MESABI TRUST
Form 10-Q
September 07, 2007

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-Q

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

For the quarterly period ended July 31, 2007

or

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

For the transition period from to

Commission File Number: 1-4488

MESABI TRUST

(Exact name of registrant as specified in its charter)

New York (State or other jurisdiction of incorporation or organization)	**13-6022277** (I.R.S. Employer Identification No.)
c/o Deutsche Bank Trust Company Americas **Trust & Securities Services GDS** **60 Wall Street** **27th Floor** **New York, New York** (Address of principal executive offices)	**10005** (Zip code)

(615) 835-2749
(Registrant s telephone number, including area code)

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

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of accelerated filer and large accelerated filer in Rule 12b-2 of the Exchange Act:

Large accelerated filer o Accelerated filer x Non-accelerated filer o

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

As of September 6, 2007, there were 13,120,010 Units of Beneficial Interest in Mesabi Trust outstanding.

PART I - FINANCIAL INFORMATION

Item 1. **Financial Statements. (Note 1)**

Mesabi Trust

Condensed Statements of Income

Three and Six Months Ended July 31, 2007 and 2006

		Three Months Ended July 31, 2007 (unaudited)	2006 (unaudited)	Six Months Ended July 31, 2007 (unaudited)	2006 (unaudited)
A.	**Condensed Statements of Income**				
	Revenues				
	Royalty income	$ 4,427,036	$ 6,310,152	$ 6,206,177	$ 7,947,151
	Interest income	8,448	16,962	14,362	24,934
		4,435,484	6,327,114	6,220,539	7,972,085
	Expenses	261,345	137,759	346,783	308,876
	Net income	$ 4,174,139	$ 6,189,355	$ 5,873,756	$ 7,663,209
	Number of units outstanding	13,120,010	13,120,010	13,120,010	13,120,010
	Net income per unit (Note 2)	$ 0.3182	$ 0.4717	$ 0.4477	$ 0.5841
	Distributions declared per unit (Note 3)	$ 0.3100	$ 0.4000	$ 0.3550	$ 0.7000

See Notes to Condensed Financial Statements.

Mesabi Trust

Condensed Balance Sheets

July 31, 2007 and January 31, 2007

		July 31, 2007 (unaudited)	January 31, 2007
B.	**Condensed Balance Sheets**		
	Assets		
	Cash	$ 4,284,481	$ 4,258,201
	U.S. Government securities, at amortized cost (which approximates market)	434,962	727,883
	Accrued income receivable	1,756,107	409,764
	Prepaid expenses	54,354	18,701
		6,529,904	5,414,549
	Fixed property, including intangibles, at nominal values		
	Amended Assignment of Peters Lease	1	1
	Assignment of Cloquet Lease	1	1
	Certificate of beneficial interest for 13,120,010 units of land trust	1	1
		3	3
		$ 6,529,907	$ 5,414,552
	Liabilities, Unallocated Reserve and Trust Corpus		
	Liabilities		
	Distribution payable	$ 4,067,203	$ 4,132,803
	Accrued expenses	106,873	142,072
		4,174,076	4,274,875
	Unallocated Reserve (Note 4)	2,355,828	1,139,674
	Trust Corpus	3	3
		$ 6,529,907	$ 5,414,552

See Notes to Condensed Financial Statements.

Mesabi Trust

Condensed Statements of Cash Flows

Six Months Ended July 31, 2007 and 2006

		Six Months Ended July 31, 2007 (unaudited)	2006 (unaudited)
C.	**Condensed Statements of Cash Flows**		
	Cash flows from operating activities		
	Royalties received	$ 4,853,799	$ 9,591,781
	Interest received	20,398	26,915
	Expenses paid	(417,636)	(475,264)
	Net cash provided by operating activities	4,456,561	9,143,432
	Cash flows from investing activities		
	Maturities of U.S. Government Securities	5,231,254	10,810,385
	Purchases of U.S. Government Securities	(4,938,331)	(10,830,579)
	Net cash provided by (used for) investing activities	292,923	(20,194)
	Cash flow from financing activities		
	Distributions to Unitholders	(4,723,204)	(10,102,408)
	Net change in cash	26,280	(979,170)
	Cash, beginning of year	4,258,201	6,377,990
	Cash, end of quarter	$ 4,284,481	$ 5,398,820
	Reconciliation of net income to net cash provided by operating activities		
	Net income	$ 5,873,756	$ 7,663,209
	(Increase) decrease in accrued income receivable	(1,346,343)	1,646,612
	Increase in prepaid expense	(35,653)	(36,897)
	Decrease in accrued expenses	(35,199)	(129,492)
	Net cash provided by operating activities	$ 4,456,561	$ 9,143,432

See Notes to Condensed Financial Statements.

Mesabi Trust

Notes to Condensed Financial Statements

Note 1. The financial statements included herein have been prepared without audit (except for the balance sheet at January 31, 2007) in accordance with the instructions to Form 10-Q pursuant to the rules and regulations of the Securities and Exchange Commission. Certain information and footnote disclosures normally included in financial statements prepared in accordance with generally accepted accounting principles have been condensed or omitted pursuant to such rules and regulations. In the opinion of the Trustees, all adjustments, consisting only of normal recurring adjustments, necessary for a fair statement of (a) the results of operations for the three months and six months ended July 31, 2007 and 2006, (b) the financial position at July 31, 2007 and (c) the cash flows for the six months ended July 31, 2007 and 2006, have been made.

Note 2. Earnings per unit are based on weighted average number of units outstanding during the period (13,120,010 units).

Note 3. Distributions are required to be declared each year in April, July, October and January after receiving notification from Northshore Mining Company as to the amount of royalty income that is expected to be received by the Trust. The Trust receives notification of the expected royalty amounts as of the close of each calendar quarter, while the financial statements included herein are prepared on an accrual basis and present the Trust s results of operations for the three and six month periods ended July 31, 2007 and 2006. The Trustees determine the amount of distributions to be made to Unitholders after considering any known or anticipated expenses, liabilities and obligations of the Trust. Accordingly, distributions declared may not reflect the Trust s current results of operations.

Note 4. The Trustees have determined that the unallocated cash and U.S. Government securities portion of the Unallocated Reserve should be maintained at a prudent level, usually within the range of $500,000 to $1,000,000, to meet present or future liabilities of the Trust. Accordingly, although the actual amount of the Unallocated Reserve will fluctuate from time to time, and may increase or decrease from its current level, it is currently intended that future distributions will be highly dependent upon royalty income as it is received quarterly and the level of Trust expenses that the Trustees anticipate occurring in subsequent quarters. At July 31, 2007, the Unallocated Reserve was represented by $599,721 in unallocated cash and U.S. Government securities, and $1,756,107 of accrued revenue primarily representing royalties not yet received by the Trust but anticipated to be received from Northshore Mining Company in October 2007 based upon reported lessee shipping activity during the month of July 2007.

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

Forward-Looking Statements

Certain information included in this Quarterly Report on Form 10-Q contains forward-looking statements within the meaning of Section 21E of the Securities Exchange Act of 1934 and Section 27A of the Securities Act of 1933. All such forward-looking statements, including those statements estimating iron ore pellet production or shipments, are based on information from the lessee/operator (and its parent corporation) of the mine located on the lands owned and held in trust for the benefit of the holders of units of beneficial interest of Mesabi Trust. These statements may be identified by the use of forward-looking words, such as may, will, could, project, predict, intend, believe, anticipa estimate, continue, potential, plan, should, assume, forecast and other similar words. Such forward-looking statements are inherently s known and unknown risks and uncertainties. Actual results and future developments could differ materially from the results or developments expressed in or implied by these forward-looking statements. These risks and uncertainties include volatility of iron ore and steel prices, product supply and demand, competition, regulation or government action, litigation and uncertainties about estimates of reserves. For a discussion of the factors, including but not limited to, those that could materially and adversely affect Mesabi Trust s actual results and performance, see Risk Factors in Part I Item 1A of Mesabi Trust s Annual Report on Form 10-K for the year-ended January 31, 2007. Mesabi Trust undertakes no obligation, other than that imposed by law, to make any revisions to the forward-looking statements contained in this filing or to update them to reflect circumstances occurring after the date of this filing.

Background

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

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

The Trustees do not intend to expand their responsibilities beyond those permitted or required by the Agreement of Trust, the Amendment to the Agreement of Trust dated October 25, 1982 (the Amendment), and those required under applicable law. Mesabi Trust has no employees, but it engages independent consultants to assist the Trustees in, among other things, monitoring the volume and sales prices of iron ore products shipped from Silver Bay, Minnesota, based on information supplied to the

Trustees by Northshore Mining Company (Northshore), the lessee/operator of the Mesabi Trust lands, and its parent company Cleveland-Cliffs Inc (CCI). References to Northshore in this quarterly report, unless the context requires otherwise, are applicable to CCI as well.

Leasehold royalty income constitutes the principal source of the Trust s revenue. Royalty rates are determined in accordance with the terms of Mesabi Trust s leases and assignments of leases.

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

- Base overriding royalties. Historically base overriding royalties have constituted the majority of Mesabi Trust s royalty income. Base overriding royalties are determined by both the volume and selling price of iron ore products shipped. Northshore is obligated to pay Mesabi Trust base overriding royalties in varying amounts, based on the volume of iron ore products shipped. Base overriding royalties are calculated as a percentage of the gross proceeds of iron ore products produced at Mesabi Trust lands (and to a limited extent other lands) and shipped from Silver Bay, Minnesota. The percentage ranges from 2-1/2% of the gross proceeds for the first one million tons of iron ore products so shipped annually to 6% of the gross proceeds for all iron ore products in excess of 4 million tons so shipped annually. Base overriding royalties are subject to price adjustments under the CCI Pellet Agreements and, as described elsewhere in this report, such adjustments may be positive or negative. See the section entitled Royalty Comparisons below for more information.

- Royalty bonuses. The Trust earns royalty bonuses when iron ore products shipped from Silver Bay are sold at prices above a threshold price per ton. The royalty bonus is based on a percentage of the gross proceeds of product shipped from Silver Bay and sold at prices above a threshold price. The threshold price is adjusted (but not below $30.00 per ton) on an annual basis for inflation and deflation (the Adjusted Threshold Price). The Adjusted Threshold Price was $44.60 per ton for calendar year 2006 and is $45.98 per ton for calendar year 2007. The royalty bonus percentage ranges from 1/2 of 1% of the gross proceeds (on all tonnage shipped for sale at prices between the Adjusted Threshold Price and $2.00 above the Adjusted Threshold Price) to 3% of the gross proceeds (on all tonnage shipped for sale at prices $10.00 or more above the Adjusted Threshold Price). Royalty bonuses are subject to price adjustments under the CCI Pellet Agreements and, as described elsewhere in this report, such adjustments may be positive or negative. See the section entitled Royalty Comparisons below for more information.

- Fee royalties. Historically, fee royalties have constituted a smaller component of the Trust s royalty income. Fee royalties are payable to the Mesabi Land Trust, a Minnesota land trust, which holds a 20% interest as fee owner in the Peters Lease. Mesabi Trust holds the entire beneficial interest in the Mesabi Land Trust for which US Bank N.A. acts as the corporate trustee. Fee royalties are based on the amount of crude ore mined after the payment of expenses. Currently, the fee royalty on crude ore is based on an agreed price per ton, subject to certain indexing. Crude ore is the source of iron oxides used to make iron ore pellets and other products.

- Minimum advance royalties. Generally, Northshore s obligation to pay base overriding royalties and royalty bonuses with respect to the sale of iron ore products accrues upon the shipment of those products from Silver Bay. However, regardless of whether any shipment has occurred, Northshore is obligated to pay to Mesabi Trust a minimum advance royalty. Each year, the amount of the minimum advance royalty is adjusted (but not below $500,000 per annum) for inflation and deflation. The minimum advance royalty was $743,420 for calendar year 2006 and is $766,510 for calendar year 2007. Until overriding royalties (and royalty bonuses, if any) for a particular year equal or exceed the minimum advance royalty for the year, Northshore must make quarterly payments of up to 25% of the minimum advance royalty for the year. Because minimum advance royalties are essentially prepayments of base overriding royalties and royalty bonuses earned each year, any minimum

advance royalties paid in a fiscal quarter are recouped by credits against base overriding royalties and royalty bonuses earned in later fiscal quarters during the year.

Northshore is obligated to make quarterly royalty payments in January, April, July and October of each year. In the case of base overriding royalties and royalty bonuses, these quarterly royalty payments are to be made whether or not the related proceeds of sale have been received by Northshore by the time such payments become due.

Under the relevant agreements, Northshore may mine and ship iron ore products from lands other than Mesabi Trust lands. Northshore alone determines whether to mine off Trust and/or such other lands, based on its current mining and engineering plan. The Trustees do not exert any influence over mining operational decisions. To encourage the use of iron ore products from Mesabi Trust lands, Mesabi Trust receives royalties on stated percentages of iron ore shipped from Silver Bay, whether or not the iron ore products are from Mesabi Trust lands. Mesabi Trust receives royalties at the greater of (i) the aggregate quantity of iron ore products shipped that were from Mesabi Trust lands, and (ii) a portion of the aggregate quantity of all iron ore products shipped that were from any lands, such portion being 90% of the first four million tons shipped during such year, 85% of the next two million tons shipped during such year, and 25% of all tonnage shipped during such year in excess of six million tons.

As noted above, the information regarding amounts and sales prices of shipped iron ore products is used to compute the royalties payable to Mesabi Trust by Northshore. Deutsche Bank Trust Company Americas, the Corporate Trustee, also performs certain administrative functions for Mesabi Trust.

Results of Operations

Comparison of Iron Ore Pellet Production and Shipments for the Three and Six Months Ended July 31, 2007 and July 31, 2006

As shown in the table below, production of iron ore pellets at Northshore from Mesabi Trust lands during the fiscal quarter ended July 31, 2007 totaled approximately 1.26 million tons, and actual shipments over the same period totaled approximately 1.12 million tons. By comparison, actual pellet production during the same period in 2006 totaled approximately 1.25 million tons, and actual shipments approximated 1.43 million tons.

Three Months Ended	**Pellets Produced from Trust Lands (tons)**	**Shipments from Trust Lands (tons)**
July 31, 2007	1,255,510	1,119,828
July 31, 2006	1,246,138	1,427,269

As shown in the table below, during the six months ended July 31, 2007, production of iron ore pellets at Northshore from Mesabi Trust lands totaled approximately 2.21 million tons, and actual shipments over the same period totaled approximately 1.59 million tons. By comparison, actual pellet production during the same period in 2006 totaled approximately 2.46 million tons, and actual shipments approximated 1.96 million tons.

Six Months Ended	**Pellets Produced from Trust Lands (tons)**	**Shipments from Trust Lands (tons)**
July 31, 2007	2,209,067	1,589,298
July 31, 2006	2,464,724	1,964,328

Comparison of Royalty Income for the Three and Six Months Ended July 31, 2007 and July 31, 2006

Royalties received in July 2007 included a royalty bonus payment, reflecting prices of pellets shipped that exceeded the current Adjusted Threshold Price of $45.98 per ton. Total royalty income for the three months ended July 31, 2007 decreased approximately 30%, as compared to the three months ended July 31, 2006, due to lower base overriding and bonus royalties resulting from a decrease in the volume of shipments, generally lower pellet prices and a higher Adjusted Threshold Price for bonus royalties. The following table provides a summary of Mesabi Trust s royalty income for the three months ended July 31, 2007 and July 31, 2006, respectively.

	Three Months Ended July 31,	
	2007	**2006**
Base overriding royalties	$ 2,479,304	$ 3,373,097
Bonus royalties	2,016,291	2,823,672
Minimum advance royalty paid (recouped)	(191,628)	
Fee royalties	123,069	113,383
Total royalty income	$ 4,427,036	$ 6,310,152

Total royalty income for the six months ended July 31, 2007 decreased approximately 21%, as compared to the six months ended July 31, 2006. The lower total royalty income figure is the result of a decrease in base overriding and bonus royalties due to a decrease in the volume of shipments, generally lower pellet prices and a higher Adjusted Threshold Price for bonus royalties. The following table provides a summary of Mesabi Trust s royalty income for the six months ended July 31, 2007 and July 31, 2006, respectively.

	Six Months Ended July 31,	
	2007	**2006**
Base overriding royalties	$ 3,004,080	$ 3,912,795
Bonus royalties	2,983,348	3,809,214
Minimum advance royalty paid (recouped)		
Fee royalties	218,749	225,142
Total royalty income	$ 6,206,177	$ 7,947,151

Comparison of Trust Income for the Three and Six Months Ended July 31, 2007 and July 31, 2006

Net income for the three months ended July 31, 2007 was $4,174,139 a decrease of approximately 33% as compared to net income of $6,189,355 for the three months ended July 31, 2006. This decrease was due to decreases in the base overriding royalties paid to the Trust, resulting from a reduction in the volume of shipments, and lower bonus royalties during the quarter due to lower pellet prices and a higher Adjusted Threshold Price. In addition, Trust expenses increased approximately 90% from the comparable prior period. The increase in Trust expenses was primarily the result of an increase of approximately $95,000 in legal and accounting fees, relating to accounting services invoiced in the second fiscal quarter and additional legal services provided in connection with the settlement of the arbitration proceeding with CCI. The following table provides a summary of Mesabi Trust s results for the three months ended July 31, 2007 and July 31, 2006, respectively.

	Three Months Ended July 31,	
	2007	**2006**
Total royalty income	$ 4,427,036	$ 6,310,152
Interest income	8,448	16,962
Gross income	4,435,484	6,327,114
Expenses	261,345	137,759
Net income	$ 4,174,139	$ 6,189,355

Net income for the six months ended July 31, 2007 was $5,873,756, a decrease of approximately 23% as compared to net income of $7,663,209 for the six months ended July 31, 2006. As was the case for the three months ended July 31, 2007, this decrease was due to decreases in the base overriding royalties paid to the Trust, resulting from a reduction in the volume of shipments, and lower bonus royalties due to lower pellet prices and a higher Adjusted Threshold Price. Trust expenses increased 12% from the comparable prior period due to an increase in the general and administrative expenses, primarily legal and accounting fees, incurred by the Trust. The following table provides a summary of Mesabi Trust s results for the six months ended July 31, 2007 and July 31, 2006, respectively.

	Six Months Ended July 31,	
	2007	**2006**
Total royalty income	$ 6,206,177	$ 7,947,151
Interest income	14,362	24,934
Gross income	6,220,539	7,972,085
Expenses	346,783	308,876
Net income	$ 5,873,756	$ 7,663,209

Unallocated Reserve

The Unallocated Reserve as of July 31, 2007 was $2,355,828, a decrease of 32% as compared to the $3,464,226 in Unallocated Reserve as of July 31, 2006. The decrease in the Unallocated Reserve is the result of a decrease in the royalty revenue accrued on the Trust s balance sheet at the end of the fiscal quarter ended July 31, 2007, but not yet paid to the Trust, and a reduction in the unallocated cash and U.S. Government securities. At July 31, 2007, $1,756,107, or approximately 75% of the Unallocated Reserve was accrued revenue, primarily representing royalties not yet received by the Trust but anticipated to be received from Northshore in October 2007. Comparatively, at July 31, 2006, $2,631,154, or approximately 76% of the Unallocated Reserve was accrued revenue. The decrease in accrued revenue, which is based upon reported lessee shipping activity for the month of July 2007, is reflected as accrued income receivable on the balance sheet at July 31, 2007. The Trustees anticipate that the accrued income receivable be distributed to Unitholders in October 2007, after providing for expenses and unexpected loss contingencies.

The Trustees have determined that a portion of the Unallocated Reserve, usually within the range of $500,000 to $1,000,000 or such other amount as the Trustees may deem prudent, should be maintained for unexpected loss contingencies. As of July 31, 2007, $599,721, or 25% of the Unallocated Reserve was unallocated cash and U.S. Government securities, whereas, at July 31, 2006, $833,072, or 24% of the Unallocated Reserve was unallocated cash and U.S. Government securities.

The Trust s Unallocated Reserve for the six months ended July 31, 2007 increased 107% or $1,216,154 as compared to the Unallocated Reserve for the fiscal year ended January 31, 2007. This increase in the Unallocated Reserve is primarily due to the accrual of royalty income for shipments from Northshore during the month of July 2007. At January 31, 2007, $409,764, or approximately 36% of the Unallocated Reserve was accrued income receivable while $729,910 or 64% was unallocated cash and U.S. Government securities.

The Trustees will continue to monitor the economic circumstances of the Trust to strike a responsible balance between distributions to Unitholders and the need to maintain adequate reserves at a prudent level, given the unpredictable nature of the iron ore industry, the Trust s dependence on the actions of the lessee/operator, and the fact that the Trust essentially has no other liquid assets.

Although the actual amount of the Unallocated Reserve will fluctuate from time to time, and may increase or decrease from its current level, it is currently intended that future distributions will be highly dependent upon royalty income as it is received and the level of Trust expenses. The amount of future royalty income available for distribution will be subject to the volume of iron ore product shipments and the dollar level of sales by Northshore. Shipping activity is greatly reduced during the winter months and economic conditions, particularly those affecting the steel industry, may adversely affect the amount and timing of such future shipments and sales.

Recent Developments

Production and Shipments. CCI reported in its Form 10-Q filed August 3, 2007 that production for the first six months of 2007 for Northshore was approximately 2.6 million tons of iron ore pellets, representing an increase in production of approximately 100,000 tons from the first six months of 2006. CCI s estimate for calendar year 2007 production at Northshore is currently set at 5.1 million tons of iron ore pellets (using iron ore mined both from Mesabi Trust lands and from other than Mesabi Trust lands) which, if the estimate is accurate, would represent no change in production at Northshore from calendar year 2006. Northshore has not provided Mesabi Trust with an estimate of its calendar year 2007 shipments of iron ore pellets.

During calendar years 2006, 2005, 2004, 2003 and 2002, the percentage of shipments of iron ore products from Mesabi Trust lands was approximately 90.9%, 90.1%, 92.0%, 95.5% and 97.5%, respectively, of total shipments. Northshore has not advised the Trustees as to the percentage of iron ore products from Mesabi Trust lands it anticipates shipping in calendar year 2007. See the description of the uncertainty of market conditions in the iron ore and steel industry under Important Factors Affecting Mesabi Trust below and the information under the heading Risk Factors in Part I Item 1A of the Trust s Annual Report on Form 10-K for the year-ended January 31, 2007.

Capacity Expansions. In its Form 10-Q filed August 3, 2007, CCI announced that it reinitiated construction activity to restart an idled pellet furnace at Northshore s palletizing facility in Silver Bay, Minnesota. CCI reported that the restart of the idled furnace will increase capacity by approximately 800,000 tons beginning in 2008. CCI has not indicated whether the increase in capacity will result in an increase in production or shipments of iron ore pellets. The Trustees are unable to make any projections regarding the extent to which the restart of the idled furnace at Northshore may impact future royalties payable to Mesabi Trust.

Iron Ore Pricing and Contract Adjustments. During the course of Mesabi Trust s fiscal year some portion of the royalties paid to Mesabi Trust will be based on estimated prices for iron ore products sold under certain term contracts among Northshore, CCI and certain of their customers (the CCI Pellet Agreements). Mesabi Trust is not a party to the CCI Pellet Agreements. The pricing provisions under the CCI Pellet Agreements are subject to interim and final pricing adjustments, which can be positive or negative, and which adjustments are dependent in part on multiple price and inflation index factors that are not known until after the end of a contract year. This can result in significant and frequent variations in royalties received by Mesabi Trust (and in turn the resulting amount available for distribution to Unitholders by the Trust) from quarter to quarter and on a comparative historical basis, and these variations, which can be positive or negative, cannot be predicted by Mesabi Trust.

Mesabi Nugget Project. In 2002, CCI began participating in the Mesabi Nugget Project with Kobe Steel, Ltd. (Kobe Steel), Steel Dynamics, Inc., Ferrometrics, Inc. and the State of Minnesota. The project s objective was to develop and apply a new iron making technology (Kobe Steel s Itmk3 process) for converting iron ore into nearly pure iron nugget form. In its Form 10-K filed May 25, 2007, CCI stated that it was evaluating opportunities to develop a commercial-scale reduced iron nugget production facility to utilize Kobe Steel s ITmk3 technology. In a Form 8-K filed August 17, 2007, CCI announced that it and Kobe Steel intend to construct a commercial-scale reduced iron nugget production facility at CCI s Empire Mine site in Palmer, Michigan. CCI also announced that the project is subject to obtaining environmental permits, execution of final agreements between CCI and Kobe Steel, and final approval of each company s board of directors. The Trustees are unable to make any projections regarding the extent to which CCI s plans to build the commercial-scale reduced iron plant at CCI s Empire Mine site might impact shipments from Silver Bay or future royalties payable to Mesabi Trust.

Northshore Administrative Permit Amendment. According to CCI s Form 10-K filed May 25, 2007, on December 16, 2006, CCI submitted an administrative permit amendment application to the Minnesota Pollution Control Agency (MPCA) with respect to Northshore s Title V operating permit. CCI reported that the proposed amendment by Northshore requested the deletion of a 30 year old control city monitoring requirement but the MPCA denied Northshore s application on February 23, 2007. CCI also reported that it appealed the denial of its application to the Minnesota Court of Appeals and that subsequent to the filing of the appeal, the MPCA advised Northshore that the MPCA considered Northshore to be in violation of the control city standard. CCI previously reported that it was in discussions with the MPCA with respect to the terms of a compliance schedule in which it would agree to take certain actions in settlement of the alleged violation. In CCI s Form 10-Q filed August 3, 2007, it reported that on July 18, 2007, the MPCA issued a draft Administrative Order to become final on August 3, 2007 requiring various investigative and mitigation actions, as well as notifying Northshore of its opportunity to file a contested case hearing by August 2, 2007. According to CCI s Form 10-Q, on August 1, 2007, Northshore filed a petition for a contested case hearing and Northshore has filed a Motion for Briefing and Hearing Schedule Order in the United States District Court of Minnesota to help clarify the meaning of the control city language. The Trustees cannot determine what effect, if any, there might be on future royalties payable to the Trust if CCI s motion or appeal is unsuccessful, it is unable to meet the control city requirement as interpreted by the MPCA or it is unable to negotiate an acceptable compliance schedule.

In addition, in its Form 10-K filed May 25, 2007, CCI reported that on May 18, 2007, the Minnesota Center for Environmental Advocacy (MCEA) filed a motion with the Court of Appeals to intervene in Northshore s appeal of the denial of an administrative amendment to Northshore s Title V operating permit. In CCI s Form 10-Q filed August 3, 2007, it reported that MCEA s motion was granted by the Court of Appeals on June 7, 2007 and that CCI has opposed MCEA s motion to intervene.

In CCI s Form 10-Q, it reported that on May 29, 2007, CCI received a Notice of Intent to Sue from the Save Lake Superior Association and the Sierra Club (the Notice) and on July 30, 2007, the Save Lake Superior Association and the Sierra Club filed a lawsuit in the U.S. District Court for the District of Minnesota under the Clean Air Act, which permits citizens to sue to enjoin violations of an emission standard or limitation or to seek penalties for violations. CCI reported that the lawsuit references Northshore s alleged violation of the control city standard. The Trustees are unable to predict what impact, if any, a decision adverse to CCI with respect to the lawsuit described above would have on royalties payable to the Trust.

Securities Regulation. The Trust is a publicly-traded trust listed on the New York Stock Exchange (NYSE) and is therefore subject to extensive regulation under, among others, the Securities Act of 1933, the Securities Exchange Act of 1934, the Sarbanes-Oxley Act of 2002 (Sarbanes-Oxley) and the rules and regulations of the NYSE. Issuers failing to comply with such authorities risk serious consequences, including criminal as well as civil and administrative penalties. In most instances, these laws, rules and regulations do not specifically address their applicability to publicly-traded trusts such as Mesabi Trust. In particular, Sarbanes-Oxley mandated the adoption by the Securities and Exchange Commission (the SEC) and NYSE of certain rules and regulations that are impossible for the Trust to literally satisfy because of its nature as a pass-through trust. Pursuant to NYSE rules the Trust is exempt from many of the corporate governance requirements that apply to publicly traded corporations. The Trust does not have, nor does the Agreement of Trust provide for, a board of directors, an audit committee, a corporate governance committee or a compensation committee. The Trustees intend to closely monitor the SEC s and NYSE s rulemaking activity and will comply with such rules and regulations where applicable.

Important Factors Affecting Mesabi Trust

The Agreement of Trust specifically prohibits the Trustees from entering into or engaging in any business. This prohibition seemingly applies even to business activities the Trustees deem necessary or proper for the preservation and protection of the Trust Estate (as such term is defined below). Accordingly, the Trustees activities in connection with the administration of Trust assets are limited to collecting income, paying expenses and liabilities, distributing net income to Mesabi Trust s Unitholders after the payment of, or provision for, such expenses and liabilities, and protecting and conserving the assets held. Consequently, the income of Mesabi Trust is highly dependent upon the activities and operations of Northshore, and the terms and conditions of the leases and assignments of leases between Mesabi Trust and Northshore.

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

In accordance with the Agreement of Trust and the Amendment, the Trustees are entitled to, and in fact do, rely upon certain experts in good faith, including (i) the independent consultants with respect to monthly production and shipment reports, which include figures on crude ore production and iron ore pellet shipments, and discussions concerning the condition and accuracy of the scales and plans regarding the development of Mesabi Trust s mining property; and (ii) the accounting firm they have contracted with for non-audit services, including reviews of financial data related to shipping and sales reports provided by Northshore and a review of the schedule of leasehold royalties payable to Mesabi Trust.

For a discussion of additional factors, including but not limited to those that could adversely affect Mesabi Trust s actual results and performance, see Risk Factors in Part I Item 1A of Mesabi Trust s Annual Report on Form 10-K for the year-ended January 31, 2007.

Critical Accounting Policies

This Trustees Discussion and Analysis of Financial Condition and Results of Operations is based upon the Trust s financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States. The preparation of these financial statements requires the Trustees to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosure of contingent assets and liabilities. These estimates form the basis for making judgments about the carrying value of assets and liabilities that are not readily apparent from other sources. The Trustees base their estimates and judgments on historical experience and on various other assumptions that the Trustees believe are reasonable under the circumstances. However, future events are subject to change and the best estimates and judgments may require adjustment.

Critical accounting policies are those that have meaningful impact on the reporting of the Trust s financial condition and results, and that require significant management judgment and estimates. The Trustees have determined that there are no critical accounting policies.

Item 3. Quantitative and Qualitative Disclosures About Market Risk.

Not applicable.

Item 4. Controls and Procedures.

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

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

Office also attends Northshore s calibration and testing of its crude ore scales and boat loader scales which are conducted on a periodic basis.

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

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

PART II - OTHER INFORMATION

Item 1. **Legal Proceedings.**

As previously reported, on September 25, 2006, Mesabi Trust filed a Demand in Arbitration with the American Arbitration Association (the Demand) naming Cleveland-Cliffs Inc (CCI) and its wholly-owned subsidiary Northshore Mining Company (Northshore) as respondents (the Respondents). In June 2007, Mesabi Trust entered into a settlement agreement with the Respondents. Under the terms of the settlement agreement, Mesabi Trust s accountants will have access to and be permitted to examine certain pellet supply agreements of CCI. Pursuant to the terms of the settlement agreement, which may be terminated by either party upon reasonable written notice, the parties agreed to dismiss the Demand without prejudice and each party agreed to bear full responsibility for its respective costs, including attorneys fees.

Item 1A. **Risk Factors**

There have been no material changes in the Trust s risk factors as described in Part I Item 1A, Risk Factors in the Trust s Annual Report on Form 10-K for the year ended January 31, 2007.

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

None.

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

None.

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

None.

Item 5. **Other Information.**

None.

Item 6. **Exhibits.**

31	Certification of Corporate Trustee of Mesabi Trust pursuant to Rule 13a-14 of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32	Certification of Corporate Trustee of Mesabi Trust pursuant to 18 U.S.C. Section 1350, as adopted, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
99.1	Report of Gordon, Hughes & Banks, LLP, dated September 4, 2007 regarding its review of the unaudited interim financial statements of Mesabi Trust as of and for the quarter ended July 31, 2007.

SIGNATURES

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

		MESABI TRUST (Registrant)
September 7, 2007	By:	DEUTSCHE BANK TRUST COMPANY AMERICAS Corporate Trustee
	Principal Administrative Officer and duly authorized signatory:*	
	By:	DEUTSCHE BANK NATIONAL TRUST COMPANY
	By:	/s/ Rodney Gaughan Name: Rodney Gaughan Title: Vice President

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

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