

BARINGTON COMPANIES EQUITY PARTNERS L P
Form SC 13D/A
March 24, 2006

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

SCHEDULE 13D
(Rule 13d-101)
Amendment No. 2

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)

March 21, 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)
(b)

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)**

6) **CITIZENSHIP OR PLACE OF ORGANIZATION**
Delaware

7) **SOLE VOTING POWER**
NUMBER OF SHARES 37,600
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
8) **SHARED VOTING POWER** none
9) **SOLE DISPOSITIVE POWER** 37,600

10) **SHARED DISPOSITIVE POWER**
none

11) **AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**
37,600

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

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

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) 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 37,600

SHARES

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

none

9) SOLE DISPOSITIVE POWER

37,600

10) SHARED DISPOSITIVE POWER

none

11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

37,600

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

OO

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 28,200
SHARES
BENEFICIALLY OWNED BY EACH REPORTING PERSON 28,200
8) **SHARED VOTING POWER**
none
9) **SOLE DISPOSITIVE POWER**
28,200
10) **SHARED DISPOSITIVE POWER**
none

11) **AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**
28,200

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

13) **PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)**
0.33%

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** 28,200

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

**EACH
REPORTING
PERSON** **9) SOLE DISPOSITIVE POWER**
28,200

WITH
10) SHARED DISPOSITIVE POWER
none

11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

28,200

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

o

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

0.33%

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 SHARES 56,400

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

none

9) SOLE DISPOSITIVE POWER

56,400

10) SHARED DISPOSITIVE POWER

none

11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

56,400

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

o

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

0.66%

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 94,000

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

REPORTING PERSON WITH **9) SOLE DISPOSITIVE POWER**
94,000

10) SHARED DISPOSITIVE POWER
none

11) **AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**
94,000

12) **CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (**