

BP PRUDHOE BAY ROYALTY TRUST  
Form NT 10-K  
March 03, 2015

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

**FORM 12b-25**

**NOTIFICATION OF LATE FILING**

(Check one):  Form 10-K     Form 20-F     Form 11-K     Form 10-Q  
 Form 10-D     Form N-SAR     Form N-CSR

For Period Ended: December 31, 2014

Transition Report on Form 10-K  
 Transition Report on Form 20-F  
 Transition Report on Form 11-K

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- Transition Report on Form 10-Q
- Transition Report on Form N-SAR

For the Transition Period Ended:

*Read Instructions (on back page) Before Preparing Form. Please Print or Type.*

**Nothing in this form shall be construed to imply that the Commission has verified any information contained herein.**

If the notification relates to a portion of the filing checked above, identify the Item(s) to which the notification relates:

Not Applicable

**PART I REGISTRANT INFORMATION**

**BP Prudhoe Bay Royalty Trust**

**Full Name of Registrant**

N/A

**Former Name if Applicable**

**The Bank of New York Mellon Trust Company, N.A., Trustee**

**919 Congress Avenue**

**Address of Principal Executive Office (*Street and Number*)**

**Austin, Texas 78701**

**City, State and Zip Code**

**PART II RULES 12b-25(b) AND (c)**

If the subject report could not be filed without unreasonable effort or expense and the registrant seeks relief pursuant to Rule 12b-25(b), the following should be completed. (Check box if appropriate)

- X
- (a) The reason described in reasonable detail in Part III of this form could not be eliminated without unreasonable effort or expense
  - (b) The subject annual report, semi-annual report, transition report on Form 10-K, Form 20-F, Form 11-K, Form N-SAR or Form N-CSR, or portion thereof, will be filed on or before the fifteenth calendar day following the prescribed due date; or the subject quarterly report or transition report on Form 10-Q or subject distribution report on Form 10-D, or portion thereof, will be filed on or before the fifth calendar day following the prescribed due date; and
  - (c) The accountant's statement or other exhibit required by Rule 12b-25(c) has been attached if applicable.

**PART III NARRATIVE**

State below in reasonable detail why Forms 10-K, 20-F, 11-K, 10-Q, 10-D, N-SAR, N-CSR, or the transition report or portion thereof, could not be filed within the prescribed time period.

**The Bank of New York Mellon Trust Company, N.A. (the Trustee), as trustee of BP Prudhoe Bay Royalty (the Trust), is submitting this notice of the late filing of the Trust's annual report on Form 10-K for the period ended December 31, 2014 (the Form 10-K). The Trustee has identified a material weakness in the Trust's internal control over financial reporting as of December 31, 2014, and the Trustee is evaluating the impact of this material weakness on the Trust's disclosure controls and procedures and the Management's Annual Report on**

**Internal Control Over Financial Reporting.** The Trust expects to disclose in the 2014 Form 10-K that its disclosure controls and procedures and its internal control over financial reporting were not effective as of December 31, 2014. The Trustee intends to file the Form 10-K as soon as practicable after such evaluation has been completed and in any event on or before the fifteenth calendar day following the current required filing date.

SEC 1344 (04-09) **Persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

**PART IV OTHER INFORMATION**

(1) Name and telephone number of person to contact in regard to this notification

**Sarah Newell**  
(Name)

**512**  
(Area Code)

**236-6565**  
(Telephone Number)

(2) Have all other periodic reports required under Section 13 or 15(d) of the Securities Exchange Act of 1934 or Section 30 of the Investment Company Act of 1940 during the preceding 12 months or for such shorter period that the registrant was required to file such report(s) been filed? If answer is no, identify report(s).  Yes  No

(3) Is it anticipated that any significant change in results of operations from the corresponding period for the last fiscal year will be reflected by the earnings statements to be included in the subject report or portion thereof?  Yes  No

If so, attach an explanation of the anticipated change, both narratively and quantitatively, and, if appropriate, state the reasons why a reasonable estimate of the results cannot be made.

**BP Prudhoe Bay Royalty Trust**

(Name of Registrant as Specified in Charter)

has caused this notification to be signed on its behalf by the undersigned hereunto duly authorized.

BP Prudhoe Bay Royalty Trust

By: The Bank of New York Mellon Trust Company,  
N.A., Trustee for BP Prudhoe Bay

Date **March 3, 2015**

Royalty Trust

/s/ Sarah Newell

Name: Sarah Newell

Title: Vice President

INSTRUCTION: The form may be signed by an executive officer of the registrant or by any other duly authorized representative. The name and title of the person signing the form shall be typed or printed beneath the signature. If the statement is signed on behalf of the registrant by an authorized representative (other than an executive officer), evidence of the representative's authority to sign on behalf of the registrant shall be filed with the form.

**ATTENTION**

**Intentional misstatements or omissions of fact constitute Federal Criminal Violations (See 18 U.S.C. 1001).**