

TORCH ENERGY ROYALTY TRUST

Form 8-K

December 15, 2011

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the

Securities Exchange Act of 1934

Date of Report

December 13, 2011

*(Date of earliest event reported)*

**Torch Energy Royalty Trust**

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

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

**1-12474**  
*(Commission*

**74-6411424**  
*(I.R.S. Employer*

*File Number)*  
**Rodney Square North**

*Identification Number)*

**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))

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

On December 13, 2011, the Torch Energy Royalty Trust ( Trust ) entered into a purchase and sale agreement by and between the Trust and Robinson s Bend Production II, LLC ( RBP II ), a Delaware limited liability company, pursuant to which the Trust agreed to sell, and RBP II agreed to purchase, all of the Trust s net profit interests attributable to underlying working interests in certain fields that produce from the Robinson s Bend formations in the Black Warrior Basin in Alabama for a purchase price of \$1,000,000. As previously reported in Trust s Form 8-K dated November 2, 2011, the Trust notified RBP II that it was the successful bidder in the public auction of the net profit interests attributable to underlying working interests in certain fields that produce from the Robinson s Bend formations in the Black Warrior Basin in Alabama on November 3, 2011. The agreement contains customary representations, warranties and covenants. The sale signed and closed simultaneously on December 13, 2011.

The foregoing description of the 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.

**Item 2.01 Completion of Acquisition or Disposition of Assets.**

The information set forth in Item 1.01 of this Current Report on Form 8-K is incorporated herein by reference in response to this Item 2.01.

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 will, 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	Purchase and Sale Agreement made as of December 13, 2011 by and between the Torch Energy Royalty Trust and Robinson s Bend Production II, LLC
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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: December 15, 2011

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

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

**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description</b>
Exhibit 99.1	Purchase and Sale Agreement made as of December 13, 2011 by and between the Torch Energy Royalty Trust and Robinson s Bend Production II, LLC