UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-Q

(Mark One)

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

For the quarterly period ended October 31, 2024

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 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 & Agency Services** **1 Columbus Circle, 17th Floor** **Mail Stop: NYC01-1710** **New York, New York** (Address of principal executive offices)	**10019** (Zip Code)

(904) 271-2520
(Registrant's telephone number, including area code)

Not applicable
(Former name, former address and former fiscal year, if changed since last report)

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

Title of each class	Trading Symbol	Name of each exchange on which registered
Units of Beneficial Interest, no par value	**MSB**	**New York Stock Exchange**

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 whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	☐	Accelerated filer	☐
Non-accelerated filer	☒	Smaller reporting company	☒
		Emerging growth company	☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

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

As of December 11, 2024, there were 13,120,010 Units of Beneficial Interest in Mesabi Trust outstanding.

TABLE OF CONTENTS

Forward-Looking Statements

Certain information included in this Quarterly Report on Form 10-Q contains, or incorporates by reference, not only historical information, but also "forward-looking statements" within the meaning of Section 21E of the Securities Exchange Act of 1934. All such forward-looking statements, including those statements regarding estimation of iron ore pellet production, shipments, pricing, royalties and other matters, 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 ("Mesabi Trust" or the "Trust"). These statements may be identified by the use of forward-looking words, such as "may," "will," "could," "project," "predict," "intend," "believe," "anticipate," "expect," "estimate," "continue," "potential," "plan," "should," "assume," "forecast" and other similar words. Such forward-looking statements are inherently subject to 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, but are not limited to, volatility of iron ore and steel prices, market supply and demand, competition, environmental hazards, health and safety conditions, regulation or government action, litigation, uncertainties about estimates of reserves, general adverse business and industry economic trends, uncertainties arising from war, terrorist events and other global events, higher or lower customer demand for steel and iron ore, decisions by mine operators regarding curtailments or idling production lines or entire plants, environmental compliance uncertainties, difficulties in obtaining and renewing necessary operating permits, higher imports of steel and iron ore substitutes, processing difficulties, consolidation and restructuring in the domestic steel market, market inputs tied to indexed price adjustment factors found in some Cliffs' customer contracts resulting in future adjustments to royalties payable to Mesabi Trust, and other factors. Further, substantial portions of royalties earned by Mesabi Trust are based on estimated prices that are subject to interim and final adjustments, which can be positive or negative, and are dependent in part on multiple price and inflation index factors under agreements to which Mesabi Trust is not a party and that are not known until after the end of a contract year. It is possible that future negative price adjustments could partially or even completely offset royalties or royalty income that would otherwise be payable to the Trust in any particular quarter, or at year-end, thereby potentially reducing cash available for distribution to the Trust's Unitholders (as defined below) in future quarters.

For a discussion of the factors, including without limitation, those that could materially and adversely affect Mesabi Trust's actual results and performance, see "Risk Factors" set forth on pages 4 through 17 of Mesabi Trust's Annual Report for the fiscal year ended January 31, 2024, as updated by the "Risk Factors" on page 19 of Mesabi Trust's Form 10-Q for the fiscal quarter ended July 31, 2024 (filed September 5, 2024). These risks and uncertainties are not exclusive and further information concerning the Trust, including factors that potentially could materially affect our operating results, financial condition or the market price of the Units, may emerge from time to time. 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. We advise you, however, to consult any further disclosures we make on related subjects in our future Quarterly Reports on Form 10-Q, Annual Reports on Form 10-K and Current Reports on Form 8-K that we file with or furnish to the Securities and Exchange Commission.

PART I – FINANCIAL INFORMATION

Item 1. Financial Statements. (Note 1)

Mesabi Trust
Condensed Statements of Income
Three and Nine Months Ended October 31, 2024 and 2023

	Three Months Ended October 31,		Nine Months Ended October 31,	
	2024	2023	2024	2023
	(unaudited)	(unaudited)	(unaudited)	(unaudited)
A. Condensed Statements of Income				
Revenues				
Royalty income	$ 7,348,366	$ 4,664,092	$ 19,613,693	$ 16,106,008
Arbitration award	71,185,029	—	71,185,029	—
Interest	468,445	231,974	943,600	528,152
Total revenues	79,001,840	4,896,066	91,742,322	16,634,160
Expenses	676,315	810,000	4,535,119	2,341,615
Net income	$ 78,325,525	$ 4,086,066	$ 87,207,203	$ 14,292,545
WEIGHTED AVERAGE NUMBER OF UNITS OUTSTANDING				
Number of units outstanding	13,120,010	13,120,010	13,120,010	13,120,010
Net income per unit (Note 2)	$ 5.9699	$ 0.3114	$ 6.6469	$ 1.0894
Distributions declared per unit (Note 4)	$ 0.3900	$ 0.3500	$ 0.9800	$ 0.3500

See Notes to Condensed Financial Statements.

Mesabi Trust
Condensed Balance Sheets
October 31, 2024 and January 31, 2024

	October 31, 2024 (unaudited)	January 31, 2024
B. Condensed Balance Sheets		
Assets		
Cash and cash equivalents	$ 95,910,149	$ 23,980,448
Accrued income receivable	3,883,400	1,960,358
Contract asset	669,276	451,896
Prepaid expenses	204,199	297,647
Current assets	100,667,024	26,690,349
Fixed property, including intangibles, at nominal values		
Assignments of leased property		
Amended assignment of Peters Lease	1	1
Assignment of Cloquet Leases	1	1
Certificate of beneficial interest for 13,120,010 units of Land Trust	1	1
	3	3
Total assets	$ 100,667,027	$ 26,690,352
Liabilities, Unallocated Reserve And Trust Corpus		
Distribution payable	$ 5,116,804	$ 4,854,404
Accrued expenses	225,484	860,802
Total liabilities	5,342,288	5,715,206
Unallocated reserve	95,324,736	20,975,143
Trust corpus	3	3
Total liabilities, unallocated reserve and trust corpus	$ 100,667,027	$ 26,690,352

See Notes to Condensed Financial Statements.

Mesabi Trust
Condensed Statements of Cash Flows
Nine Months Ended October 31, 2024 and 2023

	Nine Months Ended October 31,	
	2024 (unaudited)	2023 (unaudited)
C. Condensed Statements of Cash Flows		
Operating activities		
Royalties received	$ 17,741,099	$ 10,987,764
Arbitration award	71,185,029	—
Interest received	675,772	484,310
Expenses paid	(5,076,989)	(2,525,859)
Net cash from operating activities	84,524,911	8,946,215
Financing activity		
Distributions to unitholders	(12,595,210)	—
Net change in cash and cash equivalents	71,929,701	8,946,215
Cash and cash equivalents, beginning of period	23,980,448	13,966,500
Cash and cash equivalents, end of period	$ 95,910,149	$ 22,912,715
Reconciliation of net income to net cash from operating activities		
Net income	$ 87,207,203	$ 14,292,545
Increase in accrued income receivable	(1,923,042)	(1,861,870)
Increase in contract asset	(217,380)	(1,002,095)
Decrease (increase) in prepaid expense	93,448	(85,524)
Decrease in accrued expenses	(635,318)	(98,720)
Decrease in contract liability	—	(2,298,121)
Net cash from operating activities	$ 84,524,911	$ 8,946,215
Non cash financing activity		
Distributions declared and payable	$ 5,116,804	$ 4,592,003

See Notes to Condensed Financial Statements.

Mesabi Trust

Notes to Condensed Financial Statements
October 31, 2024 (Unaudited)

Note 1. The condensed financial statements and notes to the condensed financial statements of Mesabi Trust (the "Trust") included herein have been prepared in accordance with the instructions to Form 10-Q pursuant to the rules and regulations of the Securities and Exchange Commission (the "SEC"). Certain information and footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States have been condensed or omitted pursuant to such rules and regulations. In the opinion of the Trustees of Mesabi Trust (the "Trustees"), all adjustments, consisting only of normal recurring adjustments, necessary for a fair statement of (a) the results of operations for the three and nine months ended October 31, 2024 and 2023, (b) the financial position as of October 31, 2024 and (c) the cash flows for the nine months ended October 31, 2024 and 2023, have been made. For further information, refer to the financial statements and footnotes included in Mesabi Trust's Annual Report on Form 10-K for the year ended January 31, 2024.

Note 2. Net income per unit is based on 13,120,010 units outstanding during all periods presented.

The Trust accounts for revenue in accordance with ASC 606 - Revenue from Contracts with Customers. All revenue is recognized as the performance obligations are satisfied. 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 dated August 17, 1989 among the trustees of Mesabi Trust, Bruce D. Sherling, as Trustee in Bankruptcy for the Estate of Reserve Mining Company, and Cypress Northshore Mining Corporation, predecessor to Northshore Mining Company (referred to as the "Amended Assignment of Peters Lease" or the "Royalty Agreement"). In accordance with the Royalty Agreement, the Trust recognizes revenue for providing access to the lands and minerals only after the consideration that it is entitled to receive is determinable. The Trust is entitled to payment upon production of pellets to be sold for internal use by facilities owned by Cleveland Cliffs Inc. ("Cliffs"), the parent company of Northshore Mining Company ("Northshore" or "NMC"), or its subsidiaries. As a result, the Trust recognizes revenue for internal use pellets upon production of those pellets, which are deemed to be shipped under the Royalty Agreement, regardless of pellet grade. Pellets that are not designated for internal use by Cliffs, or its subsidiaries, are recognized as revenue upon shipment from Silver Bay, Minnesota. Shipped product and deemed shipped product are hereafter collectively referred to as "shipped."

Disaggregation of Revenues

The following table represents a disaggregation of royalty revenue for the three and nine months ended October 31, 2024 and October 31, 2023.

	Three Months Ended October 31,	
	2024	2023
Base overriding royalties	$ 4,150,083	$ 2,214,651
Bonus royalties	3,027,705	2,252,620
Fee royalties	170,578	196,821
Total royalty income	$ 7,348,366	$ 4,664,092

	Nine Months Ended October 31,	
	2024	2023
Base overriding royalties	$ 11,131,795	$ 8,550,118
Bonus royalties	8,024,502	7,050,557
Fee royalties	457,396	505,333
Total royalty income	$ 19,613,693	$ 16,106,008

Base overriding royalties

The performance obligation for the base overriding royalty consists of providing NMC access to the Peters Lands, Cloquet Lands, and Mesabi Lands and the right to mine on these lands. The consideration to be received from this access under the Amended Assignment of Peters Lease relates to the volume of iron ore shipped. The Trust receives royalties at the greater of (i) the aggregate quantity of iron ore products shipped, that were mined from Mesabi Trust Lands, and (ii) a portion of the aggregate quantity of all iron ore products shipped, that were mined from any lands during the calendar year, 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 in excess of six million tons during such year.

The royalty percentage paid to the Trust increases as the aggregate tonnage of iron ore products shipped, attributable to the Trust in any calendar year increases. The Trust earns a 2.5% royalty on the first million tons shipped in a calendar year, 3.5% on the second million tons, 5.0% on the third million tons, 5.5% on the fourth million tons and 6.0% beyond four million tons. The base overriding royalties contain variable consideration, as the transaction price is based on a percentage that varies based on the total cumulative tons of iron ore shipped. Under the Royalty Agreement, measurement of the total cumulative volumes of iron ore shipped and the applicable royalty percentages is reset at the beginning of each calendar year. The Trust estimates the variable consideration it expects to be entitled to receive based on the estimated average royalty percentage over the calendar year periods that are included in the Trust's fiscal year. The Trust evaluates the estimate of the variable consideration to determine whether the estimate needs to be constrained and includes the variable consideration in the transaction price only to the extent that it is probable that a significant reversal of the amount of cumulative revenue recognized will not occur when the uncertainty associated with the variable consideration is subsequently resolved. The Trust estimates the base overriding royalty percentage using the expected value method, which calculates the estimate based on historical, current, and forecasted shipments. At each quarter end, the Trust updates its estimate of total tons expected to be shipped for the calendar year and applies the estimated annual royalty rate to actual tons shipped in the quarter. The Trust recognizes revenue for base overriding royalties on a quarterly basis based on actual shipments, the estimated annual royalty rate and estimated prices for iron ore products sold under Cliffs' customer contracts.

On May 1, 2022, Cliffs idled NMC, and the idle continued until April 2023. On April 25, 2023, Cliff's announced a partial restart of some operations at NMC and that Cliffs would continue to treat NMC as a swing operation.

Bonus royalties

The performance obligation for the bonus royalties consists of providing NMC access to the Peters Lands, Cloquet Lands, and Mesabi Lands and the right to mine on these lands. The consideration to be received from this access under the Amended Assignment of Peters Lease relates to the volume of iron ore shipped, by NMC. The Trust recognizes bonus royalties on a quarterly basis based on shipments for the fiscal quarter at the actual royalty percentage for those shipments and based on the anticipated prices for iron ore products sold under Cliffs' customer contracts. The Trust is paid royalty bonuses when iron ore products shipped are sold at anticipated prices above a threshold price per ton. The royalty bonus is based on a percentage of the gross proceeds of product shipped. The royalty bonus percentage ranges from 1/2 of 1% of the gross proceeds (on all tonnage shipped for sale at prices between the threshold price and $2.00 above the threshold price) to 3% of the gross proceeds (on all tonnage shipped for sale at prices $10.00 or more above the threshold price). The threshold price is adjusted annually for inflation and is $67.75 per ton for calendar year 2024 and was $ 66.00 per ton for calendar year 2023.

AAA Arbitration Final Award

As previously reported, on October 14, 2022, Mesabi Trust initiated arbitration against Northshore, the lessee/operator of the leased lands, and its parent, Cliffs, with the American Arbitration Association ("AAA"). The Trust sought an award of damages relating to Cliffs' and Northshore's underpayment of royalties in 2020, 2021, and the first four months of 2022 by virtue of Cliffs' and Northshore's failure to use the highest priced arms'-length iron ore pellet sale from the preceding four quarters in pricing certain pellet shipments from 2020 through the first four months of 2022. The Trust also sought declaratory relief related to the Trust's entitlement to certain documentation and to the time when Cliffs' and Northshore's royalty obligations accrue.

The evidentiary hearing was completed before a panel of three arbitrators in March 2024 under the commercial rules of the AAA. Post-hearing briefs were exchanged in May 2024. Post-hearing oral arguments and final submissions were concluded in June 2024. The Trust received the final award on September 6, 2024, which unanimously awarded the Trust damages in the amount of $59,799,977 for underpaid royalties in 2020, 2021 and the first four months of 2022, plus pre-award interest in the amount of $11,385,052, calculated at the rate of 10% simple interest per annum from the date of the initial demand through the date of the award. Pursuant to the award, Cliffs and Northshore were required to pay the Trust the amounts specified in the Award by no later than October 6, 2024. The Tribunal approved the parties' stipulated Consent Award approving the Trust's ongoing entitlement to certain documentation related to verifying royalty calculations. The Tribunal denied the Trust's request for declaratory relief regarding the time at which Cliffs' and Northshore's royalty obligations accrue.

Pursuant to the AAA tribunal's unanimous final award dated September 6, 2024, Northshore and Cliffs paid Mesabi Trust $71,185,029 on October 4, 2024 as a final award, including interest. This non-recurring revenue is reflected as "Arbitration Award" under "Revenues" on the Trust's Condensed Statement of Income.

Fee royalties

Fee royalties are determined based on the volume of crude ore mined on a quarterly basis. The Trust recognizes fee royalties on a quarterly basis based on the actual crude ore mined during the fiscal quarter. Fee royalties are payable to the Mesabi Land Trust, a Minnesota land trust, which holds a 20% interest as fee owner in the Amended Assignment of Peters Lease. The Trust holds the entire beneficial interest in the Mesabi Land Trust for which U.S. Bank N.A. acts as the corporate trustee. The Trust receives the net income of the Mesabi Land Trust, which is generated from royalties on the amount of crude ore mined after the payment of expenses to U.S. Bank N.A. for its services as the corporate trustee. The fee royalty on crude ore is based on an agreed price per ton, subject to certain indexing.

Accrued income receivable

Accrued income receivable represents royalty income earned but not yet received by the Trust. Accrued income receivable is comprised of (i) shipments during the last month of the Trust's fiscal quarter, if any, and (ii) net positive price adjustments, if any, (which may include the sum of positive and negative price adjustments) resulting from price adjustment mechanisms in the agreements between Cliffs and its customers that determine the final sales price of the shipments from Silver Bay, Minnesota.

Contract asset and contract liability

The contract asset and contract liability are presented net in the accompanying balance sheets as both the contract asset and contract liability are derived from one customer contract. A net contract asset in the amount of $669,276 is reflected on the Balance Sheet as of October 31, 2024. The net contract asset is made up of a contract asset in the amount of $669,276 and no contract liability. As of January 31, 2024, the Trust recorded a net contract asset in the amount of $451,896, made up of a contract asset of $451,896 and no contract liability. The contract asset relates to variable consideration for base overriding royalties that occurs as a result of escalating base overriding royalty rates earned as thresholds for tons of ore shipped are reached, as described in the base overriding royalties section above. The recorded contract asset represents the additional revenue earned based on the estimated annual royalty rate compared to the effective contracted rate for tons shipped during the period. The contract asset is not available for distribution to the Unitholders until the applicable royalties are actually received by the Trust.

Note 3. The Trustees determine whether to declare a distribution each year in April, July, October and January. The Trust's financial statements are prepared on an accrual basis and present the Trust's results of operations based on each of the Trust's fiscal quarters, which end one month after the close of each calendar quarter. Because (i) distributions, if any, are declared by the Trustees based on, among other considerations, the amount of royalties actually paid to the Trust through the end of each calendar quarter prior to April, July, October and January of each year, the Trustees' evaluation of known and projected Trust expenses in the current and future quarters, the then-current level of Unallocated Reserve and general economic conditions, and (ii) the Trust's Net income is calculated as of the end of each fiscal quarter, the distributions declared by the Trust are not equivalent to the Trust's Net income during the periods reported in this Quarterly Report on Form 10-Q.

Note 4. On October 17, 2024, the Trustees declared a distribution of $ 0.39 per Unit of Beneficial Interest payable on November 20, 2024 to Mesabi Trust Unitholders of record at the close of business on October 30, 2024. The declared distribution of $5,116,804 is recorded as a distribution payable on the Consolidated Balance Sheet for the quarter ended October 31, 2024 (unaudited) as compared to a distribution payable of $0.35 per Unit of Beneficial Interest for the quarter ended October 31, 2023.

On October 30, 2024, the Trustees received the quarterly royalty report of iron ore production and shipment during the calendar quarter ended September 30, 2024 from Cliffs. See "Recent Developments—Quarterly Royalty Report and Royalty Payment Received" as set forth on page 16 of this Quarterly Report on Form 10-Q for the fiscal quarter ended October 31, 2024.

Each quarter, as authorized by the Agreement of Trust dated July 18, 1961, as amended (the "Agreement of Trust"), the Trustees evaluate all relevant factors, including all costs, expenses, obligations, and present and future liabilities of the Trust (whether fixed or contingent) in determining a prudent level of unallocated reserve in light of the unpredictable nature of the iron ore industry, current economic conditions and current communications from Cliffs as it relates to NMC.
Pursuant to the Agreement of Trust, the Trustees make decisions about cash distributions to Unitholders based on the royalty payments it receives from Cliffs when received, rather than as royalty income is recorded in accordance with the Trust's revenue recognition policy. Refer to Note 3 for further information.

As of October 31, 2024 and January 31, 2024, the unallocated cash and cash equivalents portion of the Trust's Unallocated Reserve was comprised of the following components. Cash equivalents consists of U.S. government securities with maturities of 3 months or less as of the date of acquisition by the Trust.

	October 31, 2024	January 31, 2024
Cash and cash equivalents	$ 95,910,149	$ 23,980,448
Distribution payable	(5,116,804)	(4,854,404)
Unallocated cash and cash equivalents	$ 90,793,345	$ 19,126,044

A reconciliation of the Trust's Unallocated Reserve and Trust Corpus for the three and nine months ended October 31, 2024 and 2023 is as follows:

	Unallocated Reserve	Trust Corpus	Total
Balances as of July 31, 2024	$ 22,116,015	$ 3	$ 22,116,018
Net income	78,325,525	—	78,325,525
Distributions declared - $0.3900 per unit	(5,116,804)	—	(5,116,804)
Balances as of October 31, 2024	$ 95,324,736	$ 3	$ 95,324,739

	Unallocated Reserve	Trust Corpus	Total
Balances as of July 31, 2023	$ 21,644,693	$ 3	$ 21,644,696
Net income	4,086,066	—	4,086,066
Distributions declared - $0.3500 per unit	(4,592,003)	—	(4,592,003)
Balances as of October 31, 2023	$ 21,138,756	$ 3	$ 21,138,759

	Unallocated Reserve	Trust Corpus	Total
Balances as of January 31, 2024	$ 20,975,143	$ 3	$ 20,975,146
Net income	87,207,203	—	87,207,203
Distributions declared - $0.9800 per unit	(12,857,610)	—	(12,857,610)
Balances as of October 31, 2024	$ 95,324,736	$ 3	$ 95,324,739

	Unallocated Reserve	Trust Corpus	Total
Balances as of January 31, 2023	$ 11,438,214	$ 3	$ 11,438,217
Net income	14,292,545	—	14,292,545
Distributions declared - $0.3500 per unit	(4,592,003)	—	(4,592,003)
Balances as of October 31, 2023	$ 21,138,756	$ 3	$ 21,138,759

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

This discussion should be read in conjunction with the condensed financial statements and notes presented in this Quarterly Report on Form 10-Q and the financial statements and notes in the last filed Annual Report on Form 10-K for the year ended January 31, 2024 for a full understanding of Mesabi Trust's financial position and results of operations for the three and nine months ended October 31, 2024.

All references in this discussion and in this Quarterly Report on Form 10-Q to iron ore products "shipped" or "shipments" shall include iron ore products that are actually shipped from Silver Bay, Minnesota and/or stockpiled for intercompany use that Cleveland Cliffs Inc. ("Cliffs") has deemed shipped, as referenced by the parties to, and in accordance with, the Amended Assignment of Peters Lease. Following the outcome of the 2019 arbitration, Cliffs began accruing royalty payments to the Trust for both DR pellets and standard pellets to be sold for internal use at facilities owned by Cliffs or its subsidiaries. This accrual method was upheld in the September 6, 2024 award. As a result, the Trust recognizes revenue for internal use pellets upon production of those pellets, regardless of pellet grade. Pellets produced by Northshore Mining Company ("Northshore" or "NMC") that are not designated for internal use by Cliffs, or its subsidiaries, and instead are intended for sale to third parties in arms'-length sales, continue to be recognized as revenue upon shipment from Silver Bay, Minnesota.

Background

Mesabi Trust, formed pursuant to 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 dated August 17, 1989 among the trustees of Mesabi Trust, Bruce D. Sherling, as Trustee in Bankruptcy for the Estate of Reserve Mining Company, and Cypress Northshore Mining Corporation, predecessor to Northshore (referred to as the "Amended Assignment of Peters Lease" or the "Royalty Agreement"), 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 a trust organized under the laws of the State of Minnesota to administer the Mesabi Fee Lands (as defined below) as the trust corpus in compliance with the laws of the State of Minnesota on July 18, 1961 (the "Mesabi Land Trust") 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 of the Mesabi Trust (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 by the Trust.

The Trustees do not intend to expand their responsibilities beyond those permitted or required by the Agreement of Trust, as amended by the Amendment to the Agreement of Trust dated October 25, 1982 (the "Agreement of Trust"), 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, based on information supplied to the Trustees by Northshore, the lessee/operator of the lands leased under the Peters Lease and Cloquet Lease (the "Peters Lease Lands" and "Cloquet Lease Lands," respectively) and the 20% fee interest of certain lands that are particularly described in, and subject to a mining lease under, the Peters Lease (the "Mesabi Fee Lands," and together with the Peters Lease Lands and Cloquet Lease Lands, the "Mesabi Trust Lands"), and its parent company, Cliffs. References to Northshore or NMC in this quarterly report, unless the context requires otherwise, are applicable to Cliffs as well.

Leasehold royalty income constitutes the principal source of the Trust's revenue. The income of the Trust is highly dependent upon the activities and operations of Northshore. Royalty rates and the resulting royalty payments received by the Trust are determined in accordance with the terms of the 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. Base overriding royalties have historically constituted the majority of the 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 the 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. The percentage ranges from 2-1/2% of the gross proceeds for the first one million tons of iron ore products shipped annually to 6% of the gross proceeds for all iron ore products in excess of four million tons shipped annually. Base overriding royalties are subject to interim and final price adjustments under Cliffs' customer contracts and, as described elsewhere in this report, such adjustments may be positive or negative.

- Royalty bonuses. The Trust earns royalty bonuses when iron ore products shipped 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. 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 is $67.75 per ton for calendar year 2024 and was $66.00 per ton for calendar year 2023. 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 Cliffs' customer contracts and, as described elsewhere in this report, such adjustments may be positive or negative.

- Fee royalties. Fee royalties have historically constituted a smaller component of the Trust's total 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 Amended Assignment of Peters Lease. Mesabi Trust holds the entire beneficial interest in the Mesabi Land Trust for which U.S. Bank N.A. acts as the corporate trustee. Mesabi Trust receives the net income of the Mesabi Land Trust, which is generated from royalties on the amount of crude ore mined after the payment of expenses to U.S. Bank N.A. for its services as the corporate trustee. Crude ore is the source of iron oxides used to make iron ore pellets and other products. The fee royalty on crude ore is based on an agreed price per ton, subject to certain indexing.

- Minimum advance royalties. Northshore's obligation to pay base overriding royalties and royalty bonuses with respect to the sale of iron ore products generally accrues upon the shipment of those products. 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 or deflation. The minimum advance royalty is $1,129,615 for calendar year 2024 and was $1,100,498 for calendar year 2023. 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.

The current royalty rate schedule became effective on August 17, 1989 pursuant to the Amended Assignment Agreements, which the Trust entered into with Cyprus Northshore Mining Corporation ("Cyprus NMC"). Pursuant to the Amended Assignment Agreements, overriding royalties are determined by both the volume and selling price of iron ore products shipped. In 1994, Cyprus NMC was sold by its parent corporation to Cliffs and renamed Northshore Mining Company. Cliffs now operates Northshore as a wholly owned subsidiary.

Under the relevant agreements, Northshore has the right to mine and ship iron ore products from lands other than Mesabi Trust Lands. Northshore alone determines whether to conduct mining operations on Mesabi Trust Lands 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, 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 mined from Mesabi Trust Lands, and (ii) a portion of the aggregate quantity of all iron ore products shipped that were mined 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. The royalty percentage paid to the Trust increases as the aggregate tonnage of iron ore products shipped, attributable to the Trust, in any calendar year increases past each of the ton volume thresholds. Assuming a consistent sales price per ton throughout a calendar year, shipments of iron ore product attributable to the Trust later in the year generate a higher royalty to the Trust, as total shipments for the year exceed the one million ton thresholds.

During the course of its typical fiscal year, some portion of royalties expected to be paid to Mesabi Trust is based in part on estimated prices for certain iron ore products sold under some of the Cliffs' customer contracts. The Cliffs' customer contracts use estimated prices which are subject to interim and final pricing adjustments, which can be positive or negative, and are dependent in part on multiple price and inflation index factors that are not known until after the end of a contract year. Even though Mesabi Trust is not a party to the Cliffs' customer contracts, these adjustments can result in significant variations in royalties payable to 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 the Trust. In either case, these price adjustments will impact future royalties payable to the Trust and, in turn, will impact cash reserves that may become available for distribution to Unitholders.

Historically, sales volumes under most of its multi-year supply agreements with Cliffs' customers, in general, are largely dependent on customer requirements and contain a base price that is adjusted annually using one or more adjustment factors. The factors that could result in price adjustments under Cliffs' customer contracts include changes in the Platts 62% Price, hot-rolled coil steel price, the Atlantic Basin pellet premium, published Platts international indexed freight rates and changes in specified producer price indices, including those for industrial commodities, fuel and steel.

As also described elsewhere in this report, the Trust receives a bonus royalty equal to a percentage of the gross proceeds of iron ore products (mined from Mesabi Trust Lands) shipped and sold at prices above the Adjusted Threshold Price. Although 97.4% of all the iron ore products shipped during calendar 2023 was sold at prices higher than the Adjusted Threshold Price, the Trustees are unable to project whether Cliffs will continue to be able to sell iron ore products at prices above the applicable Adjusted Threshold Price, entitling the Trust to any future bonus royalty payments.

As previously disclosed, on May 1, 2022, Cliffs idled Northshore, and the idle continued until April 2023. On April 25, 2023, Cliffs announced a partial restart of some operations at Northshore and that Cliffs would continue to treat Northshore as a swing operation. The Trustees have not been provided with any additional information regarding the anticipated volume of production, stockpiling or shipping of iron ore products at the Northshore operations in Babbitt and Silver Bay, Minnesota.

In order to calculate the royalties owed by Northshore to Mesabi Trust, the Royalty Agreement requires that Northshore make sales of iron ore products to third parties on an arms'-length basis without regard to any other business relationship between Northshore and the third-party buyer of the iron ore products. In order to calculate royalties on less than arms'-length sales (including sales from Northshore to Cliffs' corporate affiliates), the Royalty Agreement requires reference to the highest contract price obtained by Northshore in the preceding four calendar quarters in a sale to a buyer not affiliated with Northshore and made on an arms'-length basis without regard to any other business relationship. Since Cliffs' acquisition of ArcelorMittal USA in late-2020, and accelerating after Cliffs' Toledo HBI plant came online in mid-2021, Northshore has increased the proportion of iron ore mined from the Mesabi Trust Lands that it sells to Cliffs' corporate affiliates and decreased the proportion of such iron ore that it sells to third parties in arms'-length transactions. Cliffs' public statements beginning in third quarter of 2021 have indicated that Cliffs will be limiting the tonnage of iron ore pellets that it sells to third parties from all of its mines, and particularly Northshore. The Cliffs' Royalty Report dated July 30, 2024 reported two low-volume sale transactions of iron ore pellets to a single third-party customer, one in May 2024 and one in June 2024. These two sale transactions are the only reported third-party pellet sales transactions since Cliffs' July 28, 2023 quarterly royalty report when it reported two low-volume sales transactions to the same third-party customer in June 2023. The Trustees are continuing due diligence review of these transactions to evaluate whether such transactions meet the requirements of the Royalty Agreement. See "Risk Factors --- Risks Related to Pass – Through Trust Structure of Mesabi Trust – – The limited or lack of arms'-length third-party sales of iron ore pellets (processed at Northshore using Mesabi Trust's iron ore) by Cliffs could lead to uncertainty under the Royalty Agreement with respect to the calculation of royalties, which could in turn result in potential disputes regarding the amount of royalties owed to the Trust," as set forth on page 6 of Mesabi Trust's Annual Report on Form 10-K for the fiscal year ended January 31, 2024 (filed April 24, 2024) and as set forth on page 19 of Mesabi Trust's Quarterly Report on Form 10-Q for the fiscal quarter ended July 31, 2024 (filed September 5, 2024).

Deutsche Bank Trust Company Americas, the Corporate Trustee of Mesabi Trust, performs certain administrative functions for Mesabi Trust. The Trust maintains a website at www.mesabi-trust.com. The Trust makes available (free of charge) its annual, quarterly and current reports (and any amendments thereto) filed with the SEC through its website as soon as reasonably practicable after electronically filing or furnishing such material with or to the SEC.

Results of Operations

Comparison of Iron Ore Pellet Production and Shipments for the Three and Nine Months Ended October 31, 2024 and October 31, 2023

As shown in the table below, during the three months ended October 31, 2024, production and shipments of iron ore pellets at Northshore from Mesabi Trust Lands both totaled 1,066,665 tons. By comparison, pellet production and shipments for the comparable period in 2023 were both 918,482 tons. The increase in production and shipments is attributable to higher demand from Northshore's customers as compared to the prior comparable period. For the three months ended October 31, 2024, 100% of shipments originated from Trust lands.

Three Months Ended	Pellets Produced from Trust Lands (Tons)	Pellets Shipped from Trust Lands (Tons)
October 31, 2024	1,066,665	1,066,665
October 31, 2023	918,482	918,482

As shown in the table below, during the nine months ended October 31, 2024, production and shipments of iron ore pellets at Northshore from Mesabi Trust Lands both totaled 3,019,695 tons. By comparison, pellet production and shipments for the comparable period in 2023 were both 2,123,063 tons. The increase in production and shipments is attributable to three full quarters of operations of Northshore's facility during the nine months ended October 31, 2024 as compared to the nine months ended October 31, 2023, when Northshore's facilities were idled until late April 2023. For the nine months ended October 31, 2024, 100% of shipments originated from Trust lands.

Nine Months Ended	Pellets Produced from Trust Lands (Tons)	Pellets Shipped from Trust Lands (Tons)
October 31, 2024	3,019,695	3,019,695
October 31, 2023	2,123,063	2,123,063

Comparison of Royalty Income for the Three and Nine Months Ended October 31, 2024 and October 31, 2023

As reflected in the table below, the Trust's total royalty income for the three months ended October 31, 2024 increased by $2,684,274 to $7,348,366 as compared to the three months ended October 31, 2023. The increase in total royalty income is attributable to an increase in both pricing and shipments of iron ore during the three months ended October 31, 2024 as compared to the three months ended October 31, 2023.

The table below shows that the base overriding royalties increased $1,935,432 and the bonus royalties increased by $775,085 for the three months ended October 31, 2024, as compared to the three months ended October 31, 2023. Fee royalties decreased by $26,243 over the same period. The increase in the base overriding royalties and bonus royalties is attributable to an increase in both pricing and shipments of iron ore during the three months ended October 31, 2024 as compared to the three months ended October 31, 2023. The decrease in the fee royalties is attributable to a decrease in the royalty rate paid during the three months ended October 31, 2024 as compared to the three months ended October 31, 2023.

The table below summarizes the components of Mesabi Trust's total royalty income for the three months ended October 31, 2024 and October 31, 2023, respectively:

	Three Months Ended October 31,	
	2024	2023
Base overriding royalties	$ 4,150,083	$ 2,214,651
Bonus royalties	3,027,705	2,252,620
Fee royalties	170,578	196,821
Total royalty income	$ 7,348,366	$ 4,664,092

As reflected in the table below, the Trust's total royalty income for the nine months ended October 31, 2024 increased by $3,507,685 to $19,613,693 as compared to the nine months ended October 31, 2023. The increase in royalty income is attributable to three full quarters of operations of Northshore's facility during the nine months ended October 31, 2024, as compared to the nine months ended October 31, 2023, when Northshore's facilities were idled until late April.

The table below shows that the base overriding royalties increased $2,581,677 and the bonus royalties increased by $973,945 for the nine months ended October 31, 2024, as compared to the nine months ended October 31, 2023. Fee royalties decreased by $47,937 over the same period. The increase in the base overriding royalties and bonus royalties is attributable to three full quarters of operations of Northshore's facility during the nine months ended October 31, 2024, as compared to the nine months ended October 31, 2023, when Northshore's facilities were idled until late April. The decrease in the fee royalties is attributable to a decrease in the royalty rate paid during the nine months ended October 31, 2024 as compared to the nine months ended October 31, 2023.

The table below summarizes the components of Mesabi Trust's total royalty income for the nine months ended October 31, 2024 and October 31, 2023, respectively:

	Nine Months Ended October 31,	
	2024	2023
Base overriding royalties	$ 11,131,795	$ 8,550,118
Bonus royalties	8,024,502	7,050,557
Fee royalties	457,396	505,333
Total royalty income	$ 19,613,693	$ 16,106,008

Comparison of Net Income, Expenses and Distributions for the Three and Nine Months Ended October 31, 2024 and October 31, 2023

Net income for the three months ended October 31, 2024 was $78,325,525, an increase of $74,239,459 as compared to the three months ended October 31, 2023. The increase in net income for the three months ended October 31, 2024 is primarily attributable to the recognition of revenue related to the AAA arbitration award in the current fiscal quarter (which is non-recurring) as well as an increase in royalty income which is attributable to an increase in pricing and shipments of iron ore, as compared to the three months ended October 31, 2023. Pursuant to the AAA arbitration final award dated September 6, 2024, Northshore and Cliffs paid Mesabi Trust $71,185,029 on October 4, 2024. In addition, the Trust's expenses for the three months ended October 31, 2024 were $676,315, a decrease of $133,685 compared to the expenses for the three months ended October 31, 2023. The decrease in expenses was primarily attributable to a decrease in legal fees and expenses incurred for the three months ended October 31, 2024 (mostly related to the arbitration award), as compared to the prior comparable period. The table below summarizes the Trust's income and expenses for the three months ended October 31, 2024 and October 31, 2023, respectively.

	Three Months Ended October 31,	
	2024	2023
Total royalty income	$ 7,348,366	$ 4,664,092
Arbitration award	71,185,029	—
Interest income	468,445	231,974
Total revenues	79,001,840	4,896,066
Expenses	676,315	810,000
Net income	$ 78,325,525	$ 4,086,066

Net income for the nine months ended October 31, 2024 was $87,207,203, an increase of $72,914,658 as compared to the nine months ended October 31, 2023. The increase in net income for the nine months ended October 31, 2024 is primarily attributable to the recognition of revenue related to the AAA arbitration award in the current fiscal year (which is non-recurring) as well as an increase in royalty income which is attributable to an increase in pricing and shipments of iron ore, as compared to the prior comparable period. The Trust's expenses for the nine months ended October 31, 2024 were $4,535,119, an increase of $2,193,504 compared to the expenses for the nine months ended October 31, 2023. The increase in expenses was primarily attributable to an increase in legal fees and expenses incurred for the nine months ended October 31, 2024 (mostly related to the arbitration award), as compared to the prior comparable period. The table below summarizes the Trust's income and expenses for the nine months ended October 31, 2024 and October 31, 2023, respectively.

	Nine Months Ended October 31,	
	2024	2023
Total royalty income	$ 19,613,693	$ 16,106,008
Arbitration award	71,185,029	—
Interest income	943,600	528,152
Total revenues	91,742,322	16,634,160
Expenses	4,535,119	2,341,615
Net income	$ 87,207,203	$ 14,292,545

As presented on the "Trust's Condensed Statements of Operations" on page 3 of this quarterly report, the Trust's net income per unit increased $5.6585 per unit to $5.9699 per unit for the fiscal quarter ended October 31, 2024 as compared to the fiscal quarter ended October 31, 2023. On October 17, 2024, the Trust declared a distribution of $0.39 per unit payable on November 20, 2024 to Unitholders of record on October 30, 2024. Comparatively, the Trust declared a distribution of $0.35 per unit during the quarter ended October 31, 2023. During the nine months ended October 31, 2024 and October 31, 2023, the Trust declared distributions totaling $0.98 per unit to Unitholders of record and $0.35, respectively.

On a quarterly basis, the Trustees review a variety of financial and economic data and information impacting the Trust, and upon the Trustees' determination, distributions may be declared approximately eleven weeks after the Trustees receive a quarterly royalty report from Northshore and Cliffs and the Trust receives the actual royalty payment with respect to royalty income that is payable for iron ore shipments through the end of each prior calendar quarter. Royalty payments may include pricing adjustments with respect to shipments made during prior periods. The Trust accounts for and reports accrued income receivable based on shipments during the last month of each of the Trust's fiscal quarters (April, July, October and January) and price adjustments under Cliffs' customer contracts (which can be positive or negative and can result in significant variations in royalties received by Mesabi Trust and cash available for distribution to Unitholders) as reported to the Trust by Northshore. The Trust accounts for these amounts by using estimated prices and reports such amounts as revenue even though accrued income receivable is not available for distribution to Unitholders until it is received by the Trust. Accordingly, distributions declared by the Trust are not equivalent to the Trust's net income during the periods reported in this Quarterly Report on Form 10-Q.

Comparison of Unallocated Reserve as of October 31, 2024, October 31, 2023 and January 31, 2024

As set forth in the table below, Unallocated Reserve increased from $21,138,756 as of October 31, 2023 to $95,324,736 as of October 31, 2024. The increase in Unallocated Reserve as of October 31, 2024, as compared to October 31, 2023, is primarily the result of an increase in unallocated cash and cash equivalents due to the recognition and receipt of $71,185,029 in revenue related to the arbitration award in the current fiscal quarter and an increase in accrued income receivable. The increase in the accrued income receivable portion of the Unallocated Reserve is attributable to an increase in pricing and shipments in the last month of the fiscal quarter ended October 31, 2024 as compared to the prior comparable period.

	October 31, 2024	October 31, 2023	% increase (decrease)
Accrued Income Receivable	$ 3,883,400	$ 1,885,432	106.0%
Contract Asset	669,276	1,002,095	(33.2)%
Unallocated Cash and Cash Equivalents	90,793,345	18,320,712	395.6%
Prepaid Expenses and (Accrued Expenses), net	(21,285)	(69,483)	(69.4)%
Unallocated Reserve	$ 95,324,736	$ 21,138,756	350.9%

The Trust's Unallocated Reserve as of October 31, 2024 increased by $74,349,593 to $95,324,736, as compared to the fiscal year ended January 31, 2024. The increase in the Unallocated Reserve as of October 31, 2024, as compared to January 31, 2024, is the result of an increase in unallocated cash and cash equivalents and an increase in the accrued income receivable and contract asset. The increase in the unallocated cash and cash equivalents portion of the Unallocated Reserve is attributable to the recognition and receipt of $71,185,029 in revenue related to the arbitration award in October 2024. The increase in the accrued income receivable portion of the Unallocated Reserve is attributable to an increase in pricing in the last month of the fiscal quarter ended October 31, 2024 as compared to the last month of the fiscal year ended January 31, 2024. The increase in the contract asset portion of the Unallocated Reserve is attributable to estimates of variable considerations related to the shipments calendar year-to-date through October 31, 2024, as compared to only one month of shipments for the quarter ended January 31, 2024. See "Note 2" for further discussion of contract asset and contract liability.

	October 31, 2024	January 31, 2024	% increase (decrease)
Accrued Income Receivable	$ 3,883,400	$ 1,960,358	98.1%
Contract Asset	669,276	451,896	48.1%
Unallocated Cash and Cash Equivalents	90,793,345	19,126,044	374.7%
Prepaid Expenses and (Accrued Expenses), net	(21,285)	(563,155)	(96.2)%
Unallocated Reserve	$ 95,324,736	$ 20,975,143	354.5%

It is possible that future negative price adjustments could offset, or even eliminate, future royalties or royalty income that would otherwise be payable to the Trust in any particular quarter, or at year end, thereby potentially reducing cash available for distribution to the Trust's Unitholders in future quarters. See the discussion under the heading "Risk Factors" beginning on page 4 of the Trust's Annual Report on Form 10-K for the fiscal year ended January 31, 2024 (filed April 24, 2024).

Each quarter, as authorized by the Agreement of Trust, the Trustees will reevaluate all relevant factors including all costs, expenses, obligations, and present and future liabilities of the Trust (whether fixed or contingent) in determining a prudent level of unallocated reserve in light of the unpredictable nature of the iron ore industry, current and projected future mining operations and current economic conditions. 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 anticipated 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. As previously disclosed, on April 25, 2023, Cliffs announced that "higher levels of steel production have led to the partial restart of some operations at … [its] iron ore mining and pelletizing swing facility at Northshore earlier this month." Cliffs also announced that it "…will continue to treat that facility as our swing operation. And at this time, we still do not expect to operate Northshore in full any time this year." The Trustees have not been provided with any additional information regarding the anticipated volume of production, stockpiling or shipping of iron ore products at the Northshore operations in Babbitt and Silver Bay, Minnesota. General adverse business and industry economic trends, uncertainties arising from war, terrorist events and other global events, higher or lower customer demand for steel and iron ore, decisions by mine operators regarding curtailments or idling production lines or entire plants, environmental compliance uncertainties, difficulties in obtaining and renewing necessary operating permits, higher imports of steel and iron ore substitutes, processing difficulties and consolidation and restructuring in the domestic steel market may adversely affect the amount and timing of such future shipments and sales. The Trustees will continue to monitor the economic and other 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 and steel industry, the Trust's dependence on the actions of Cliffs/Northshore, and the fact that the Trust essentially has no other liquid assets.

Recent Developments

Quarterly Royalty Report and Royalty Payment Received

On October 30, 2024, the Trustees of Mesabi Trust received the Royalty Report from Cliffs, the parent company of Northshore.

As reported to Mesabi Trust by Cliffs in the Royalty Report, based on shipments of iron ore products by Northshore during the three months ended September 30, 2024, Mesabi Trust was credited with a base royalty of $4,469,814. For the three months ended September 30, 2024, Mesabi Trust was also credited with a bonus royalty in the amount of $2,718,456. Cliffs reported that no adjustments were made in the third quarter 2024. In addition, a royalty payment of $167,659 was paid to the Mesabi Land Trust. Accordingly, the total royalty payments received by Mesabi Trust on October 30, 2024 from Cliffs were $7,355,929.

The royalties paid to Mesabi Trust are based on the volume of iron ore pellets and other products produced or shipped during the quarter and the year to date, the pricing of iron ore product sales, and the percentage of iron ore pellet production and shipments from Mesabi Trust lands rather than from non-Mesabi Trust lands. In the third calendar quarter of 2024, Cliffs credited Mesabi Trust with 972,154 tons of iron ore shipped, as compared to 1,019,311 tons shipped or produced during the third calendar quarter of 2023.

The volume of iron ore pellets (and other iron ore products) produced or shipped by Northshore varies from quarter to quarter and year to year based on a number of factors, including, among others, Cliffs' decisions to idle Northshore operations (which occurred from May 2022 until April 2023), the requested delivery schedules of customers (including affiliates), general economic conditions in the iron ore industry, and production schedules and weather conditions on the Great Lakes. These multiple factors can result in significant variations in royalties received by Mesabi Trust (and in turn, the resulting funds available for distribution to Unitholders by Mesabi Trust) from quarter to quarter and from year to year. These variations, which can be positive or negative, cannot be predicted by the Trustees of Mesabi Trust. Based on the above factors, and as indicated by Mesabi Trust's historical distribution payments, the royalties received by Mesabi Trust, and the distributions paid to Unitholders, if any, in any particular quarter are not necessarily indicative of royalties that will be received, or distributions that will be paid, if any, in any subsequent quarter or full year.

The Trustees of Mesabi Trust have received no specific updates concerning Cliffs' plans with respect to Northshore iron ore operations. The last reported Cliffs' public announcements made in April 2023 included that Northshore was then being partially restarted and would be run at less than full capacity for the remainder of 2023, and that Cliffs would continue to treat Northshore as a swing operation. With respect to calendar year 2024, Northshore has not advised Mesabi Trust of its expected shipments of iron ore products, or what percentage of 2024 shipments will be from Mesabi Trust iron ore.

Trust's Prior Announcement of a Thirty-Nine Cents Distribution

On October 17, 2024, Mesabi Trust issued a press release announcing that the Trustees of Mesabi Trust declared a distribution of thirty-nine cents ($0.39) per Unit of Beneficial Interest payable on November 20, 2024 to Mesabi Trust Unitholders of record at the close of business on October 30, 2024. This compares to a thirty-five cents ($0.35) per Unit distribution declared for the same period last year.

AAA Arbitration Final Award and Payment

As previously reported, the arbitration initiated by the Trust in October 2022 concluded in June 2024.

Pursuant to the AAA tribunal's final award dated September 6, 2024, Northshore Mining Company and Cleveland-Cliffs Inc. paid Mesabi Trust $71,185,029 on October 4, 2024. This payment satisfied the AAA panel's unanimous award of damages (including pre-award interest) for underpayment of royalties due to the Trust in 2020, 2021 and the first four months of 2022.

The distribution announcement by Mesabi Trust on October 17, 2024 included information that the Trustees' determined to hold these AAA award funds received on October 4, 2024 in reserve pending the expiration of procedural deadlines related to the arbitration, and an assessment of all other facts and contingencies. In the interim, the Trustees have invested the funds in appropriate interest-bearing accounts.

Forward-Looking Statements

This report contains certain forward-looking statements based on Cliffs' publicly announced plans with respect to Northshore in the future, which statements are intended to be made under the safe harbor protections of the Private Securities Litigation Reform Act of 1995, as amended. Cliffs' implementation of, or changes to, these plans are beyond Mesabi Trust's control. As such, such statements are subject to risks and uncertainties, which could cause actual results to differ materially.

Although the Mesabi Trustees believe that any such forward-looking statements are based on reasonable assumptions, such statements are subject to risks and uncertainties, which could cause actual results to differ materially. Additional information concerning these and other risks and uncertainties is contained in Mesabi Trust's filings with the Securities and Exchange Commission, including its Annual Report on Form 10-K for the fiscal year ended January 31, 2024 (filed April 24, 2024) and Quarterly Report on Form 10-Q for the fiscal quarter ended July 31, 2024 (filed September 5, 2024). Mesabi Trust undertakes no obligation to publicly update or revise any of the forward-looking statements made herein to reflect events or circumstances after the date hereof.

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's assets. 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, monitoring royalties and protecting and conserving the held assets.

Neither Mesabi Trust nor the Trustees have any control over the operations and activities of Northshore, except within the framework of the Royalty Agreement. Cliffs alone controls (i) historical operating data, including iron ore production volumes, decisions to reduce or idle the Northshore plant and mining operations, 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 ore reserves; (iv) projected production of iron ore products; (v) contracts between Cliffs and Northshore with their customers; and (vi) the decision to mine off Mesabi Trust and/or state lands, based on Cliffs' current mining and engineering plan. The Trustees do not exert any influence over mining operational decisions at Northshore, nor do the Trustees provide any input regarding the ore reserve estimated at Northshore as reported by Cliffs. While the Trustees request relevant information from Cliffs and Northshore in accordance with the Royalty Agreement 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 Cliffs' periodic and current filings with the SEC, as well as information from Northshore, to provide accurate and timely information in Mesabi Trust's reports filed with the SEC.

In accordance with the Agreement of Trust, 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" set forth on pages 4 through 17 of Mesabi Trust's Annual Report on Form 10-K for the fiscal year-ended January 31, 2024 (filed April 24, 2024) and the Trust's Quarterly Report on Form 10-Q for the fiscal quarter ended July 31, 2024 (filed September 5, 2024).

Iron Ore Pricing and Contract Adjustments

Cliffs has recently disclosed that marketing and selling iron ore pellets to third party customers in arms-length transactions is no longer a core aspect of Northshore's business. Historically, when Cliffs produced iron ore for arms'-length sales to third-party customers, some portion of the royalties Cliffs paid to Mesabi Trust were based in part on estimated prices for certain iron ore products sold under some of Cliffs' customer contracts. Mesabi Trust is not a party to any of the Cliffs' customer contracts. Generally, prices in some of such contracts were subject to interim and final pricing adjustments, which can be positive or negative, and which adjustments are dependent in part on a variety of price and inflation index factors, including but not limited to various benchmark pellet prices, hot band steel prices and various Producer Price Indexes. Although Northshore makes interim adjustments to the royalty payments on a quarterly basis, these price adjustments typically were not finalized until after the end of a contract year. In such circumstances, significant and frequent variations in royalties paid to the Trust could result. Iron ore products that are sold internally to Cliffs' affiliates do not include such contract adjustment provisions.

Potential distributions to Unitholders by the Trust can also vary significantly from quarter to quarter and on a comparative historical basis. These variations, which can be positive or negative, cannot be predicted by Mesabi Trust. It is possible that future negative price adjustments could partially or even completely offset royalties or royalty income that would otherwise be payable to the Trust in any particular quarter, or at year-end, thereby potentially reducing cash available for distribution to the Trust's Unitholders in future quarters.

Effects of Securities Regulation

The Trust is a publicly traded, pass-through royalty trust with its Trust Certificates 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"), each as amended, 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 a publicly-traded pass-through royalty trust such as Mesabi Trust. In particular, Sarbanes-Oxley mandated the adoption by 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 royalty trust. Pursuant to NYSE rules, as a pass-through royalty trust, the Trust is exempt from many of the corporate governance requirements that apply to other 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, a compensation committee or executive officers. The Trust has no employees. The Trustees closely monitor the SEC's and NYSE's rulemaking activities and will comply with their rules and regulations to the extent applicable.

The Trust's website is located at www.mesabi-trust.com.

Critical Accounting Policies and Estimates

The Trust is a publicly traded, pass-through royalty trust with its Trust Certificates listed on the NYSE and is therefore subject to extensive regulation under, among others, the Securities Act of 1933, the Securities Exchange Act of 1934, Sarbanes-Oxley, each as amended, 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 a publicly-traded pass-through royalty trust such as Mesabi Trust. In particular, Sarbanes-Oxley mandated the adoption by 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 royalty trust. Pursuant to NYSE rules, as a pass-through royalty trust, the Trust is exempt from many of the corporate governance requirements that apply to other 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, a compensation committee or executive officers. The Trust has no employees. The Trustees closely monitor the SEC's and NYSE's rulemaking activities and will comply with their rules and regulations to the extent applicable.

There have been no material changes in the Trust's critical accounting policies or significant accounting estimates during the three months ended October 31, 2024. For a complete description of the Trust's significant accounting policies, please see Note 2 to the financial statements included in the Trust's Annual Report on Form 10-K for the year ended January 31, 2024 (filed April 24, 2024).

Certain Tax Information

The Trust is not taxable as a corporation for federal or state income tax purposes and is instead qualified as a nontaxable grantor trust. Since the Trust's inception, all net taxable income is annually attributable directly to Unitholders for tax purposes regardless of whether the income is distributed or retained by the Trust in its reserve account. As such, in lieu of the Trust paying income taxes, Unitholders report their pro rata share of the various items of Trust income and deductions on their income tax returns. This reporting is required whether or not the earnings of the Trust are distributed as to Unitholders. During calendar year 2024, any funds retained to increase the Trust's unallocated reserve, which were derived from reportable royalty income and other proceeds, will nonetheless become taxable as reportable income to Unitholders, depending on each individual's personal tax situation. Information regarding the background on the changes in the Trust's unallocated reserve is described above under "Results of Operations — Comparison of Unallocated Reserve as of October 31, 2024, October 31, 2023 and January 31, 2024" beginning on page 14. Unitholders are encouraged to consult with their own tax advisors to plan for any financial impact related to this and to review their personal tax situations related to investing in, holding or selling units of beneficial interest in Mesabi Trust.

Item 3. Quantitative and Qualitative Disclosures About Market Risk.

Not applicable.

Item 4. Controls and Procedures.

Evaluation of Disclosure Controls and Procedures. The Trust maintains a system of disclosure controls and procedures designed to ensure that information required to be disclosed by the Trust in the reports that it furnishes or files 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 SEC. Due to the pass-through nature of the Trust, the Trust's disclosure controls and procedures include controls and procedures designed to ensure that information required to be disclosed by the Trust is received from Cliffs and its wholly-owned subsidiary, Northshore. In order to help ensure the accuracy and completeness of the information required to be disclosed in the Trust's periodic and current reports, the Trust employs certified public accountants, geological consultants, and attorneys. These professionals hired by the Trust advise the Trust in its review and compilation of the information in this Form 10-Q and the other periodic reports filed by the Trust with the SEC.

As part of their evaluation of Mesabi Trust's disclosure controls and procedures, the Trustees rely on quarterly shipment and royalty calculations provided by Northshore and Cliffs. Because Northshore has declined to provide 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 Cliffs, certifying as to the accuracy of the royalty calculations, and (b) the related due diligence review performed by the Trust's accountants. In addition, Mesabi 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 Eveleth Fee Office, Inc., an independent consultant to Mesabi Trust ("Eveleth Fee Office"). Eveleth Fee Office performs inspections of the Northshore mine and its pelletizing operations, observes production and shipping activities, gathers production and shipping information from Northshore and prepares monthly production and shipment reports for the Trustees. Furthermore, as part of its engagement by Mesabi Trust, 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 Mesabi Trust's disclosure controls and procedures. Based on this evaluation, 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 were no changes in the Trust's internal control over financial reporting that occurred during the Trust's last fiscal quarter that have materially affected, or are reasonably 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 Cliffs.

PART II - OTHER INFORMATION

Item 1. Legal Proceedings

AAA Arbitration Final Award and Payment

As previously reported, the arbitration initiated by the Trust in October 2022 concluded in June 2024.

The Trust sought an award of damages relating to Cliffs' and Northshore's underpayment of royalties in 2020, 2021, and the first four months of 2022 by virtue of Cliffs' and Northshore's failure to use the highest priced arms'-length iron ore pellet sale from the preceding four quarters in pricing certain pellet shipments from 2020 through the first four months of 2022. The Trust also sought declaratory relief related to the Trust's entitlement to certain documentation and to the time when Cliffs' and Northshore's royalty obligations accrue.

The Trust received the final award from the AAA tribunal on September 6, 2024, which unanimously awarded the Trust damages in the amount of $59,799,977 for underpaid royalties in 2020, 2021 and the first four months of 2022, plus pre-award interest in the amount of $11,288,269, calculated at the rate of 10% simple interest per annum from the date of the initial demand through September 6, 2024. Pursuant to the award, Cliffs and Northshore was required to pay the Trust the amounts specified in the Award by no later than October 6, 2024. The Tribunal approved the parties' stipulated Consent Award approving the Trust's ongoing entitlement to certain documentation related to verifying royalty calculations. The Tribunal denied the Trust's request for declaratory relief regarding the time at which Cliffs' and Northshore's royalty obligations accrue.

Pursuant to the AAA tribunal's final award dated September 6, 2024, Northshore Mining Company and Cleveland-Cliffs Inc. paid Mesabi Trust $71,185,029 on October 4, 2024. This payment satisfied the AAA panel's unanimous award of damages (including pre-award interest) for underpayment of royalties due to the Trust in 2020, 2021 and the first four months of 2022.

The distribution announced by Mesabi Trust on October 17, 2024 included information that the Trustees' determined to hold these AAA award funds received on October 4, 2024 in reserve pending the expiration of procedural deadlines related to the arbitration, and an assessment of all other facts and contingencies. In the interim, the Trustees have invested the funds in appropriate interest-bearing accounts.

Item 1A. Risk Factors

There have been no material changes in the Trust's risk factors as described in "Risk Factors" set forth on pages 4 through 17 of Mesabi Trust's Annual Report on Form 10-K for the fiscal year ended January 31, 2024 (filed April 24, 2024) and on page 19 of Mesabi Trust's Form 10-Q for the fiscal quarter ended July 31, 2024 (filed September 5, 2024).

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

None.

Item 3. Defaults upon Senior Securities

None.

Item 4. Mine Safety Disclosures

None.

Item 5. Other Information

Mine Safety and Health Administration Safety Data . Pursuant to §1503(a) of the Dodd-Frank Wall Street Reform and Consumer Protection Act, Cliffs started reporting information related to certain mine safety results at Northshore. This information is available in Part II, Item 4 of Cliffs' Quarterly Report on Form 10-Q for the quarter ended September 30, 2024, filed with the SEC on November 5, 2024.

Rule 10b5-1 Plan and Non-Rule 10b5-1 Trading Arrangement Adoptions, Terminations, and Modifications . During the three months ended October 31, 2024, none of the Trustees adopted or terminated a "Rule 10b5-1 trading arrangement" or "non-Rule 10b5-1 trading arrangement," as each term is defined in Item 408 of SEC Regulation S-K.

Item 6. Exhibits.

(a) Exhibits

The following exhibits are being filed or furnished with this Quarterly Report on Form 10-Q:

Exhibit No.	Exhibit	Filing Method
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	Filed herewith
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	Furnished herewith
99.1	Report of Boulay PLLP, dated December 13, 2024 regarding its review of the unaudited interim financial statements of Mesabi Trust as of and for the three and nine months ended October 31, 2024	Filed herewith
101	Inline XBRL Instance Document	Filed herewith
104	Cover Page Interactive Data File	Embedded within the Inline XBRL document and contained in Exhibit 101

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)

By: DEUTSCHE BANK TRUST COMPANY AMERICAS
Corporate Trustee
Principal Administrative Officer and duly authorized signatory:*

December 13, 2024

By: /s/ Chris Niesz
Name: Chris Niesz*
Title: Director

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

Exhibit 31

CERTIFICATION

I, Chris Niesz, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Mesabi Trust, for which Deutsche Bank Trust Company Americas acts as Corporate Trustee;

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, distributable income and changes in trust corpus of the registrant as of, and for, the periods presented in this report;

4. I am 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)), or for causing such controls and procedures and internal control over financial reporting to be established and maintained, for the registrant and have:

   a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under my supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to me 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 my 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 my 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. I have disclosed, based on my most recent evaluation of internal control over financial reporting, to the registrant's auditors:

   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 persons who have a significant role in the registrant's internal control over financial reporting.

In giving the foregoing certifications in paragraphs 4 and 5, I have relied to the extent I consider reasonable on information provided to me by Northshore Mining Company/Cleveland-Cliffs Inc. and Eveleth Fee Office, Inc.

Date: December 13, 2024

By: /s/ Chris Niesz
Chris Niesz*
Director
Deutsche Bank Trust Company Americas
Corporate Trustee

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

Exhibit 32

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

I, the Corporate Trustee of Mesabi Trust, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to the best of my knowledge, the Quarterly Report of Mesabi Trust on Form 10-Q for the quarter ended October 31, 2024 fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and that information contained in such Form 10-Q fairly presents in all material respects the financial condition and results of operations of Mesabi Trust.

/s/ Chris Niesz December 13, 2024
Chris Niesz*
Director
Deutsche Bank Trust Company Americas
Corporate Trustee

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

Exhibit 99.1

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Unitholders and Trustees of Mesabi Trust:

Results of Review of Interim Financial Information

We have reviewed the condensed balance sheet of Mesabi Trust (the Trust) as of October 31, 2024, and the related condensed statements of income for the three-month and nine-month periods ended October 31, 2024 and 2023, and cash flows for the nine-month periods ended October 31, 2024 and 2023, and the related notes (collectively referred to as the interim financial statements). Based on our review, we are not aware of any material modifications that should be made to the Trust's interim financial statements for them to be in conformity with accounting principles generally accepted in the United States of America.

Basis for Review Results

These interim financial statements are the responsibility of the Trust's Trustees. We conducted our review in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB). A review of interim financial information consists principally of applying analytical procedures and making inquiries of persons responsible for financial and accounting matters. It is substantially less in scope than an audit conducted in accordance with standards of the PCAOB, the objective of which is the expression of an opinion regarding the financial statements taken as a whole. Accordingly, we do not express such an opinion. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Trust in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

/s/ Boulay PLLP

Minneapolis, Minnesota
December 13, 2024