

## Texas Pacific Land Trust

### Corporate Governance Guidelines

*As amended and restated by the Trustees on February 24, 2010*

The Trustees of Texas Pacific Land Trust (the "Trust") have adopted the following Corporate Governance Guidelines to assist them in the exercise of their responsibilities. The Trustees are committed to ensuring that the Trust operates in a legal and ethically responsible manner.

**Trustee Qualification Standards and Selection of New Trustee Candidates.** The trustees are chosen and qualified pursuant to the guidelines established in the Declaration of Trust dated February 1, 1888 (the "Trust Instrument"). The Trustees also have set forth certain responsibilities relating to nominees as Trustee in the charter of the Nominating, Compensation and Governance Committee.

**Trustee Independence.** It shall be the policy of the Trust that a majority of the Trustees, and all of the members of each of the Audit Committee and the Nominating, Compensation and Governance Committee, qualify as "independent directors" in accordance with applicable provisions of the Securities Exchange Act of 1934, and the rules promulgated thereunder, and the listing standards of the New York Stock Exchange, as they may from time to time be amended. Consistent with current New York Stock Exchange listing standards, to be considered independent, the Trustees must determine that a Trustee does not have any direct or indirect material relationship with the Trust other than as a Trustee. The Trustees have established the following standards to assist them in determining Trustee independence.

a) A Trustee will not be independent if, within the preceding three years: i) the Trustee was employed by the Trust; ii) an immediate family member of the Trustee was employed by the Trust as an executive officer; iii) the Trustee received, or has an immediate family member who received, during any single year, more than \$120,000 in direct compensation from the Trust, other than director and committee fees and pension or other forms of deferred compensation for prior service; iv) the Trustee was employed by or affiliated with the Trust's independent auditor; v) an immediate family member of the Trustee was employed by the Trust's independent auditor as a partner, principal or manager; or (vi) an executive officer of the Trust was on the board of directors of a company that employed either the Trustee or an immediate family member of the Trustee as an executive officer.

b) A Trustee will not be independent if the Trustee has an immediate family member who is a current employee of the Trust's independent auditor and personally works on the Trust's audit.

c) The following commercial or charitable/non-profit relationships will be considered material relationships: i) a Trustee is an employee, or has an immediate family member who is an executive officer, of another company or entity that has made payments to, or received payments from, the Trust for property or services in an amount which, in any of the last three (3) fiscal years, exceeded the greater of \$1 million, or 2% of such other company's or entity's consolidated gross revenues; or ii) a Trustee is an executive officer of a charitable organization or non-profit organization, and the Trust's discretionary charitable contributions to the organization, in aggregate,

in any single fiscal year within the preceding three years, exceeded the greater of \$1 million or 2% of that organization's consolidated gross revenues.

d) For relationships not covered by the guidelines in paragraphs "a", and "b" and "c" above, the determination of whether the relationship is material or not, and therefore whether the Trustee would be independent or not, shall be made by Trustees who satisfy the independence guidelines set forth in paragraphs "a," and "b" and "c" above.

In addition, members of certain committees, such as the Audit Committee, are subject to heightened standards of independence under various rules and regulations.

**Number of Trustees, Tenure and Compensation.** The number and tenure of Trustees is set by the Trust Instrument. Trustee compensation also is determined by the Trust Instrument, and such compensation will be disclosed each year in the Trust's Annual Report on Form 10-K.

**Personal Loans.** The Trust will not make any personal loans or extensions of credit to Trustees or General Agents.

**Committees and Charters; Frequency of Committee Meetings.** Each standing committee of Trustees shall adopt a written charter describing its duties. The frequency of committee meetings shall be set forth in each committee's charter. Additional meetings of all committees shall be held in circumstances that create the need for a special meeting.

**Agenda Items for Meetings; Materials Distributed in Advance.** The Chairman shall establish the agenda for Trustee meetings. Similarly, the committee chairs and other members shall establish the committee agendas in advance. The Trustees and their committees shall be provided with materials in advance of each meeting, for review and study, as appropriate.

**Executive Sessions.** The Trustees may meet in executive sessions without management in connection with each regularly scheduled meeting of the Trustees, and at other times as they may wish.

**Self-Evaluation.** The Nominating, Compensation and Governance Committee shall be responsible for the administration of the Trustees' committee evaluation process. The performance of the Trustees and each committee thereof shall be evaluated annually.

**Trustee Access to Management and Advisors.** The Trust shall provide each Trustee with complete access to the management of the Trust. The Trustees and their committees shall have the right to consult and retain independent legal and other advisors at the expense of the Trust.

**Reporting of Concerns.** In order that interested parties may be able to make their concerns known to the Trustees as a group or any individual Trustee, the Trust shall disclose on its website, a method by which such parties can communicate directly and confidentially with the Trustees as a group or any individual Trustee.

**Management Evaluation and Succession.** The Nominating, Compensation and Governance Committee shall conduct an annual review of the performance of the General Agent. The Trustees shall establish policies and procedures regarding succession of the General Agent.

**Code of Conduct and Ethics.** The Trust shall adopt a Code of Conduct and Ethics to provide guidelines for ethical conduct by Trustees, officers and employees. In the area of corporate governance, the Code of Conduct and Ethics shall contain guidance regarding conflicts of interest, corporate opportunities, confidentiality, protection of company assets, and related areas.

**Orientation and Education.** The Trust shall have an orientation program designed to familiarize new Trustees with the Trust, its management structure and operations, the industries in which the Trust operates, and key legal, financial, and operational issues. Trustees shall be provided with information regarding corporate governance and the structure, and procedures of the Trustees and the committees on which the Trustees will serve.

**Limitation on Service on Other Boards.** Trustees should not serve on more than three boards of public companies in addition to serving as Trustee. Current positions in excess of these limits may be maintained unless the Trustees determine that doing so would impair the Trustee's service as a Trustee.

**Periodic Review of Guidelines.** These Corporate Governance Guidelines shall be reviewed periodically by the Trustees and/or the Nominating, Compensation and Governance Committee.

**Disclosure.** The Trust will cause these Corporate Governance Guidelines 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 these Corporate Governance Guidelines are available on or through the Trust's website, which disclosure shall include the website address.