

TORCH ENERGY ROYALTY TRUST

Form SC 13D/A

August 14, 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. 2)*

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)

August 3, 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 -

SHARED VOTING POWER:

SHARES BENEFICIALLY OWNED BY 8

2,911,452

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

WITH **10** SHARED DISPOSITIVE POWER:
2,911,452

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:
2,911,452

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):
33.9%

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 -

SHARED VOTING POWER:

SHARES BENEFICIALLY OWNED BY 8

2,911,452

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

WITH **10** SHARED DISPOSITIVE POWER:
2,911,452

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2,911,452

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o

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):
33.9%

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 -

SHARED VOTING POWER:

SHARES BENEFICIALLY OWNED BY 8

2,911,452

EACH REPORTING PERSON **9** SOLE DISPOSITIVE POWER:
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o

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):
33.9%

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 -

SHARED VOTING POWER:

SHARES BENEFICIALLY OWNED BY 8

2,911,452

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

WITH **10** SHARED DISPOSITIVE POWER:
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2,911,452

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o

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):
33.9%

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 -

SHARED VOTING POWER:

SHARES BENEFICIALLY OWNED BY 8

2,911,452

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

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2,911,452

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o

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):
33.9%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):
IN

This Amendment No. 2 (Amendment) amends Amendment No. 1 to the Statement on Schedule 13D (the Statement) filed on July 20, 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 3. Source and Amounts of Funds.

Item 3 is amended and restated in its entirety as follows:

In connection with the formation of Trust Venture, Trust Acquisition contributed 315,600 Units (valued at approximately \$2.1 million) and \$0.8 million as a capital contribution to Trust Venture. Trust Venture acquired 2,415,854 Units for approximately \$19,930,796 through an all cash tender offer that commenced on May 10, 2007 and expired at 12:00 midnight, New York City time, on June 28, 2007 (the Tender Offer). Trust Venture acquired its remaining Units through open market purchases.

All open market purchases, including purchases made through the Tender Offer, were funded by working capital, which may, at any given time in the future, include margin loans made by brokerage firms in the ordinary course of business. In such instances, the positions held in the margin account are held as collateral security for repayment of debit balances in the account. The purchase of Units covered by the Statement was not conditioned on any financing arrangements.

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 August 13, 2007, the Reporting Persons may be deemed to beneficially own an aggregate of 2,911,452 Units.

Accordingly, the Reporting Persons may be deemed to beneficially own 33.9% of the outstanding Units of the Trust. The calculation of this percentage is based on 8,600,000 Units outstanding as of March 31, 2007, according to the most recent Quarterly Report on Form 10-Q of the Trust, filed as of May 15, 2007.

Item 7. Material to be Filed as Exhibits.

Item 7 is hereby amended and supplemented by Exhibit 99.2, as amended, 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 Unit holders 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.*

* 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: August 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 Unit holders 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.*

* Previously filed