

TORCH ENERGY ROYALTY TRUST

Form SC TO-T

May 10, 2007

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**SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

**Schedule TO  
*Tender Offer Statement under Section  
14(d)(1) or 13(e)(1) of the Securities Exchange Act of 1934***

**Torch Energy Royalty Trust  
(Name of Subject Company (Issuer))**

**Trust Venture Company, LLC  
Trust Acquisition Company, LLC  
Silver Point Capital, L.P.  
Edward A. Mulé  
Robert J. O Shea  
(Name of Filing Persons (Offerors))**

**Units of Beneficial Interest  
(Title of Class of Securities)**

**891013104  
(CUSIP Number of Class of Securities)**

**Frederick H. Fogel, Esq.  
Trust Venture Company, LLC  
Two Greenwich Plaza, First Floor  
Greenwich, Connecticut 06830  
Telephone ((203) 542-4208)  
(Name, Address and Telephone Number of Person Authorized to  
Receive Notices and Communications on Behalf of Filing Persons)**

*Copy to:*

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

**CALCULATION OF FILING FEE**

<b>Transaction Valuation(1)</b>	<b>Amount of Filing Fee(2)</b>
\$66,275,200	\$2,034.65

- (1) Estimated solely for the purpose of calculating the fee in accordance with Rule 0-11 of the Securities Exchange Act of 1934.
  - (2) The amount of the filing fee is calculated by multiplying the transaction value (the product of 8,284,400 units of beneficial interest of Torch Energy Royalty Trust at a price of \$8.00 per unit) by 0.00003070.
- o Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid:  
Form of Registration No.:

Filing Party:  
Date Filed:

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Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

**Check the appropriate boxes below to designate any transactions to which the statement relates:**

third-party tender offer subject to Rule 14d-1

issuer tender offer subject to Rule 13e-4

going-private transaction subject to Rule 13e-3

amendment to Schedule 13D under Rule 13d-2

**Check the following box if the filing is a final amendment reporting the results of the tender offer:**

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Notice of Guaranteed Delivery

Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees

Letter to Clients

Guidelines for Certification of Taxpayer Identification Number

Summary Advertisement of the Offerer

Press Release announcing the commencement of the Offer

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**SCHEDULE TO**

This Schedule TO is being filed on behalf of Trust Venture Company, LLC, a Delaware limited liability company (the Offeror ), Trust Acquisition Company, LLC, a Delaware limited liability company, Silver Point Capital, L.P., a Delaware limited partnership, Edward A. Mulé and Robert J. O Shea, relating to the offer by the Offeror to purchase any and all units of beneficial interest of Torch Energy Royalty Trust, a Delaware statutory trust, at a price of \$8.00 per Unit.

The offer is subject to the terms and conditions set forth in the Offer to Purchase, dated May 10, 2007 (the Offer to Purchase ). The Offer to Purchase and the related Letter of Transmittal (the Letter of Transmittal ) and Notice of Guaranteed Delivery (the Notice of Guaranteed Delivery ), copies of which are attached hereto as Exhibits (a)(1)(i), (a)(1)(ii) and (a)(1)(iii), constitute the Offer .

As permitted by General Instruction F to Schedule TO, the information set forth in the entire Offer to Purchase, the Letter of Transmittal and the Notice of Guaranteed Delivery, including all appendices, schedules, exhibits and annexes thereto, is hereby expressly incorporated by reference in response to Items 1 through 11 of this Schedule TO.

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ITEM 12. EXHIBITS

**Exhibit**

<b>Number</b>	<b>Description</b>
(a)(1)(i)	Offer to Purchase, dated May 10, 2007 (filed herewith).
(a)(1)(ii)	Letter of Transmittal (filed herewith).
(a)(1)(iii)	Notice of Guaranteed Delivery (filed herewith).
(a)(1)(iv)	Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees (filed herewith).
(a)(1)(v)	Letter to Clients for use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees (filed herewith).
(a)(1)(vi)	Guidelines for Certification of Taxpayer Identification Number (filed herewith).
(a)(5)(i)	Summary Advertisement of the Offeror, dated May 10, 2007 (filed herewith).
(a)(5)(ii)	Press Release announcing the commencement of the Offer issued by the Offeror on May 10, 2007 (filed herewith).
(b)	None
(d)	None
(g)	None
(h)	None

ITEM 13. INFORMATION REQUIRED BY SCHEDULE 13E-3

Not applicable.

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**SIGNATURE**

After due 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.

Dated: May 7, 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



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By: /s/ Edward A. Mulé

Name: Edward A. Mulé, individually

ROBERT J. O SHEA

By: /s/ Robert J. O Shea

Name: Robert J. O Shea, individually

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(b)	None
(d)	None
(g)	None
(h)	None