence, management believes it is more likely than not that the position will be sustained upon examination, including the resolution of appeals or litigation processes, if any. Tax positions taken are not offset or aggregated with other positions. Tax positions that meet the more-likely-than-not recognition threshold are measured as the largest amount of tax benefit that is more than 50 percent likely of being realized upon settlement with the applicable taxing authority. The portion of the benefits associated with tax positions taken that exceeds the amount measured as described above is reflected as a liability for unrecognized tax benefits in the accompanying balance sheet along with any associated interest and penalties that would be payable to the taxing authorities upon examination. The liability for unrecognized tax benefits is zero at December 31, 2008 and 2007.

Interest and penalties associated with unrecognized tax benefits are classified as additional income taxes in the statement of income.

(l) Recent Accounting Pronouncements

SFAS No. 157 – In September 2006, the Financial Accounting Standards Board (FASB) issued Statement of Financial Accounting Standards (SFAS) No. 157, *Fair Value Measurements*, which defines fair value, establishes guidelines for measuring fair value and expands disclosures regarding fair value measurements. This statement applies when other accounting pronouncements require or permit assets or liabilities to be measured at fair value, but does not expand the use of fair value to new accounting transactions.

SFAS No. 157 is effective for financial assets and liabilities in fiscal years beginning after November 15, 2007, and for non-financial assets and liabilities, generally, in fiscal years beginning after November 15, 2008. The Trust does not currently have any assets or liabilities that are required to be measured at fair value. As such, SFAS No. 157 did not effect any measurement or disclosure items in these financial statements.

SFAS No. 159 – In February 2007, the Financial Accounting Standards Board (FASB) issued Statement of Financial Accounting Standards (SFAS) No. 159, *The Fair Value Option for Financial Assets and Financial Liabilities Including an Amendment of FASB Statement No. 115*. SFAS No. 159 is effective for periods beginning after November 15, 2007 and permits companies to choose to record certain assets and liabilities at fair value, and record the related unrealized gains or losses. The Trust currently has no financial assets or liabilities that are included in the scope of SFAS No. 159 that the Trust has chosen to measure at fair value. Therefore, this statement did not have any effect on these financial statements.

No other effective or pending accounting pronouncements are expected to affect the Trust.

(m) Comprehensive Income (Loss)

Comprehensive income (loss) consists of net income and other gains and losses affecting capital that, under accounting principles generally accepted in the United States of America, are excluded from net income.

(3) Segment Information

Segment information has been considered in accordance with Statement of Financial Accounting Standards (SFAS) No. 131,*Disclosures About Segments of an Enterprise and Related Information*. SFAS No. 131 establishes standards for the way public business enterprises are to report information about operating segments. SFAS No. 131 utilizes the management approach as a basis for identifying reportable segments. The management approach is based on the way that management organizes the segments within the enterprise for making operating decisions and assessing performance. The Trust's management views its operations as one segment and believes the only significant activity is managing the land, which was conveyed to the Trust in 1888. Managing the land includes sales and leases of such land, and the retention of oil and gas royalties. The cost structure of the Trust is centralized and not segmented.

(4) Real Estate Acquired

Real estate acquired included the following activity for the years ended December 31, 2008 and 2007:

	2008		2007	
	Acres	Book Value	Acres	Book Value
Balance at January 1:	10,153.23	$ 1,083,552	10,564.57	$ 1,777,007
Additions	640.00	77,952	—	—
Sales	—	—	(411.34)	(693,455)
Balance at December 31:	10,793.23	$ 1,161,504	10,153.23	$ 1,083,552

No valuation allowance was necessary at December 31, 2008 and 2007.

(5) Employee Benefit Plans

The Trust has a defined contribution plan available to all regular employees having one or more years of continuous service. Contributions are at the discretion of the Trustees of the Trust. The Trust contributed $42,351, $41,631, and $40,334 in 2008, 2007, and 2006, respectively.

The Trust has a noncontributory pension plan (Plan) available to all regular employees having one or more years of continuous service. The Plan provides for normal retirement at age 65. Contributions to the Plan reflect benefits attributed to employees' services to date, as well as services expected in the future. Plan assets consist primarily of investments in Banc of America Common Trust Fund.

The following table sets forth the Plan's changes in benefit obligation, changes in fair value of plan assets, and funded status as of December 31, 2008 and 2007 using a measurement date of December 31:

	2008	2007
Change in projected benefits obligation:		
Projected benefit obligation at beginning of year	$ 2,594,903	$ 2,476,108
Service cost	90,497	87,351
Interest cost	157,328	144,896
Actuarial gain	(34,039)	(15,803)
Benefits paid	(93,229)	(97,649)
Projected benefit obligation at end of year	$ 2,715,460	$ 2,594,903
Change in plan assets:		
Fair value of plan assets at beginning of year	$ 2,423,906	$ 2,197,017
Actual return on plan assets	(457,219)	224,538
Contributions by employer	150,000	100,000
Benefits paid	(93,229)	(97,649)
Fair value of plan assets at end of year	$ 2,023,458	$ 2,423,906
Unfunded status at end of year	$ (692,002)	$ (170,997)

The accumulated benefit obligation of the Plan was $2,179,580 and $2,045,243 as of December 31, 2008 and 2007, respectively.

Amounts recognized in the balance sheets as of December 31 consist of:

	2008	2007
Assets	$ —	$ —
Liabilities	(692,002)	(170,997)
	$ (692,002)	$ (170,997)

Amounts recognized in accumulated other comprehensive income (loss) consist of the following at December 31:

	2008	2007
Net actuarial loss	$ 911,223	$ 326,037
Prior service cost	56,586	70,643
Amounts recognized in accumulated other comprehensive income (loss), before taxes	967,809	396,680
Income taxes	(338,734)	(138,838)
Amounts recognized in accumulated other comprehensive income (loss), after taxes	$ 629,075	$ 257,842

Net periodic benefit cost for the years ended December 31, 2008, 2007 and 2006 include the following components:

	2008	2007	2006
Components of net periodic benefit cost:			
Service cost	$ 90,497	$ 87,351	$ 87,193
Interest cost	157,328	144,896	137,124
Expected return on plan assets	(166,311)	(150,433)	(138,423)
Amortization of unrecognized gains	4,305	17,492	26,363
Amortization of prior service cost	14,057	14,056	14,056
Net periodic benefit cost	$ 99,876	$ 113,362	$ 126,313

The estimated net actuarial loss and prior service cost for the Plan that will be amortized from accumulated other comprehensive income into net periodic benefit cost over the next fiscal year are $68,931 and $14,057, respectively.

The following benefit payments, which reflect expected future service, as appropriate, are expected to be paid for the following ten year period:

Year ending December 31,	Amount
2009	$ 97,900
2010	98,262
2011	121,944
2012	190,456
2013	187,484
2014 to 2018	1,116,349

	2008	2007	2006
Weighted average assumptions used to determine benefit obligations as of December 31:			
Discount rate	6.25%	6.25%	6.00%
Rate of compensation increase	7.29	7.29	7.29
Weighted average assumptions used to determine benefit costs for the years ended December 31:			
Discount rate	6.25%	6.00%	5.75%
Expected return on plan assets	7.00	7.00	7.00
Rate of compensation increase	7.29	7.29	7.29

The Plan's asset allocations at December 31, 2008 and 2007 by asset category are as follows:

	Percentage of Plan Assets at December 31,	
	2008	2007
Asset Category		
Equity securities	0%	43%
Debt securities	39	51
Other (cash)	61	6
Total	100%	100%

The Plan has a formal investment policy statement. The Plan's investment objective is balanced income, with a moderate risk tolerance. Generally, this objective has emphasized current income through a 60% to 80% allocation to fixed income securities, complemented by a secondary consideration for capital appreciation through an equity allocation in the range of 20% to 40%. Due to market conditions experienced in 2008, however, the Trust has temporarily reallocated the asset mix away from equities to minimize losses. Diversification is achieved through investment in mutual funds and bonds. The asset allocation is reviewed annually with respect to the target allocations and rebalancing adjustments and/or target allocation changes are made as appropriate. The Trust's current funding policy is to maintain the Plan's fully funded status on an ERISA minimum funding basis.

The expected return on plan assets assumption of 7.0% was selected by the Trust based on historical real rates of return for the current asset mix and an assumption with respect to future inflation. The rate was determined based on a long-term allocation of about two-thirds fixed income and one-third equity securities; historical real rates of return of about

2.5% and 8.5% for fixed income and equity securities, respectively; and assuming a long-term inflation rate of 2.5%.

Management intends to fund the minimum ERISA amount for 2009. The Trust may make some discretionary contributions to the Plan, the amounts of which have not yet been determined.

(6) Income Taxes

The Trust is taxed as if it were a corporation. Total income tax expense differed from the amounts computed by applying the U.S. Federal income tax rate of 34% to income before Federal income taxes as a result of the following:

	2008	2007	2006
Computed tax expense at the statutory rate	$ 5,373,688	$ 4,038,423	$ 5,738,865
Reduction in income taxes resulting from:			
Statutory depletion	(720,714)	(541,150)	(477,969)
State taxes	267,302	—	—
Other, net	(55,083)	130,753	48,257
	$ 4,865,193	$ 3,628,026	$ 5,309,153

The tax effects of temporary differences that give rise to significant portions of the deferred tax assets and liabilities at December 31, 2008 and 2007 are as follows:

	2008	2007
Basis difference in pension plan liability	$ 235,281	$ 59,849
Total deferred tax assets	235,281	59,849
Basis differences in real estate acquired through foreclosure	226,378	226,378
Deferred installment revenue on land sales for tax purposes	5,150,178	5,798,315
Total deferred tax liability	5,376,556	6,024,693
Net deferred tax liability	$ 5,141,275	$ 5,964,844

The Texas Franchise Tax was modified during 2007. The Trust had not previously been liable for the Texas Franchise Tax. The Trust began filing and paying the Texas Franchise Tax in 2008.

The Trust files a United States Federal income tax return. With few exceptions, the Trust is no longer subject to U.S. Federal income tax examination by tax authorities for years before 2005.

(7) Lease Commitments

The Trust is a lessee under an operating lease in connection with its administrative offices located in Dallas, Texas. This lease agreement requires monthly rent of approximately

$5,867 and expires in October 2014. Future minimum lease payments were as follows at December 31, 2008:

Year ending December 31,		Amount
2009	$	70,400
2010		70,400
2011		70,400
2012		70,400
2013		70,400
Thereafter		58,667
	$	410,667

Rent expense amounted to $60,253, $53,226, and $50,142 for the years ended December 31, 2008, 2007, and 2006, respectively.

(8) Capital

Certificates of Proprietary Interest (Certificates) and Sub-share Certificates in Certificates of Proprietary Interest (Sub-shares) are exchangeable in the ratio of one Certificate to 3,000 Sub-shares. No Certificates were exchanged for Sub-shares in 2008 and 2007.

The number of Certificates authorized for issuance at a given date is the number then outstanding plus one/three-thousandth of the number of Sub-shares then outstanding. The number of Sub-shares authorized for issuance at a given date is the number then outstanding plus three thousand times the number of Certificates then outstanding.

On July 2, 2007, the Trust split all outstanding Sub-shares five-for-one, and in connection therewith changed the par value of the Sub-shares from $.16-2/3 to $.03-1/3. The split had no effect on certificates outstanding. All Sub-share and per Sub-share amounts for periods presented in the accompanying financial statements and notes thereto give effect to this split.

The Declaration of Trust was executed and delivered in New York. In the opinion of counsel for the Trust, under the laws of the State of New York, the Certificate and Sub-share Certificate holders are not subject to any personal liability for the acts or obligations of the Trust.

The assets of the Trust are located in Texas. In the opinion of Texas counsel, under the laws of the State of Texas, the Certificate and Sub-share Certificate holders may be held personally liable with respect to claims against the Trust, but only after the assets of the Trust first have been exhausted.

(9) Oil and Gas Producing Activities (Unaudited)

The Trust's share of oil and gas produced, all of which is from royalty interests, was as follows for the years ended December 31, 2008, 2007 and 2006, respectively: oil (in barrels) – 99,287, 107,969, and 94,557, and gas (in thousands of cubic feet) – 434,382, 387,693, and 477,343. Reserves related to the Trust's royalty interests are not presented because the information is unavailable.

(10) Selected Quarterly Financial Data (Unaudited)

The following tables present unaudited financial data of the Trust for each quarter of 2008 and 2007:

	Quarter ended			
	December 31, 2008	**September 30, 2008**	**June 30, 2008**	**March 31, 2008**
Income	$ 3,019,609	$ 6,034,178	$ 5,435,698	$ 5,035,527
Income before income taxes	$ 1,939,986	$ 5,131,670	$ 4,554,350	$ 4,178,960
Net income	$ 1,197,880	$ 3,593,514	$ 3,217,622	$ 2,930,757
Net income per Sub-share Certificate	$ 0.12	$ 0.35	$ 0.31	$ 0.28

	Quarter ended			
	December 31, 2007	**September 30, 2007**	**June 30, 2007**	**March 31, 2007**
Income	$ 4,204,382	$ 5,084,832	$ 3,581,661	$ 2,964,236
Income before income taxes	$ 3,187,938	$ 3,658,544	$ 2,814,070	$ 2,217,162
Net income	$ 2,170,989	$ 2,535,135	$ 1,972,951	$ 1,570,613
Net income per Sub-share Certificate	$ 0.21	$ 0.24	$ 0.19	$ 0.15

INDEX OF EXHIBITS

Exhibit Number	Description
3.1	Texas Pacific Land Trust, Declaration of Trust, dated February 1, 1888, by Charles J. Canda, Simeon J. Drake, and William Strauss, Trustees (incorporated herein by reference to Exhibit 3.1 to the Trust's Annual Report on Form 10-K for the year ended December 31, 2002).
31.1	Certification of Chief Executive Officer pursuant to Rule 13a-14(a) under the Exchange Act.
31.2	Certification of Chief Financial Officer pursuant to Rule 13a-14(a) under the Exchange Act.
32.1	Certification of Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2	Certification of Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

Exhibit No. 31.1

CERTIFICATION

I, Roy Thomas, certify that:

1. I have reviewed this Annual Report on Form 10-K for the year ended December 31, 2008 of Texas Pacific Land Trust;

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)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) 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) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   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: March 16, 2009

By: /s/ Roy Thomas
Roy Thomas, General Agent and Chief Executive Officer

Exhibit No. 31.2

CERTIFICATION

I, David M. Peterson, certify that:

1. I have reviewed this Annual Report on Form 10-K for the year ended December 31, 2008 of Texas Pacific Land Trust;

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)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) 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) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

    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: March 16, 2009

By: /s/ David M. Peterson

David M. Peterson, Assistant General Agent and Chief Financial Officer

Exhibit 32.1

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Annual Report of Texas Pacific Land Trust (the “Trust”) on Form 10-K for the year ended December 31, 2008 as filed with the Securities and Exchange Commission on the date hereof (the “Report”), Roy Thomas, Chief Executive Officer of the Trust, certifies, to the best of his knowledge, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

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

TEXAS PACIFIC LAND TRUST
(Registrant)

Date: March 16, 2009

By: /s/ Roy Thomas
Roy Thomas, General Agent and
Chief Executive Officer

Exhibit 32.2

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Annual Report of Texas Pacific Land Trust (the "Trust") on Form 10-K for the year ended December 31, 2008 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), David M. Peterson, Chief Financial Officer of the Trust, certifies, to the best of his knowledge, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

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

TEXAS PACIFIC LAND TRUST
(Registrant)

Date: March 16, 2009

By: /s/ David M. Peterson
David M. Peterson, Assistant General
Agent and Chief Financial Officer