

TORCH ENERGY ROYALTY TRUST
Form SC 13D/A
April 06, 2006

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

SCHEDULE 13D
(Rule 13d-101)
Amendment No. 3

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULE 13d-1(a) AND
AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2(a)

Torch Energy Royalty Trust
(Name of Issuer)

Units of Beneficial Interest
(Title of Class of Securities)

891013104
(CUSIP Number)

Mr. James A. Mitarotonda
c/o Barington Companies Equity Partners, L.P.
888 Seventh Avenue, 17th Floor
New York, NY 10019
(212) 974-5700
(Name, Address and Telephone Number of
Person Authorized to Receive Notices
and Communications)

April 3, 2006
(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 which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f), or 13d-1(g), check the following box: o.

SCHEDULE 13D

CUSIP No. 891013104

**1) NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON**

Barington Companies Equity Partners, L.P. 13-4088890

2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) x
(b) o

3) SEC USE ONLY

4) SOURCE OF FUNDS WC

**5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS
2(d) OR 2(e)** o

6) CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7) SOLE VOTING POWER

**NUMBER OF
SHARES** 4,844

BENEFICIALLY OWNED BY EACH **8) SHARED VOTING POWER**
none

REPORTING PERSON WITH **9) SOLE DISPOSITIVE POWER**
4,844

10) SHARED DISPOSITIVE POWER
none

11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
4,844

12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES o

13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
0.06%

14) TYPE OF REPORTING PERSON
PN

SCHEDULE 13D

CUSIP No. 891013104

**1) NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON**

Barington Companies Investors, LLC 13-4126527

2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
(b)

3) SEC USE ONLY

4) SOURCE OF FUNDS

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

6) CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7) SOLE VOTING POWER

**NUMBER OF
SHARES** 4,844

**BENEFICIALLY
OWNED BY EACH** **8) SHARED VOTING POWER**
none

**REPORTING
PERSON WITH** **9) SOLE DISPOSITIVE POWER**
4,844

10) SHARED DISPOSITIVE POWER
none

11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
4,844

12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
0.06%

14) TYPE OF REPORTING PERSON

SCHEDULE 13D

CUSIP No. 891013104

**1) NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON**

Barington Companies Offshore Fund, Ltd. (BVI)

2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)x
(b) o

3) SEC USE ONLY

4) SOURCE OF FUNDS WC

**5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS
2(d) OR 2(e)** o

6) CITIZENSHIP OR PLACE OF ORGANIZATION

British Virgin Islands

7) SOLE VOTING POWER

**NUMBER OF
SHARES** 3,633

**BENEFICIALLY OWNED BY
EACH** **8) SHARED VOTING POWER**
none

REPORTING PERSON WITH **9) SOLE DISPOSITIVE POWER**
3,633

10) SHARED DISPOSITIVE POWER
none

11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
3,633

12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES o

13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
0.04%

14) TYPE OF REPORTING PERSON
CO

SCHEDULE 13D

CUSIP No. 891013104

**1) NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON**

Barington Investments, L.P. 20-2871525

2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) x
(b) o

3) SEC USE ONLY

4) SOURCE OF FUNDS WC

**5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS
2(d) OR 2(e)** o

6) CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7) SOLE VOTING POWER

**NUMBER OF
SHARES** 3,633

**BENEFICIALLY OWNED BY
EACH** **8) SHARED VOTING POWER**
none

**REPORTING
PERSON
WITH** **9) SOLE DISPOSITIVE POWER**
3,633

10) SHARED DISPOSITIVE POWER
none

11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
3,633

12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES o

13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
0.04%

14) TYPE OF REPORTING PERSON
PN

SCHEDULE 13D

CUSIP No. 891013104

1) **NAME OF REPORTING PERSON**
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Barington Companies Advisors, LLC 20-0327470

2) **CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP** (a) x
(b) o

3) **SEC USE ONLY**

4) **SOURCE OF FUNDS** OO

5) **CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)** o

6) **CITIZENSHIP OR PLACE OF ORGANIZATION**

Delaware

7) **SOLE VOTING POWER**

NUMBER OF 7,266
SHARES

BENEFICIALLY OWNED BY 8) **SHARED VOTING POWER**
none

EACH REPORTING PERSON 9) **SOLE DISPOSITIVE POWER**
7,266

WITH 10) **SHARED DISPOSITIVE POWER**
none

11) **AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**
7,266

12) **CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES** o

13) **PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)**
0.08%

14) **TYPE OF REPORTING PERSON**
IA, OO

SCHEDULE 13D

CUSIP No. 891013104

**1) NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON**

Barington Capital Group, L.P. 13-3635132

2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) x
(b) o

3) SEC USE ONLY

4) SOURCE OF FUNDS OO

**5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS
2(d) OR 2(e)** o

6) CITIZENSHIP OR PLACE OF ORGANIZATION

New York

7) SOLE VOTING POWER

NUMBER OF SHARES 12,110

BENEFICIALLY OWNED BY EACH REPORTING PERSON **8) SHARED VOTING POWER**
none

9) SOLE DISPOSITIVE POWER
12,110

10) SHARED DISPOSITIVE POWER
none

11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
12,110

12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES o

13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
0.14%

14) TYPE OF REPORTING PERSON
PN

SCHEDULE 13D

CUSIP No. 891013104

**1) NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON**

LNA Capital Corp. 13-3635168

2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) x
(b) o

3) SEC USE ONLY

4) SOURCE OF FUNDS OO

**5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS
2(d) OR 2(e)** o

6) CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7) SOLE VOTING POWER

**NUMBER OF
SHARES** 12,110

**BENEFICIALLY OWNED BY
EACH** **8) SHARED VOTING POWER**
none

REPORTING PERSON WITH **9) SOLE DISPOSITIVE POWER**
12,110

10) SHARED DISPOSITIVE POWER
none

11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
12,110

12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES o

13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
0.14%

14) TYPE OF REPORTING PERSON
CO

SCHEDULE 13D

CUSIP No. 891013104

**1) NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON**

James Mitarotonda

2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) x
(b) o

3) SEC USE ONLY

4) SOURCE OF FUNDS OO

**5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS
2(d) OR 2(e)** o

6) CITIZENSHIP OR PLACE OF ORGANIZATION

United States

7) SOLE VOTING POWER

**NUMBER OF
SHARES** 12,110

BENEFICIALLY OWNED BY EACH **8) SHARED VOTING POWER**

REPORTING PERSON WITH none

9) SOLE DISPOSITIVE POWER

12,110

10) SHARED DISPOSITIVE POWER

none

11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

12,110

12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES o

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

0.14%

14) TYPE OF REPORTING PERSON

IN

SCHEDULE 13D

CUSIP No. 891013104

**1) NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON**

Alpine Associates, A Limited Partnership 06-0944931

2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) x
(b) o

3) SEC USE ONLY

4) SOURCE OF FUNDS WC

**5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS
2(d) OR 2(e)** o

6) CITIZENSHIP OR PLACE OF ORGANIZATION

New Jersey

7) SOLE VOTING POWER

**NUMBER OF
SHARES** 250,200

**BENEFICIALLY OWNED BY
EACH** **8) SHARED VOTING POWER**
none

**REPORTING
PERSON
WITH** **9) SOLE DISPOSITIVE POWER**
250,200

10) SHARED DISPOSITIVE POWER
none

11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
250,200

12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES o

13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
2.91%

14) TYPE OF REPORTING PERSON
PN, BD

SCHEDULE 13D

CUSIP No. 891013104

1) **NAME OF REPORTING PERSON**
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Alpine Partners, L.P. 22-3528110

2) **CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP** (a) x
(b) o

3) **SEC USE ONLY**

4) **SOURCE OF FUNDS** WC

5) **CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)** o

6) **CITIZENSHIP OR PLACE OF ORGANIZATION**

New Jersey

7) **SOLE VOTING POWER**

NUMBER OF 37,900
SHARES

BENEFICIALLY OWNED BY EACH 8) **SHARED VOTING POWER**
REPORTING PERSON WITH none

9) **SOLE DISPOSITIVE POWER**
37,900

10) **SHARED DISPOSITIVE POWER**
none

11) **AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**
37,900

12) **CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES** o

13) **PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)**
0.44%

14) **TYPE OF REPORTING PERSON**
PN, BD

SCHEDULE 13D

CUSIP No. 891013104

1) NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Alpine Associates II, L.P. 20-1476614

2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) x

(b) o

3) SEC USE ONLY

4) SOURCE OF FUNDS WC

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

6) CITIZENSHIP OR PLACE OF ORGANIZATION

New Jersey

7) SOLE VOTING POWER

NUMBER OF SHARES 21,100

BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH **8) SHARED VOTING POWER**

none

9) SOLE DISPOSITIVE POWER

21,100

10) SHARED DISPOSITIVE POWER

none

11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

21,100

12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES o

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

0.25%

14) TYPE OF REPORTING PERSON

PN

SCHEDULE 13D

CUSIP No. 891013104

1) NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Palisades Partners, L.P. 13-3456480

2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) x

(b) o

3) SEC USE ONLY

4) SOURCE OF FUNDS WC

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

6) CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7) SOLE VOTING POWER

NUMBER OF SHARES 9,400

BENEFICIALLY OWNED BY EACH REPORTING PERSON **8) SHARED VOTING POWER**
none

9) SOLE DISPOSITIVE POWER
9,400

10) SHARED DISPOSITIVE POWER
none

11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
9,400

12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES o

13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
0.11%

14) TYPE OF REPORTING PERSON

PN

SCHEDULE 13D

CUSIP No. 891013104

1) NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Eckert Corporation 22-2548436

2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)

(b)

3) SEC USE ONLY

4) SOURCE OF FUNDS

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

6) CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7) SOLE VOTING POWER

NUMBER OF 288,100
SHARES

BENEFICIALLY OWNED BY EACH **8) SHARED VOTING POWER**
21,100

REPORTING PERSON WITH **9) SOLE DISPOSITIVE POWER**
288,100

10) SHARED DISPOSITIVE POWER
21,100

11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
309,200

12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
3.60%

14) TYPE OF REPORTING PERSON
CO

SCHEDULE 13D

CUSIP No. 891013104

1) NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Victoria Eckert

2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)

(b)

3) SEC USE ONLY

4) SOURCE OF FUNDS

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

6) CITIZENSHIP OR PLACE OF ORGANIZATION

United States

7) SOLE VOTING POWER

NUMBER OF SHARES 288,100

BENEFICIALLY OWNED BY EACH REPORTING PERSON **8) SHARED VOTING POWER**
21,100

9) SOLE DISPOSITIVE POWER
288,100

10) SHARED DISPOSITIVE POWER
21,100

11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

309,200

12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

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

3.60%

14) TYPE OF REPORTING PERSON

IN

SCHEDULE 13D

CUSIP No. 891013104

1) NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Robert E. Zoellner

2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) x

(b) o

3) SEC USE ONLY

4) SOURCE OF FUNDS OO

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

6) CITIZENSHIP OR PLACE OF ORGANIZATION

United States

7) SOLE VOTING POWER

NUMBER OF SHARES none

BENEFICIALLY OWNED BY EACH REPORTING PERSON **8) SHARED VOTING POWER**
30,500

9) SOLE DISPOSITIVE POWER
none

10) SHARED DISPOSITIVE POWER
30,500

11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
30,500

12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES o

13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
0.35%

14) TYPE OF REPORTING PERSON
IN

Item 1. Security and Issuer.

This Amendment No. 3 amends and supplements the Schedule 13D filed with the Securities and Exchange Commission (the "SEC") on November 25, 2005, as amended by that certain Amendment No. 1 filed with the SEC on December 28, 2005 and that certain Amendment No. 2 filed with the SEC on March 24, 2006 (together, the "Statement") by and on behalf of Barington Companies Equity Partners, L.P. ("Barington") and others with respect to units of beneficial interest (the "Units"), of Torch Energy Royalty Trust, a Delaware trust (the "Trust"). The principal executive offices of the Trust are located at Rodney Square North, 1100 North Market Street, Wilmington, Delaware 19890.

Item 2. Identity and Background.

The second paragraph of Item 2(a)-(c) of the Statement is hereby amended and restated as follows:

As of the date of this filing, the Reporting Entities are the beneficial owners of, in the aggregate, 330,710 Units, representing approximately 3.85% of the Units presently outstanding. Accordingly, the Reporting Entities no longer beneficially own more than 5% of the Units presently outstanding.

Item 5. Interest in Securities of the Issuer.

Item 5(a) - (c) of the Statement is hereby amended and restated as follows:

(a) As of the date of this filing, Barington Companies Equity Partners, L.P. beneficially owns an aggregate of 4,844 Units, representing approximately 0.06% of the Units presently outstanding based upon the 8,600,000 Units reported by the Trust to be issued and outstanding as of March 27, 2006 in its Form 10-K filed with the Securities and Exchange Commission on March 31, 2006 (the "Issued and Outstanding Units"). As the general partner of Barington Companies Equity Partners, L.P., Barington Companies Investors, LLC may be deemed to beneficially own the 4,844 Units owned by Barington Companies Equity Partners, L.P.

As of the date of this filing, Barington Companies Offshore Fund, Ltd. (BVI) beneficially owns 3,633 Units, constituting approximately 0.04% of the Issued and Outstanding Units. As of the date of this filing, Barington Investments, L.P. beneficially owns 3,633 Units. As the investment advisor to Barington Companies Offshore Fund, Ltd. (BVI) and the general partner of Barington Investments, L.P., Barington Companies Advisors, LLC may be deemed to beneficially own the 3,633 Units owned by Barington Companies Offshore Fund, Ltd. (BVI) and the 3,633 Units owned by Barington Investments, L.P., representing an aggregate of 7,266 Units, constituting approximately 0.08% of the Issued and Outstanding Units. As the Managing Member of Barington Companies Advisors, LLC, Barington Capital Group, L.P. may be deemed to beneficially own the 3,633 Units beneficially owned by Barington Investments, L.P. and the 3,633 Units owned by Barington Companies Offshore Fund, Ltd. (BVI). As the majority member of Barington Companies Investors, LLC, Barington Capital Group, L.P. may also be deemed to beneficially own the 4,844 Units owned by Barington Companies Equity Partners, L.P., representing an aggregate of 12,110 Units, constituting approximately 0.14% of the Issued

and Outstanding Units. As the general partner of Barington Capital Group, L.P., LNA Capital Corp. may be deemed to beneficially own the 4,844 Units owned by Barington Companies Equity Partners, L.P., the 3,633 Units beneficially owned by Barington Investments, L.P. and the 3,633 Units owned by Barington Companies Offshore Fund, Ltd. (BVI), representing an aggregate of 12,110 Units, constituting approximately 0.14% of the Issued and Outstanding Units. As the sole stockholder and director of LNA Capital Corp., Mr. Mitarotonda may be deemed to beneficially own the 4,844 Units owned by Barington Companies Equity Partners, L.P., the 3,633 Units beneficially owned by Barington Investments, L.P. and the 3,633 Units owned by Barington Companies Offshore Fund, Ltd. (BVI), representing an aggregate of 12,110 Units, constituting approximately 0.14% of the Issued and Outstanding Units. Mr. Mitarotonda has sole voting and dispositive power with respect to the 4,844 Units owned by Barington Companies Equity Partners, L.P., the 3,633 Units beneficially owned by Barington Investments, L.P. and the 3,633 Units owned by Barington Companies Offshore Fund, Ltd. (BVI). Mr. Mitarotonda disclaims beneficial ownership of any such Units except to the extent of his pecuniary interest therein.

As of the date of this filing, Alpine Associates, A Limited Partnership beneficially owns 250,200 Units, representing approximately 2.91% of the Issued and Outstanding Units. As of the date of this filing, Alpine Partners, L.P. beneficially owns 37,900 Units, representing approximately 0.44% of the Issued and Outstanding Units. As of the date of this filing, Alpine Associates II, L.P. beneficially owns 21,100 Units, representing approximately 0.25% of the Issued and Outstanding Units. As of the date of this filing, Palisades Partners, L.P. beneficially owns approximately 9,400 Units, representing approximately 0.11% of the Issued and Outstanding Units. As the general partner of each of Alpine Associates, A Limited Partnership, Alpine Partners, L.P. and Alpine Associates II, L.P., Eckert Corporation may be deemed to beneficially own the 250,200 Units owned by Alpine Associates, A Limited Partnership, the 37,900 Units owned by Alpine Partners, L.P. and the 21,100 Units owned by Alpine Associates II, L.P., representing an aggregate of 309,200 Units, constituting approximately 3.60% of the Issued and Outstanding Units. As the sole stockholder and director of Eckert Corporation, Ms. Eckert may be deemed to beneficially own the 250,200 Units owned by Alpine Associates, A Limited Partnership, the 37,900 Units owned by Alpine Partners, L.P. and the 21,100 Units owned by Alpine Associates II, L.P., representing an aggregate of 309,200 Units, constituting approximately 3.60% of the Issued and Outstanding Units. As the general partner of Palisades Partners, L.P., Mr. Uehling may be deemed to beneficially own the 9,400 Units owned by Palisades Partners, L.P., representing approximately 0.11% of the Issued and Outstanding Units. Pursuant to investment advisory agreements with each of Alpine Associates II, L.P. and Palisades Partners, L.P. further described in Item 5(b) below, Arbitrage & Trading Management Company may be deemed to beneficially own the 21,100 Units owned by Alpine Associates II, L.P. and the 9,400 Units owned by Palisades Partners, L.P., representing an aggregate of 30,500 Units, constituting approximately 0.35% of the Issued and Outstanding Units. As the owner and operator of Arbitrage & Trading Management Company, Mr. Zoellner may be deemed to beneficially own the 21,100 Units owned by Alpine Associates II, L.P. and the 9,400 Units owned by Palisades Partners, L.P., representing an aggregate of 30,500 Units, constituting approximately 0.35% of the Issued and Outstanding Units. Eckert Corporation, Ms. Eckert, Mr. Uehling, Arbitrage & Trading Management Company and Mr. Zoellner disclaim beneficial ownership of any such Units except to the extent of their pecuniary interest therein.

With the filing of this Amendment No. 3, the Reporting Entities no longer beneficially own more than 5% of Units presently outstanding and cease to be subject to beneficial ownership filing requirements under Section 13 of the Securities Exchange Act of 1934, as amended, with respect to their beneficial ownership of Units.

(b) Each of the Reporting Entities may be deemed to have sole voting and dispositive power over the Units reported as beneficially owned by such person by virtue of their respective positions as described in paragraph (a), except as follows:

- (1) Pursuant to an investment advisory agreement between Alpine Associates II, L.P. and Arbitrage & Trading Management Company, Arbitrage & Trading Management Company acts as an investment advisor to Alpine Associates II, L.P. and has the discretion to manage its investment activities. As a result, the 21,100 Units owned by Alpine Associates II, L.P. that may be deemed to be beneficially owned by Eckert Corporation and Ms. Eckert may also be deemed to be beneficially owned by Arbitrage & Trading Management Company and Mr. Zoellner. Therefore, each of Eckert Corporation, Ms. Eckert, Arbitrage & Trading Management Company and Mr. Zoellner may be deemed to have shared voting and dispositive power with respect to such Units.
- (2) Pursuant to an investment advisory agreement between Palisades Partners, L.P. and Arbitrage & Trading Management Company, Arbitrage & Trading Management Company acts as an investment advisor to Palisades Partners, L.P. and has the discretion to manage its investment activities. As a result, the 9,400 Units owned by Palisades Partners, L.P. that may be deemed to be beneficially owned by Mr. Uehling may also be deemed to be beneficially owned by Arbitrage & Trading Management Company and Mr. Zoellner. Therefore, each of Mr. Uehling, Arbitrage & Trading Management Company and Mr. Zoellner may be deemed to have shared voting and dispositive power with respect to such Units.

Except as set forth above, each of the Reporting Entities may be deemed to have sole voting and dispositive power with respect to the Units each reports as beneficially owned by such person, regardless of the fact that multiple Reporting Entities within the same chain of ownership report sole voting and dispositive power with respect to such Units. Each such Reporting Entity reports sole voting and dispositive power with respect to such Units based on such person's relationship to the other Reporting Entities within the same chain of ownership. Except to the extent expressly stated herein, each Reporting Entity disclaims beneficial ownership of any Units beneficially owned by any other Reporting Entity.

(c) No person identified in Item 2 hereof has effected any transaction in Units since the filing of the Statement, except to the extent disclosed herein.

The Reporting Entities do not believe that certain of the foregoing information is called for by the Items of Schedule 13D and are disclosing it for supplemental informational purposes only. Information with respect to each of the Reporting Entities is given solely by such Reporting Entity and no Reporting Entity shall have responsibility for the accuracy or completeness of information supplied by another Reporting Entity.

SIGNATURES

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

Dated: April 5, 2006

BARINGTON COMPANIES EQUITY PARTNERS, L.P.

By: Barington Companies Investors, LLC, its general partner

By: /s/ James A. Mitarotonda

Name: James A. Mitarotonda

Title: Managing Member

BARINGTON COMPANIES INVESTORS, LLC

By: /s/ James A. Mitarotonda

Name: James A. Mitarotonda

Title: Managing Member

/s/ James A. Mitarotonda

James A. Mitarotonda

BARINGTON COMPANIES OFFSHORE FUND, LTD. (BVI)

By: /s/ James A. Mitarotonda

Name: James A. Mitarotonda

Title: Manager

BARINGTON INVESTMENTS, L.P.

By: Barington Companies Advisors, LLC, its general partner

By: /s/ James A. Mitarotonda

Name: James A. Mitarotonda

Title: Authorized Signatory

BARINGTON COMPANIES ADVISORS, LLC

By: /s/ James A. Mitarotonda

Name: James A. Mitarotonda

Title: Authorized Signatory

BARINGTON CAPITAL GROUP, L.P.

By: LNA Capital Corp., its general partner

By: /s/ James A. Mitarotonda

Name: James A. Mitarotonda

Title: President and CEO

LNA CAPITAL CORP.

By: /s/ James A. Mitarotonda

Name: James A. Mitarotonda

Title: President and CEO

ALPINE ASSOCIATES, A LIMITED PARTNERSHIP

By: Eckert Corporation, its general partner

By: /s/ Todd Mason

Name: Todd Mason

Title: Vice President

ALPINE PARTNERS, L.P.

By: Eckert Corporation, its general partner

By: /s/ Todd Mason

Name: Todd Mason

Title: Vice President

ALPINE ASSOCIATES II, L.P.

By: Eckert Corporation, its general partner

By: /s/ Todd Mason

Name: Todd Mason

Title: Vice President

PALISADES PARTNERS, L.P.

By: /s/ Gordon A. Uehling, Jr.

Name: Gordon A. Uehling, Jr.

Title: General Partner

ECKERT CORPORATION

By: /s/ Todd Mason

Name: Todd Mason

Title: Vice President

/s/ Victoria Eckert

Victoria Eckert

/s/ Gordon A. Uehling, Jr.

Gordon A. Uehling, Jr.

ARBITRAGE & TRADING MANAGEMENT COMPANY

By: /s/ Robert E. Zoellner

Name: Robert E. Zoellner

Title: President

/s/ Robert E. Zoellner

Robert E. Zoellner

SCHEDULE

This schedule sets forth information with respect to each purchase or sale of Units which was effectuated by a Reporting Entity since the filing of the Statement. All transactions were effectuated in the open market through a broker.

Units sold by Barington Companies Equity Partners, L.P.

<u>Date</u>	<u>Number of Units</u>	<u>Price Per Unit</u>	<u>Cost (*)</u>
3/28/2006	(8,320)	\$8.118	\$(67,541.76)
3/29/2006	(4,920)	\$8.055	\$(39,630.60)
3/30/2006	(4,360)	\$7.962	\$(34,714.32)
3/31/2006	(3,000)	\$7.954	\$(23,862.00)
4/3/2006	(7,596)	\$7.970	\$(60,540.12)
4/4/2006	(3,880)	\$7.921	\$(30,733.48)
4/5/2006	(680)	\$7.939	\$(5,398.52)

Units sold by Barington Companies Offshore Fund, Ltd.

<u>Date</u>	<u>Number of Units</u>	<u>Price Per Unit</u>	<u>Cost (*)</u>
3/28/2006	(6,240)	\$8.118	\$(50,656.32)
3/29/2006	(3,690)	\$8.055	\$(29,722.95)
3/30/2006	(3,270)	\$7.962	\$(26,035.74)
3/31/2006	(2,250)	\$7.954	\$(17,896.50)
4/3/2006	(5,697)	\$7.970	\$(45,405.09)
4/4/2006	(2,910)	\$7.921	\$(23,050.11)
4/5/2006	(510)	\$7.939	\$(4,048.89)

Units sold by Barington Investments, L.P.

<u>Date</u>	<u>Number of Units</u>	<u>Price Per Unit</u>	<u>Cost (*)</u>
3/28/2006	(6,240)	\$8.118	\$(50,656.32)
3/29/2006	(3,690)	\$8.055	\$(29,722.95)
3/30/2006	(3,270)	\$7.962	\$(26,035.74)
3/31/2006	(2,250)	\$7.954	\$(17,896.50)
4/3/2006	(5,697)	\$7.970	\$(45,405.09)
4/4/2006	(2,910)	\$7.921	\$(23,050.11)
4/5/2006	(510)	\$7.939	\$(4,048.89)

Units sold by Alpine Associates, A Limited Partnership

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<u>Date</u>	<u>Units</u>	<u>Number</u> of <u>Units</u>	<u>Price</u> <u>Per</u> <u>Unit</u>	<u>Cost (*)</u>
3/29/2006	(12,900)		\$8.042	\$(103,741.80)
3/30/2006	(2,900)		\$8.040	\$(23,316.00)
4/3/2006	(4,000)		\$7.988	\$(31,952.00)
4/5/2006	(3,000)		\$7.950	\$(23,850.00)

Units sold by Alpine Partners, L.P.

<u>Date</u>	<u>Units</u>	<u>Number</u> of <u>Units</u>	<u>Price</u> <u>Per</u> <u>Unit</u>	<u>Cost (*)</u>
3/29/2006	(2,100)		\$8.042	\$(16,888.20)
4/3/2006	(5,000)		\$7.988	\$(39,940.00)

Units sold by Alpine Associates II, L.P.

<u>Date</u>	<u>Units</u>	<u>Number</u> of <u>Units</u>	<u>Price</u> Per <u>Unit</u>	<u>Cost (*)</u>
3/29/2006	(1,100)		\$8.042	\$(8,846.20)

Units sold by Palisades Partners, L.P.

<u>Date</u>	<u>Units</u>	<u>Number</u> of <u>Units</u>	<u>Price</u> Per <u>Unit</u>	<u>Cost (*)</u>
3/29/2006	(300)		\$8.042	\$(2,412.60)
4/3/2006	(2,500)		\$7.988	\$(19,970.00)

 (*) Excludes commissions and other execution-related costs.