

AUDIT COMMITTEE OF THE TRUSTEES
OF
TEXAS PACIFIC LAND TRUST
CHARTER

I. PURPOSE

The primary function of the Committee is to assist the Trustees of the Trust in discharging and performing their duties and responsibilities with respect to the financial affairs of the Trust, including reviewing: the financial reports and other financial information provided by the Trust to any governmental body or the public; the Trust's systems of internal controls regarding finance, accounting, legal compliance and ethics that management and the Trustees have established; and the Trust's auditing, accounting and financial reporting processes generally. Consistent with this function, the Committee should encourage continuous improvement of, and should foster adherence to, the Trust's policies, procedures and practices at all levels. The Committee's primary duties and responsibilities are to:

- Serve as an independent and objective party to monitor the Trust's financial reporting process and internal control system, including:
 - The identification, assessment and management of financial risks and uncertainties.
 - The integrity of financial statements and financial disclosures.
 - The compliance with legal and regulatory requirements.
 - The improvement of financial systems.
- Review and appraise the qualifications, independence and performance of the Trust's independent accountants and any internal audit function.
- Provide a full and open avenue of communication with and among the independent accountants, management, counsel, employees, the Committee and the Trustees.

The Committee has the right to exercise any and all power and authority of the Trustees with respect to matters within the scope of this Charter, subject to the ultimate power and authority of the Trustees. The Trustees shall continue to have the ultimate duty and responsibility to manage or direct the management of the business and affairs of the Trust.

The Committee has the authority to conduct any and all investigations it deems necessary or appropriate, to contact directly the independent accountants, and internal audit and other employees and advisors and require them to provide any and all information and advice it deems necessary or appropriate, and to retain independent legal, accounting or other advisors it deems necessary or appropriate.

The Committee has the authority to set aside for payment, pay and direct the payment of the independent accountants for their reviews and audits of financial statements and all other services as well as such legal, accounting and other advisors.

The independent accountants shall report directly to the Committee, and shall be accountable to the Committee and the Trustees, for their reviews and audits of financial statements and all other services.

II. COMPOSITION

The Committee shall be comprised of two or more Trustees. Each member of the Committee shall be a trustee that qualifies as an “independent director” within the meaning of the rules of the NYSE, Rule 10A-3 under the Securities Exchange Act of 1934 and any applicable provisions of the Sarbanes-Oxley Act of 2002 and shall be free from any relationship that may interfere with the exercise of his or her judgment independent from management.

A member of the Committee may not, other than in his or her capacity as a member of the Committee, the Trustees or any other committee of the Trustees, accept any consulting, advisory or other compensatory fee from the Trust or be affiliated with the Trust.

Each member of the Committee shall serve until the earlier of his or her termination as a member of the Committee by the Trustees, the election and qualification of his or her successor as a member of the Committee or his or her death, resignation or removal. Unless a Chair is elected by the Trustees, the members of the Committee may designate a Chair by a majority vote.

III. MEETINGS

The Committee shall meet in regular sessions at least two times annually, or more frequently as circumstances dictate. Committee members are expected to attend meetings and to spend the time needed to properly discharge their responsibilities.

The Committee shall meet at least once annually with management, outside counsel and the independent accountants in separate executive sessions to discuss any matters that the Committee or any of them believe should be discussed privately. In addition, the Committee or the Chairman of the Trustees should meet with the independent accountants and management quarterly to review the Trust’s financials.

A majority of the members of the Committee shall constitute a quorum for the transaction of business. The act of a majority of the members present at any meeting at which there is a quorum shall be the act of the Committee.

The Committee shall keep minutes of its meetings and other proceedings. Committee members may participate in any meeting by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other.

IV. PROCEDURES

The Committee shall determine its meeting schedule, the agenda for each meeting, the information to be provided to it before or at each meeting and all other matters relating to the conduct of its meetings and other activities.

The Chair of the Committee shall establish and distribute (or request the Secretary to distribute) to each Committee member prior to each meeting an agenda for the meeting. Each Committee member is free to raise at any meeting subjects that are not on the agenda for that meeting.

Information that is important to understanding the business to be conducted at a meeting should generally be distributed to the Committee members as soon as practicable before the meeting, and Committee members should review these materials before the meeting.

It is the sense of the Trustees that, subject to Section V below, the activities and procedures of the Committee should remain flexible so that it may appropriately respond to changing circumstances.

V. RESPONSIBILITIES AND DUTIES

Without limiting the scope of the preceding provisions of this Charter, the Committee shall:

Corporate Governance

1. Report on its meetings, proceedings and other activities at each meeting of the Trustees (or periodically or whenever requested to do so).
2. Review and assess the adequacy of this Charter at such intervals as the Committee or the Trustees determine and submit suggested changes, if any, to this Charter to the Trustees for approval.
3. Conduct an annual self-assessment to determine whether the Committee is functioning effectively, including evaluating the Committee's contributions to the Trust, with a specific emphasis on areas in which such contributions could be improved.
4. Review, evaluate and, as appropriate, approve all transactions with affiliates, related parties, trustees and executive officers.
5. Direct the establishment of procedures for the receipt and retention of, and the response to, complaints received regarding accounting, internal control or auditing matters.
6. Direct the establishment of procedures for the confidential and anonymous submission of reports of actual or potential violations of the Code of Conduct and Ethics or other Trust policies or procedures, including submission by employees of concerns regarding questionable accounting or auditing matters, and confidential and anonymous submission of suggested changes to the Code of Conduct and Ethics or other Trust policies or procedures.

7. Review and assess periodically the adequacy of the Trust's Code of Conduct and Ethics, including codes relating to ethics, integrity, conflicts of interest, confidentiality, public disclosure and insider trading and adopt appropriate changes to any of the foregoing.
8. Ensure that the Code of Conduct and Ethics has been distributed and that employees have been educated about their responsibilities under the Code. Identify persons who will have the responsibility for ongoing compliance training for employees (and monitoring the training conducted by such persons).

Public Reporting

9. Cause this Charter to be made available on or through the Trust's website and include in the Trust's annual proxy statement or, if it does not file an annual proxy statement, in its annual report on Form 10-K a disclosure that this Charter is available on or through the Trust's website, which disclosure shall include the website address.
10. Prepare and review annually the disclosure required by Item 407(d)(3)(i) of Regulation S-K of the SEC's rules to be included in each annual report of the Trust on Form 10-K.
11. Review, prior to filing, all annual reports on Form 10-K, quarterly reports on Form 10-Q and current reports on Form 8-K to be filed with the SEC. Discuss with management and the independent accountants, prior to filing, the financial statements (including the notes thereto) and the disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations."
12. Review, prior to public dissemination, all press releases related to historical or prospective earnings or financial performance, including the use of "pro forma" or "adjusted" information, as well as information related thereto provided to analysts, ratings agencies, lenders (if any), equityholders or others.
13. Obtain from the General Agent (chief executive officer) and Assistant General Agent (chief financial officer) assurances that such persons are meeting their obligations to the Committee, the independent accountants and the public under certification requirements established by the SEC, the NYSE and the Sarbanes-Oxley Act of 2002.

Independent Accountants

14. Select, retain, evaluate and, as appropriate, terminate and replace the independent accountants (and the Committee shall have the sole authority to take any such action).
15. Obtain and review, at least once annually, a report by the independent accountants describing (i) the independent accountants' internal quality control procedures, (ii) any material issues raised by the most recent internal quality control review or peer review or by any inquiry or investigation by any governmental or professional authority within the preceding five years, in each case with respect to one or more independent audits carried out by them, (iii) all material steps taken to deal with any such issues and (iv) all relationships between them and the Trust.

16. Review annually the independence of the independent accountants by (i) receiving from the independent accountants information delineating all relationships between the independent accountants and the Trust in accordance with Public Company Accounting Oversight Board Rule 3526, (ii) discussing with the independent accountants all disclosed relationships between the independent accountants and the Trust and all other disclosed relationships that may impact the objectivity and independence of the independent accountants and (iii) discussing with management its evaluation of the independence of the independent accountants.
17. Review and, as appropriate, approve, prior to commencement, all audit services (including comfort letters in connection with securities underwritings and tax services) and all non-audit services to be provided by the independent accountants.
18. Review with the independent accountants annually all compensation to the independent accountants for all audit and non-audit services.
19. Periodically consult with the independent accountants out of the presence of management about internal controls and the fullness and accuracy of the Trust's financial statements.
20. Consider periodically evaluating whether and the extent to which to undertake one or more of the following activities:
 - Obtaining and reviewing written reports issued with respect to the results of inspections of the independent accountants conducted by the Public Company Accounting Oversight Board.
 - Reviewing the experience and qualifications of the senior members of the audit team of the independent accountants, and the extent to which accountants other than the independent accountants are used (and the reasons for such use).
 - Obtaining from and reviewing with the independent accountants a report on the assessment made by management as to the effectiveness of the internal control structure and procedures as required pursuant to Section 404 of the Sarbanes-Oxley Act of 2002.
 - Obtaining from the independent accountants assurances that:
 - They comply with all auditing, quality control and independence standards to be established by the Public Company Accounting Oversight Board.
 - They will inform management concerning any information coming to their attention indicating that an illegal act has or may have occurred.
 - No person associated with the independent accountants and engaged in providing any service to the Trust is under suspension from being associated with a registered public accounting firm pursuant to Section 105 of the Sarbanes-Oxley Act of 2002.
 - The independent auditors have not performed and will not perform any non-audit services prohibited by Section 10A(g) of the Securities Exchange Act of 1934 (and

have not and will not violate the conflict of interest provisions set forth in Section 10A(l) of the Securities Exchange Act of 1934).

- The lead audit partner has been and will be rotated at least once every five years in accordance with Section 10A(j) of the Securities Exchange Act of 1934.

Audits and Accounting

21. Review with the independent accountants annually the plan, scope, staffing and timing of their audit.
22. After completion of the audit of the financial statements, review with management and the independent accountants the audit report, the management letter relating to the audit report, all significant questions (resolved or unresolved) that arose and all significant difficulties that were encountered during the audit, the disposition of all audit adjustments identified by the independent accountants, all significant financial reporting issues encountered and judgments made during the course of the audit (including the effect of different assumptions and estimates on the financial statements) and the cooperation afforded or limitations (including restrictions on scope or access), if any, imposed by management on the conduct of the audit.
23. Review with management and the independent accountants all reports delivered by the independent accountants in accordance with Section 10A(k) of the Securities Exchange Act of 1934 with respect to critical accounting policies and practices used, alternative treatments of financial information available under GAAP and other written communications (including letters under AU 625) between the independent accountants and management, together with their ramifications and the preferred treatment by the independent accountants.
24. Review all items that must be communicated to the independent accountants in accordance with AU 380.
25. Review with management and the independent accountants at least once annually all correspondence with regulatory authorities and all employee complaints or published reports that raise material issues regarding the financial statements or accounting policies.
26. Review regularly with the independent accountants significant disagreements between the independent accountants and management and resolve or direct the resolution of all material disagreements between management and the independent accountants regarding accounting and financial reporting.

Internal Audits

27. Consider periodically evaluating whether to:
 - Review the resources, plans, activities and staffing of any internal audit function of the Trust, and all audits and reports prepared by any internal audit function.
 - Review with management and the independent accountants the adequacy of financial reporting and internal control systems, the scope and results of any internal audit

program and the cooperation afforded or limitations, if any, imposed by management on the conduct of any internal audit program.

Legal Compliance

28. Review, with the Trust's counsel, legal compliance matters including insider trading policies, and any other legal matter that could have a significant impact on the Trust's financial performance or condition.
29. Review with management and counsel the procedures for monitoring compliance with laws and policies on business integrity, ethics and conflicts of interest, and compliance with applicable laws.

Other

30. Review contingencies that could have a significant impact on financial performance or condition.
31. In consultation with the independent accountants, review the integrity of the Trust's financial reporting processes, both internal and external.
32. Discuss the Trust's policies with respect to risk assessment and risk management, including the Trust's major financial risk exposures and the steps management has taken to monitor and control such exposures.
33. Consider periodically evaluating whether to:
 - Establish and review policies for hiring by the Trust of employees or former employees of the independent accountants (and reports on expenses of executive officers and trustees) to ensure independence;
 - Review auditing, internal control and financial reporting principles, policies and practices, and presentation of financial statements;
 - Review the effect on auditing, internal control and financial reporting principles, policies and practices of pronouncements and initiatives of the Securities Exchange Commission, the Public Company Accounting Oversight Board, other regulatory authorities and the accounting profession;
 - Review the adequacy of auditing, accounting, financial reporting and internal control resources;
 - Review with management financial planning policies and practices and financial objectives;
 - Review with management and the independent accountants (a) market, operational and financial risk assessment and management policies and practices and (b) financial condition, liquidity and funding requirements;

- Review with management and the accountants, (a) adopted or proposed changes in auditing, internal control and financial reporting principles, policies and practices, and the impact on the financial statements, (b) the extent to which recommended changes to or improvements in auditing, accounting, financial reporting and internal control systems have been implemented (which review should be conducted at an appropriate time subsequent to implementation of changes or improvements, as decided by the Committee) and (c) at least annually, (i) all significant accounting estimates, (ii) all significant off balance sheet financing arrangements and their effect on the financial statements and (iii) all significant valuation allowances and liability, restructuring and other reserves, and

VI. DISCLAIMER

Notwithstanding anything contained herein to the contrary, the duties and responsibilities of the Committee and each of its members is one of oversight and neither the Committee nor any of its members shall have any duty or responsibility to:

- plan, conduct or provide resources for audits;
- determine that financial statements have been properly prepared or financial disclosures are full and complete;
- guarantee or provide other assurance that there are no financial risks or uncertainties or that such risks or uncertainties have been reduced or eliminated;
- assure compliance with laws and regulations or the Trust's Code of Conduct and Ethics; or
- act as an expert or provide guarantees, representations, warranties, professional or other certifications or assurance with respect to, or verify, any matter within the scope of this Charter.

VII. TRUST INSTRUMENT TO PREVAIL

This Charter is subject to the provisions of the Declaration of Trust dated February 1, 1888 (the "Trust Instrument"), and in the event of any conflict between this Charter and the Trust Instrument, the provisions of the Trust Instrument shall prevail.