

TORCH ENERGY ROYALTY TRUST

Form SC 13D/A

November 15, 2007

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 8)*

Torch Energy Royalty Trust
(Name of Issuer)

Units of Beneficial Interest
(Title of Class of Securities)

891013104

(CUSIP Number)

Frederick H. Fogel, Esq.
Silver Point Capital, L.P.
Two Greenwich Plaza, First Floor
Greenwich, CT 06830
(203) 542-4000

With a copy to:

Timothy S. Taylor
Baker Botts L.L.P.
910 Louisiana Street
Houston, Texas 77002-4995
(713) 229-1234

(Name, Address and Telephone Number of Person Authorized to
Receive Notices and Communications)

November 14, 2007

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. o

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

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* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 891013104

Page 2 of 10

NAMES OF REPORTING PERSONS:

1

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):

Trust Venture Company, LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

2

(a) ☐

(b) ☐

SEC USE ONLY:

3

SOURCE OF FUNDS (SEE INSTRUCTIONS):

4

WC

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e):

5

☐

CITIZENSHIP OR PLACE OF ORGANIZATION:

6

Delaware

SOLE VOTING POWER:

7

NUMBER OF - 0 -

SHARES SHARED VOTING POWER:
BENEFICIALLY OWNED BY 8 5,308,180

EACH
REPORTING
PERSON

9

SOLE DISPOSITIVE POWER:

- 0 -

WITH

10

SHARED DISPOSITIVE POWER:

5,308,180

11

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

5,308,180

12

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):

o

13

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

61.7%

14

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

OO

CUSIP No. 891013104

Page 3 of 10

NAMES OF REPORTING PERSONS:

1

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):

Trust Acquisition Company, LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

2

(a) ☐

(b) ☐

SEC USE ONLY:

3

SOURCE OF FUNDS (SEE INSTRUCTIONS):

4

OO

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e):

5

☐

CITIZENSHIP OR PLACE OF ORGANIZATION:

6

Delaware

SOLE VOTING POWER:

7

NUMBER OF - 0 -

SHARES SHARED VOTING POWER:
BENEFICIALLY OWNED BY 8 5,308,180

EACH
REPORTING PERSON **9** SOLE DISPOSITIVE POWER:
- 0 -

WITH **10** SHARED DISPOSITIVE POWER:
5,308,180

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:
5,308,180

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):
o

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):
61.7%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):
OO, HC

CUSIP No. 891013104

Page 4 of 10

NAMES OF REPORTING PERSONS:

1

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):

Silver Point Capital, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

2

(a) ☐

(b) ☐

SEC USE ONLY:

3

SOURCE OF FUNDS (SEE INSTRUCTIONS):

4

OO

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e):

5

☐

CITIZENSHIP OR PLACE OF ORGANIZATION:

6

Delaware

SOLE VOTING POWER:

7

NUMBER OF - 0 -

SHARES SHARED VOTING POWER:
BENEFICIALLY OWNED BY 8 5,308,180

EACH
REPORTING
PERSON

9

SOLE DISPOSITIVE POWER:

- 0 -

WITH

10

SHARED DISPOSITIVE POWER:

5,308,180

11

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

5,308,180

12

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):

o

13

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

61.7%

14

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

PN

CUSIP No. 891013104

Page 5 of 10

NAMES OF REPORTING PERSONS:

1

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):

Edward A. Mulé

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

2

(a) ☐

(b) ☐

SEC USE ONLY:

3

SOURCE OF FUNDS (SEE INSTRUCTIONS):

4

OO

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e):

5

☐

CITIZENSHIP OR PLACE OF ORGANIZATION:

6

United States

SOLE VOTING POWER:

7

NUMBER OF - 0 -

SHARES SHARED VOTING POWER:
BENEFICIALLY OWNED BY 8 5,308,180

EACH
REPORTING
PERSON

9

SOLE DISPOSITIVE POWER:

- 0 -

WITH

10

SHARED DISPOSITIVE POWER:

5,308,180

11

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

5,308,180

12

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):

o

13

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

61.7%

14

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

IN

CUSIP No. 891013104

Page 6 of 10

NAMES OF REPORTING PERSONS:

1

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):

Robert J. O Shea

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

2

(a) ☐

(b) ☐

SEC USE ONLY:

3

SOURCE OF FUNDS (SEE INSTRUCTIONS):

4

OO

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e):

5

☐

CITIZENSHIP OR PLACE OF ORGANIZATION:

6

United States

SOLE VOTING POWER:

7

NUMBER OF - 0 -

SHARES SHARED VOTING POWER:
BENEFICIALLY OWNED BY 8 5,308,180

EACH
REPORTING
PERSON

9

SOLE DISPOSITIVE POWER:

- 0 -

WITH

10

SHARED DISPOSITIVE POWER:

5,308,180

11

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

5,308,180

12

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):

o

13

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

61.7%

14

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

IN

This Amendment No. 8 (Amendment) amends Amendment No. 7 to the Statement on Schedule 13D (the Statement) filed on October 18, 2007 by Trust Venture Company, LLC, a Delaware limited liability company (Trust Venture), Trust Acquisition Company, LLC, a Delaware limited liability company (Trust Acquisition), Silver Point Capital, L.P., a Delaware limited partnership (Silver Point), Edward A. Mulé and Robert J. O Shea (each, a Reporting Person and, collectively, the Reporting Persons) with respect to Units of Beneficial Interest (the Units) of Torch Energy Royalty Trust, a Delaware statutory trust (the Trust).

All capitalized terms used in this Amendment and not otherwise defined herein have the meanings ascribed to them in the Statement.

Item 4. Purpose of Transaction.

Item 4 is amended and restated in its entirety as follows:

Each of the Reporting Persons acquired beneficial ownership of the Units for investment purposes. The Reporting Persons may seek to influence the management and policies of the Trust (including terminating the Trust) and may seek to cause the Trust to terminate existing contractual arrangements of the Trust. The acquisition of Units by the Reporting Persons may eventually result in one or more of the actions specified in clauses (a)-(j) of Item 4 of Schedule 13D, including an extraordinary corporate transaction, a change in the present management of the Trust, or a material change in the Trust's business or corporate structure.

On July 18, 2007, pursuant to Section 8.02 of that certain Trust Agreement (the Trust Agreement) by and among Torch Energy Advisors Incorporated (together with its successors and permitted assigns, Torch Energy), Torch Royalty Company, Velasco Gas Company Ltd. and Wilmington Trust Company (the Trustee), dated October 1, 1993, Trust Venture, as a Unit holder owning of record more than ten percent in number of the outstanding Units in the Trust, requested that the Trustee call and give notice of a meeting (the Meeting) of the holders of the Units (the Unitholders) for the purpose of voting on the termination of the Trust. On November 14, 2007, Trust Venture revoked its prior request that the Trustee call the Meeting. A copy of the letter to the Trustee from Trust Venture revoking the request for the Meeting is attached hereto as Exhibit 99.6.

The Reporting Persons intend to review their investment in the Trust on a continuing basis. Depending on various factors including, without limitation, the Trust's financial position and strategic direction, price levels of the Units, conditions in the securities market and general economic and industry conditions, the Reporting Persons may in the future take such actions with respect to their investment in the Trust as they deem appropriate including, but not limited to, (i) requesting a meeting of the Unitholders for the purpose of voting on the termination of the Trust, amending the Trust Agreement, approving any amendment or waiver of any provision of, or consent or release with respect to, or agree to the termination of the Conveyances, the Administrative Services Agreement, the Oil and Gas Purchase Contract or the Gas Gathering Contract (as such terms are defined in the Trust Agreement) or approving some other action requiring the approval of Unitholders, (ii) maintaining their current level of investment in the Units, (iii) purchasing additional Units in the open market, in privately negotiated transactions or otherwise, (iv) selling some or all of their Units, (v) communicating with the Trust or other investors with respect to the Trust, (vi) taking any other action with respect to the Trust or the Units in any manner permitted by law or (vii) changing their intention with respect to any or all matters referred to in this Item 4.

Item 5. Interest in Securities of the Issuer.

The first two paragraphs of subsection (a) of Item 5 are amended and restated in their entirety as follows:

(a) As of November 14, 2007, the Reporting Persons may be deemed to beneficially own an aggregate of 5,308,180 Units.

Accordingly, the Reporting Persons may be deemed to beneficially own 61.7% of the outstanding Units of the Trust. The calculation of this percentage is based on 8,600,000 Units outstanding as of September 30, 2007, according to the most recent Quarterly Report on Form 10-Q of the Trust, filed on November 14, 2007.

Item 7. Material to be Filed as Exhibits.

Item 7 is hereby amended and supplemented by Exhibit 99.2, as amended, and Exhibit 99.6, as so amended, is restated as follows:

99.2 List of trading activity by the Reporting Persons with respect to Units in the past 60 days (filed herewith).

99.3 Letter to Trustee from Trust Venture, dated July 18, 2007, requesting meeting of the Unitholders of the Trust for the purpose of voting on the termination of the Trust.*

99.4 Power of Attorney of Edward A. Mulé, dated July 3, 2007.*

99.5 Power of Attorney of Robert J. O Shea, dated July 3, 2007.*

99.6 Letter to Trustee from Trust Venture, dated November 14, 2007, revoking prior request to call a meeting of Unitholders (filed herewith).

* Previously filed

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: November 14, 2007

TRUST VENTURE COMPANY, LLC

By: Trust Acquisition Company, LLC, sole manager

By: Silver Point Capital, L.P., its manager

By: Silver Point Capital Management, LLC, its General Partner

By: /s/ Frederick H. Fogel
Name: Frederick H. Fogel
Title: Authorized Signatory

TRUST ACQUISITION COMPANY, LLC

By: Silver Point Capital, L.P., its manager

By: Silver Point Capital Management, LLC, its General Partner

By: /s/ Frederick H. Fogel
Name: Frederick H. Fogel
Title: Authorized Signatory

SILVER POINT CAPITAL, L.P.

By: Silver Point Capital Management, LLC, its General Partner

By: /s/ Frederick H. Fogel
Name: Frederick H. Fogel
Title: Authorized Signatory

EDWARD A. MULÉ

By: /s/ Frederick H. Fogel (by power of attorney)
Name: Edward A. Mulé, individually

ROBERT J. O SHEA

By: /s/ Frederick H. Fogel (by power of attorney)

Name: Robert J. O Shea, individually

Exhibit Index

- 99.2 List of trading activity by the Reporting Persons with respect to Units in the past 60 day (filed herewith).
- 99.3 Letter to Trustee from Trust Venture, dated July 18, 2007, requesting meeting of the Unitholders of the Trust for the purpose of voting on the termination of the Trust.*
- 99.4 Power of Attorney of Edward A. Mulé, dated July 3, 2007.*
- 99.5 Power of Attorney of Robert J. O Shea, dated as of July 3, 2007.*
- 99.6 Letter to Trustee from Trust Venture, dated November 14, 2007, revoking prior request to call a meeting of Unitholders (filed herewith).

* Previously filed