

TORCH ENERGY ROYALTY TRUST

Form 8-K/A

August 05, 2011

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

**FORM 8-K/A  
(Amendment No. 1)  
CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**Date of Report**

**August 1, 2011**

*(Date of earliest event reported)*

**Torch Energy Royalty Trust**

*(Exact name of registrant as specified in its charter)*

**Delaware**

*(State or other jurisdiction of  
incorporation or organization)*

**1-12474**

*(Commission File Number)*

**74-6411424**

*(I.R.S. Employer  
Identification Number)*

**Rodney Square North  
1100 North Market Street  
Wilmington, Delaware 19890**

*(Address of principal executive offices, including zip code)*

**302/636-6435**

*(Registrant's telephone number, including area code)*

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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### EXPLANATORY NOTE

On August 4, 2011, the Torch Energy Royalty Trust ( Trust ) filed a Form 8-K (the Original Filing ) relating to the entry into a material definitive agreement with PLS, Inc. for advisory and marketing services. The Original Filing had typographical errors in the date of the term of the agreement referenced in the summary under Item 1.01. The Original Filing referenced 2001 instead of 2011. We are filing this amendment on Form 8-K/A to correct the typographical errors. For convenience, we have included in this filing the entirety of the Original Filing, as amended to correct the typographical errors.

#### **Item 1.01 Entry Into a Material Definitive Agreement.**

On August 1, 2011, the Trust entered into an agreement for advisory and marketing services with respect to the sale of the net profit interests of the Trust pursuant to an agreement with PLS, Inc., a Texas corporation.

The agreement has an initial term from August 1, 2011 through November 30, 2011 and will thereafter automatically continue on a month to month basis. The agreement may be terminated by the Trust in its discretion subject to certain notice conditions. PLS, Inc. shall receive an initial fee of twenty thousand (\$20,000) and an additional fee upon the occurrence of certain conditions equal to a percentage of the aggregate total transaction value from the sale of the net profits interests of the Trust determined as follows: five percent (5%) of the first one million dollars, two percent (2%) of the second one million dollars and one percent (1%) of amounts over and above two million dollars.

The foregoing description of the advisory and marketing agreement is qualified in its entirety by reference to such agreement, the full text of which is filed herewith as Exhibit 99.1, and is incorporated herein by reference in response to Item 1.01.

#### **Cautionary Statement Regarding Forward-Looking Statements**

This Current Report on Form 8-K and Exhibit 99.1 hereto may contain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 with respect to the Trust's business that is not historical information. As a general matter, forward-looking statements are those focused upon future or anticipated events or trends and expectations and beliefs relating to matters that are not historical in nature. The words believe, expect, plan, intend, estimate, or anticipate and similar expressions, as well as future or conditional verbs such as should, would, and could, often identify forward-looking statements. The Trust believes there is a reasonable basis for its expectations and beliefs, but they are inherently uncertain, and the Trust may not realize its expectations and its beliefs may not prove correct. These and other risks, uncertainties and assumptions are detailed in the Risk Factors section and elsewhere in the documents filed by the Trust with the Securities and Exchange Commission. Accordingly, there are or will be important factors that could cause actual outcomes or results to differ materially from those indicated in these statements. The Trust undertakes no obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future events, or otherwise.

#### **Item 9.01 Financial Statements and Exhibits.**

##### **(d) Exhibits**

Exhibit 99.1 Advisory and Marketing Agreement, effective as of August 1, 2011.

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**TORCH ENERGY ROYALTY TRUST**

By: Wilmington Trust Company, not in its  
individual capacity but solely as Trustee for  
the Trust

Date: August 5, 2011

By: /s/ Bruce L. Bisson  
Bruce L. Bisson,  
Vice President

(The Trust has no employees, directors or executive  
officers.)

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**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description</b>
Exhibit 99.1	Advisory and Marketing Agreement, effective as of August 1, 2011.