

TORCH ENERGY ROYALTY TRUST

Form 10-Q

August 11, 2011

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549  
Form 10-Q**

(Mark One)

☒ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15 (d) OF THE SECURITIES  
EXCHANGE ACT OF 1934**

**For the quarterly period ended June 30, 2011**

**OR**

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15 (d) OF THE SECURITIES  
EXCHANGE ACT OF 1934**

**For the transition period from \_\_\_\_\_ to \_\_\_\_\_**

**Commission File Number: 1-12474**

**Torch Energy Royalty Trust**

(Exact Name of Registrant as Specified in Its Charter)

**Delaware**

(State or Other Jurisdiction of  
Incorporation or Organization)

**74-6411424**

(I.R.S. Employer  
Identification Number)

Rodney Square North  
1100 North Market Street, Wilmington, Delaware  
(Address of Principal Executive Offices)

19890  
(Zip Code)

302/636-6435

(Registrant's telephone number, including area code)

Not Applicable

(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15 (d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes ☐ No ☒

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act.

Large accelerated filer ☐

Accelerated filer ☐

Non-accelerated filer ☒  
(Do not check if a smaller  
reporting company)

Smaller reporting  
company ☒

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes ☐ No ☒

As of June 30, 2011, 8.6 million Units of Beneficial Interest of the Trust were outstanding.

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PART 1 FINANCIAL INFORMATION

**Item I. Financial Statements**

This document includes forward looking statements within the meaning of Section 27A of the Securities Act of 1993, as amended, and Section 21E of the Securities Exchange Act of 1934. All statements other than statements of historical facts included in this document, including without limitation, statements under Discussion and Analysis of Financial Condition and Results of Operations regarding the financial position, reserve quantities and net present values of reserves of the Torch Energy Royalty Trust ( Trust ) and statements that include the words believes , expects , anticipates , intends , estimates , projects , target , goal , plans , objectives , should or similar expressions forward-looking statements. Torch Energy Advisors Incorporated ( Torch ) and the Trust can give no assurances that the assumptions upon which these statements are based will prove to be correct. Factors which could cause such forward looking statements not to be correct include, among others, the cautionary statements set forth in the Trust s Annual Report on Form 10-K with the Securities Exchange Commission for the most recent fiscal year, cautionary statements contained in this report, the volatility of oil and natural gas prices, future production costs, future oil and natural gas production quantities, operating hazards, and environmental conditions.

**Introduction**

The financial statements included herein have been prepared pursuant to the rules and regulations of the Securities and Exchange Commission. The Trust was formed effective October 1, 1993, pursuant to a trust agreement ( Trust Agreement ) among Wilmington Trust Company, not in its individual capacity but solely as trustee of the Trust ( Trustee ), Torch Royalty Company ( TRC ) and Velasco Gas Company, Ltd. ( Velasco ) as owners of certain oil and natural gas properties ( Underlying Properties ) and Torch Energy Advisors Incorporated ( Torch ) as grantor. TRC and Velasco created net profits interests ( Net Profits Interests ) and conveyed such interests to Torch. The Trust was formed under the Delaware statutory trust act (formerly known as the Delaware business trust act). The Net Profits Interests burden the Underlying Properties and Torch conveyed the Net Profits Interests to the Trust in exchange for an aggregate of 8,600,000 units of beneficial interest ( Units ). Such Units were sold to the public through various underwriters in November 1993. The current working interest owners of the Underlying Properties are TRC, Torch E&P Company, Samson Lone Star Limited Partnership and Constellation Energy Partners LLC ( Working Interest Owners ).

Certain information and footnote disclosures normally included in the annual financial statements have been omitted pursuant to such rules and regulations, although the Trustee believes that the disclosures are adequate to make the information presented not misleading. These financial statements should be read in conjunction with the December 31, 2010 financial statements and notes thereto included in the Trust s applicable annual report on Form 10-K. All adjustments necessary to present fairly the assets, liabilities and trust corpus of the Trust as of June 30, 2011 and December 31, 2010, the distributable income and changes in trust

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corpus for the three-month and six-month periods ended June 30, 2011 and 2010 have been included. All such adjustments are of a normal recurring nature. The distributable income for such interim periods is not necessarily indicative of the distributable income for the full year.

Torch currently provides certain accounting and other services for the Trust pursuant to an agreement with the Trust with a termination date of March 31, 2012. The Trust has no officers, directors or employees. The Trust and Trustee rely solely on receiving accurate information, reports and other representations from Torch and other service providers to the Trust. In executing and submitting this report on behalf of the Trust and with respect to Bruce L. Bisson in executing the certifications relating to this report, the Trustee and Bruce L. Bisson have relied upon the accuracy of such reports, information and representations.

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**TORCH ENERGY ROYALTY TRUST**  
**STATEMENTS OF ASSETS, LIABILITIES AND TRUST CORPUS**  
(In thousands)

	June 30, 2011 (Unaudited)	December 31, 2010
<b>ASSETS</b>		
Cash	\$ 2,564	\$ 2,486
Net profits interests in oil and natural gas properties (Net of accumulated amortization of \$169,596 and \$168,867 at June 30, 2011 and December 31, 2010, respectively)	11,004	11,733
	\$ 13,568	\$ 14,219
<b>LIABILITIES AND TRUST CORPUS</b>		
Trust expense payable	\$ 167	\$ 367
Trust corpus	13,401	13,852
	\$ 13,568	\$ 14,219

See notes to financial statements

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**TORCH ENERGY ROYALTY TRUST**  
**STATEMENTS OF DISTRIBUTABLE INCOME**  
(In thousands, except per Unit amounts)  
(Unaudited)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2011	2010	2011	2010
Net profits income	\$ 447	\$ 60	\$ 913	\$ 510
Infill well proceeds	113	107	113	182
	560	167	1,026	692
General and administrative expenses	342	274	748	418
Interest expense		60		60
Distributable income\loss	\$ 218	\$ (167)	\$ 278	\$ 214
Distributable income\loss per Unit (8,600 Units)	\$ 0.03	\$ (0.02)	\$ 0.03	\$ 0.02
Distributions per Unit	\$ 0.00	\$ 0.00	\$ 0.00	\$ 0.00

See notes to financial statements



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**TORCH ENERGY ROYALTY TRUST**  
**STATEMENT OF CHANGES IN TRUST CORPUS**  
(In thousands)  
(Unaudited)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2011	2010	2011	2010
Trust corpus, beginning of period	\$ 13,532	\$ 13,069	\$ 13,852	\$ 13,174
Amortization of Net Profits Interests	(349)	(149)	(729)	(635)
Distributable income\ (loss)	218	(167)	278	214
Distributions to Unitholders				
Trust corpus, end of period	\$ 13,401	\$ 12,753	\$ 13,401	\$ 12,753

See notes to financial statements

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**TORCH ENERGY ROYALTY TRUST**  
**Notes to Financial Statements**

**1. Nature of Operations**

The Trust was formed effective October 1, 1993, pursuant to a trust agreement ( **Trust Agreement** ) among Wilmington Trust Company, not in its individual capacity but solely as trustee of the Trust ( **Trustee** ), Torch Royalty Company ( **TRC** ) and Velasco Gas Company, Ltd. ( **Velasco** ) as owners of certain oil and natural gas properties ( **Underlying Properties** ) and Torch Energy Advisors Incorporated ( **Torch** ) as grantor. The Trust was formed under the Delaware statutory trust act (formerly known as the Delaware business trust act). TRC and Velasco created net profits interests ( **Net Profits Interests** ) and conveyed such interests to Torch. The Net Profits Interests burden the Underlying Properties and Torch conveyed the Net Profits Interests to the Trust in exchange for an aggregate of 8,600,000 units of beneficial interest ( **Units** ). Such Units were sold to the public through various underwriters in November 1993. The current working interest owners of the Underlying Properties are TRC, Torch E&P Company, Samson Lone Star Limited Partnership and Constellation Energy Partners LLC ( **Working Interest Owners** ).

The Net Profits Interests entitle the Trust to receive 95% of the Net Proceeds attributable to oil and gas produced and sold from wells (other than infill wells) on the Underlying Properties. The Net Profits Interests also entitle the Trust to 20% of the Net Proceeds of wells drilled on the Underlying Properties since the Trust's establishment into formations in which the Trust has an interest, other than wells drilled to replace damaged or destroyed wells ( **Infill Wells** ).

The sole purpose of the Trust is to hold the Net Profits Interests, to receive payments from the Working Interest Owners, and to make payments to Unitholders. The Trust does not conduct any business activity and has no officers, directors or employees. The Trust and the Trustee rely on third party service providers to perform administrative services for the Trust. Torch provided accounting, bookkeeping, informational and other services to the Trust related to the Net Profits Interests pursuant to the Administrative Services Agreement effective October 1, 1993 and an oral arrangement after termination of the Administrative Services Agreement on January 29, 2008 through April 1, 2008. From November 7, 2008 through December 23, 2008, Torch provided certain accounting services in connection with the Trust's preparation of its Form 10-K for the year ended December 31, 2007 pursuant to an agreement between the Trust and Torch dated November 7, 2008. Torch currently provides certain accounting and other services for the Trust pursuant to an agreement with the Trust with an expiration date of March 31, 2012.

In connection with the formation of the Trust, TRC and Velasco contracted to sell the oil and natural gas production from the Underlying Properties to Torch Energy Marketing Inc. ( **TEMI** ), a subsidiary of Torch, under a purchase contract ( **Purchase Contract** )

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**Notes to Financial Statements**

which expired upon termination of the Trust on January 29, 2008 ( Termination Date ). See Note 5, Related Party Transactions: Marketing Arrangements, for oil and natural gas pricing information pertaining to the Underlying Properties. The Working Interest Owners receive payments reflecting the proceeds of oil and natural gas sold and aggregate these payments, deduct applicable costs and make payments to the Trustee each quarter for the amounts due to the Trust. Prior to the termination of the Trust, Unitholders received quarterly cash distributions relating to oil and natural gas produced and sold from the Underlying Properties. Pursuant to Section 3.07 of the Trust Agreement, the Trustee established a non-interest bearing cash reserve account ( Cash Reserve ) following the Trust's termination for certain actual, contingent and uncertain liabilities of the Trust. See Note 4, Distributions and Income Computations, for additional information concerning the Cash Reserve. Because no additional properties will be contributed to the Trust, the assets of the Trust deplete over time and a portion of each cash distribution made by the Trust is analogous to a return of capital.

The Underlying Properties constitute working interests in the Chalkley Field in Louisiana ( Chalkley Field ), the Robinson's Bend Field in the Black Warrior Basin in Alabama ( Robinson's Bend Field ), fields that produce from the Cotton Valley formations in Texas ( Cotton Valley Fields ) and fields that produce from the Austin Chalk formation in Texas ( Austin Chalk Fields ). The Underlying Properties represent interests in all productive formations from 100 feet below the deepest productive formation in each field to the surface when the Trust was formed. The Trust therefore has no interest in deeper productive formations.

Separate conveyances ( Conveyances ) were used to transfer the Net Profits Interests in each state. Net proceeds ( Net Proceeds ), generally defined as gross revenues received from the sale of production attributable to the Underlying Properties during any period less property, production, severance and similar taxes, and development, operating, and certain other costs (excluding operating and development costs from the Robinson's Bend Field prior to January 1, 2003), are calculated separately for each Conveyance. If, during any period, costs and expenses deducted in calculating Net Proceeds exceed gross proceeds under a Conveyance, neither the Trust nor Unitholders are liable to pay such excess directly, but the Trust will receive no payments for distribution to Unitholders with respect to such Conveyance until future gross proceeds exceed future costs and expenses plus the cumulative excess of such costs and expenses not previously recouped by the Working Interest Owners plus interest thereon. The complete definitions of Net Proceeds are set forth in the Conveyances.

The Trust received the affirmative vote of the Unitholders of more than 66 2/3% of the outstanding Units to terminate the Trust at the meeting of Unitholders held on January 29, 2008. Upon termination of the Trust, among other things, the Trustee is required to sell the Net Profits Interests. Specifically, pursuant to Section 9.03(e) of the Trust

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Agreement if the property of the Trust Estate (as defined in the Trust Agreement) has not been sold prior to the end of one calendar year following the termination date, the Trustee must cause such assets to be sold at public auction. As the Trust was terminated by a vote of the Unitholders on January 29, 2008 (the Termination Date), the Trustee anticipates it will continue to consult with the Trust's and Trustee's financial and legal advisors in preparing the sales process and obtaining the necessary information required for disclosure regarding the Units to carry out the sale requirement under Section 9.03(e). The Trust reported on August 4, 2011 on Form 8-K and then on August 5, 2011 on Form 8-K/A that the Trust entered into a material definitive agreement for advisory and marketing services with an effective date of August 1, 2011 with respect to the sale of the net profit interests of the Trust pursuant to an agreement with PLS, Inc., a Texas corporation. No assurances can be given that the Trustee will be able to sell the Net Profits Interests, or the price that will be distributed to Unitholders following such a sale. Such distributions could be below the market value of the Units. The Trust can give no assurances of the effect of the results of the affirmative vote to terminate the Trust by the Unitholders on the continued listing of the Units on the New York Stock Exchange (NYSE) or any other national quotation system. Failure of the Trust to complete and file its SEC reports or failing to meet the minimum listing criteria of the NYSE could result in a suspension of the Trust's listing and trading privileges. A delisting of the Trust's Units may have a material adverse effect on the Trust, among other things reducing the liquidity and market price of the Units.

**2. Basis of Accounting, Significant Accounting Policies**

The financial statements of the Trust are prepared on a modified cash basis and are not intended to present the financial position and results of operations in conformity with generally accepted accounting principles generally accepted in the United States of America (GAAP). Preparation of the Trust's financial statements on such basis includes the following:

Revenues are recognized in the period in which amounts are received by the Trust. Therefore, revenues recognized during the three-month and six-month periods ended June 30, 2011 and 2010 are derived from oil and natural gas production sold during the three-month and six-month periods ended March 31, 2011 and 2010, respectively. General and administrative expenses are recognized on an accrual basis.

Amortization of the Net Profits Interests is calculated on a unit-of-production basis and charged directly to trust corpus.

Distributions to Unitholders are recorded when declared by the Trustee.

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The Trust reviews the Net Profits Interests for impairment whenever events or changes in circumstances indicate the carrying amount of the Net Profits Interests may not be recoverable. Recoverability is measured by a comparison of the carrying amount of an asset to future net cash flows expected to be generated by the Net Profits Interests. If such asset is considered to be impaired, the impairment recognized is measured by the amount by which the carrying amount of the assets exceeds either the fair value or the estimated discounted cash flows of the assets, whichever is more readily measurable. At June 30, 2011 and 2010, no impairment was deemed necessary.

The financial statements of the Trust differ from financial statements prepared in accordance with GAAP because net profits income is not accrued in the period of production and amortization of the Net Profits Interests is not charged against operating results.

**3. Federal Income Taxes and Texas State Margin Tax**

Tax counsel has advised the Trust and Trustee that, under current tax law, the Trust is classified as a grantor trust for Federal income tax purposes and not an association taxable as a business entity. However, the opinion of tax counsel is not binding on the Internal Revenue Service. As a grantor trust, the Trust is not subject to Federal income tax. Because the Trust is treated as a grantor trust for Federal income tax purposes and a Unitholder is treated as directly owning an interest in the Net Profits Interests, each Unitholder is taxed directly on such Unitholder's pro rata share of income attributable to the Net Profits Interests consistent with the Unitholder's method of accounting and without regard to the taxable year or accounting method employed by the Trust. Amounts payable with respect to the Net Profits Interests are paid to the Trust on the quarterly record date established for quarterly distributions in respect to each calendar quarter during the term of the Trust, and the income and deductions from such payments are allocated to the Unitholders of record on such date.

In May 2006, the State of Texas passed legislation to implement a new margin tax at a rate of 1% to be imposed generally on federal gross revenues (up to 70%), as apportioned to Texas less certain costs and deductions, as specifically set forth in the new legislation. The effective date of the legislation was January 1, 2008, but the tax was generally imposed on revenues generated in 2007 and thereafter (earlier for certain fiscal year taxpayers). Entities subject to tax generally include trusts unless otherwise exempt, and most other types of entities having limited liability protection. Trusts that meet certain statutory requirements are generally exempt from the margin tax as passive entities.

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Since the Trust is exempt from the margin tax at the Trust level as a passive entity, each Unitholder that is a taxable entity would generally include its share of the Trust's revenue in its margin tax computation. This revenue would be sourced to Texas under Texas Comptroller guidance that provides such income is sourced according to the principal place of business of the Trust, which is Texas.

**4. Distributions and Income Computations**

Each quarter the amount of cash available for distribution to Unitholders (the Quarterly Distribution Amount) is generally equal to the excess, if any, of the cash received by the Trust, on the last day of the second month following the previous calendar quarter (or the next business day thereafter) ending prior to the dissolution of the Trust, from the Net Profits Interests then held by the Trust plus, with certain exceptions, any other cash receipts of the Trust during such quarter, subject to adjustments for changes made by the Trustee during such quarter in the Cash Reserve established for the payment of actual, contingent and uncertain liabilities of the Trust. Based on the payment procedures relating to the Net Profits Interest, cash received by the Trust on the last day of the second month of a particular quarter from the Net Profits Interests generally represents proceeds from the sale of oil and natural gas produced from the Underlying Properties during the preceding calendar quarter. The Quarterly Distribution Amount for each quarter is payable to Unitholders of record on the last day of the second month of the calendar quarter unless such day is not a business day, in which case the record date is the next business day thereafter. The Trust historically distributed the Quarterly Distribution Amount within approximately 10 days after the record date to each person who was a Unitholder of record on the associated record date; however, the Trust has made no cash distributions to Unitholders since June, 2009.

Pursuant to Section 3.07 of the Trust Agreement, the Trustee established a Cash Reserve following the Trust's termination in 2008 for the payment of actual, contingent and uncertain liabilities associated with the liquidation and winding down of the Trust and the Trust's arbitration. During the three months ended June 30, 2011 the Trust received cash payments totaling \$560,000 from the Working Interest Owners of the Underlying Properties mainly pertaining to net profits income attributable to production from the Underlying Properties during the three months ended March 31, 2011. Cash payments received by the Trust during the three months ended June 30, 2010 from the Working Interest Owners totaled \$162,000. Such payments were net of \$60,000 of interest expense and included \$55,000 that was classified as restricted cash during the quarterly period ending June 30, 2010. Cash payments received by the Trust during the quarter ended June 30, 2010 mainly pertain to net profits income attributable to production from the Underlying Properties during the three months ended March 31,

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2010 net of a \$543,000 downward adjustment as a result of the Austin Chalk gas volume adjustment which is discussed below in this footnote.

The Trust allocated \$560,000 and \$107,000 (net of \$60,000 of interest expense) of the net profits income and Infill Well proceeds received by the Trust during three-month periods ended June 30, 2011 and 2010 into the Cash Reserve and is classified as net profits income and Infill Well proceeds in the Trust's statements of distributable income during such periods. The Cash Reserve as of June 30, 2011 and December 31, 2010 was \$2.6 million and \$2.5 million, respectively. No cash distributions were made to Unitholders during the three months ended June 30, 2011 and 2010. During the three years ended December 31, 2010, the Trust received cash payments totaling \$1.5 million from a certain working interest owner with respect to the Infill Wells which was classified as restricted cash prior to December 31, 2010 due to potential overpayment ( Restricted Infill Well Net Proceeds ). On December 31, 2010, the Trust determined that the Restricted Infill Well Net Proceeds were rightly owned by the Trust. Accordingly, on December 31, 2010, the Trust allocated the Restricted Infill Well Net Proceeds into the Cash Reserve, decreased Trust expense payable on the Trust's Statements of Assets, Liabilities and Trust Corpus and increased Infill Well proceeds included in the statement of distributable income. Cash payments of \$55,000 were received by the Trust during the three months ended June 30, 2010 with respect to the Restricted Infill Well Net Proceeds. Such amount was classified as restricted cash at June 30, 2010 and was thus excluded from Infill Well proceeds included in distributable income during the three months ended June 30, 2010.

Gas revenues, net of applicable revenue deducts and before interest expense, included in Net Proceeds paid to the Trust during the three and six months ended June 30, 2010 were adjusted downward by \$543,000 (excluding \$60,000 of interest expense) pertaining to net profits income generated by the Underlying Properties in the Austin Chalk Field ( Austin Chalk Gas Volume Adjustment ). The Austin Chalk Gas Volume Adjustment recouped overpayments to the Trust by TRC during the five year period ended December 31, 2009 which resulted from TRC utilizing estimated wellhead natural gas volumes for certain wells in the Austin Chalk Field in computing Net Proceeds due to the Trust. The Austin Chalk Gas Volume Adjustment utilized actual wellhead natural gas sales volumes and resulted in a 174 MMcf downward adjustment to natural gas sales volumes included in the net profits income calculations with respect to the Austin Chalk Field, of which 6 MMcf pertained to net profit income calculations pertaining to Net Proceeds received by the Trust during the six months ended June 30, 2010. The Austin Chalk Gas Volume Adjustment did not affect oil revenues, severance taxes, lease operating expenses and capital expenditures included in Net Proceeds due to the Trust during the five year period ended December 31, 2009. The Austin Chalk Gas Volume Adjustment did not impact Net Proceeds received by the Trust during the three-

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**Notes to Financial Statements**

month and six-month periods ended June 30, 2011. The Trust, Trustee and the Trust's service providers continue to review and analyze the appropriateness of and verify the information and data provided by TRC concerning the Austin Chalk gas production volumes.

**5. Related Party Transactions**

TRC and Velasco contracted to sell the oil and natural gas production from the Underlying Properties to Torch Energy Marketing, Inc. ( TEMI ), a subsidiary of Torch, under a purchase contract ( Purchase Contract ). Upon termination of the Trust, the Purchase Contract expired and the Working Interest Owners calculate the Net Proceeds owed to the Trust utilizing the same pricing mechanisms (including the sharing price and minimum price commitment mechanisms) as the expired Purchase Contract.

***Marketing Arrangements and Price Sharing***

In connection with the formation of the Trust, TRC, Velasco and TEMI entered into the Purchase Contract which expired upon termination of the Trust. Pursuant to the Purchase Contract, TEMI was obligated to purchase all net production attributable to the Underlying Properties for an index price for oil and natural gas ( Index Price ), less certain gathering, treating and transportation charges, which were calculated monthly. The Index Price equals 97% of the weighted average spot market prices of oil and natural gas ( Average Market Prices ) at the four locations where TEMI sold production.

The Purchase Contract also provided that TEMI pay a minimum price ( Minimum Price ) for natural gas production, adjusted annually for inflation. When TEMI paid a purchase price based on the Minimum Price it received price credits ( Price Credits ), equal to the difference between the Index Price and the Minimum Price, that it was entitled to deduct in determining the purchase price when the Index Price for natural gas exceeded the Minimum Price. In addition, if the Index Price for natural gas exceeded the sharing price, which was adjusted annually for inflation ( Sharing Price ), TEMI was entitled to deduct 50% of such excess ( Price Differential ) in determining the purchase price. TEMI had an annual option to discontinue the Minimum Price commitment. However, if TEMI discontinued the Minimum Price commitment, it would no longer be entitled to deduct the Price Differential in calculating the purchase price and would have forfeited all accrued Price Credits. As of the Termination Date, TEMI had no outstanding Price Credits and had not exercised its option to discontinue the Minimum Price commitment.

Upon the Trust's termination, pursuant to each Conveyance, the Working Interest Owners utilized the same pricing mechanisms (including the Sharing Price and Minimum Price commitment mechanisms) as the expired Purchase Contract in calculating Net Proceeds due to the Trust. The Minimum Price per MMBtu was \$1.99,



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\$1.97 and \$1.95 for 2011, 2010 and 2009 natural gas sales, respectively. The Sharing Price per MMBtu was \$2.46, \$2.43 and \$2.40 for 2011, 2010 and 2009 natural gas sales, respectively. Pursuant to each Conveyance, the Working Interest Owners also have the same annual option to discontinue the Minimum Price commitment. As a result of the Sharing Price arrangement, Net Proceeds attributable to the Underlying Properties during the three-month periods ended June 30, 2011 and 2010 were reduced by \$0.5 million and \$0.9 million, respectively. Such Sharing Price arrangement reduced Net Proceeds attributable to the Underlying Properties during the six-month periods ended June 30, 2011 and 2010 by \$0.9 million and \$1.4 million, respectively. As of June 30, 2011, the Working Interest Owners had no outstanding Price Credits and had not exercised its right to discontinue the Minimum Price commitment.

Under each Conveyance, natural gas volumes are determined at the wellhead. Therefore, Net Proceeds do not include any amounts received in connection with extracting natural gas liquids from such production at natural gas processing or treating facilities.

*Gathering, Treating and Transportation Arrangements*

The Purchase Contract, which expired upon the Trust's termination, entitled TEMI to deduct certain natural gas gathering, treating and transportation fees in calculating the purchase price for natural gas in the Robinson's Bend, Austin Chalk and Cotton Valley Fields. The amounts that were deducted in calculating the purchase price for such natural gas were set forth in the Purchase Contract and were not affected by the actual costs incurred by TEMI to gather, treat and transport natural gas. Upon the Trust's termination, pursuant to each Conveyance, the Working Interest Owners became entitled to deduct the same natural gas gathering, treating and transportation fees that had previously been deducted by TEMI pursuant to the Purchase Contract in calculating Net Proceeds due to the Trust. For the Robinson's Bend Field, a gathering, treating and transportation fee of \$0.260 per MMBtu adjusted for inflation (\$0.335, \$0.331 and \$0.327 per MMBtu for such fees pertaining to 2011, 2010 and 2009 natural gas sales, respectively), plus fuel usage equal to 5% of revenues is deducted in computing Net Proceeds due to the Trust. Additionally, a gathering fee of \$0.05 per MMBtu is deducted in calculating the purchase price for production from 73 of the 426 wells in the Robinson's Bend Field. In computing Net Proceeds due to the Trust for the Austin Chalk Fields, \$0.38 per MMBtu plus 17% of revenues are deducted as a fee to gather, treat and transport natural gas production. TEMI deducted from the purchase price for natural gas for production attributable to certain wells in the Cotton Valley Fields a transportation fee of \$0.045 per MMBtu.

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During each of the three-month periods ended June 30, 2011 and 2010, such fees deducted from the Net Proceeds calculations, attributable to production during each of the three-month periods ended March 31, 2011 and 2010, in the Robinson's Bend, Austin Chalk and Cotton Valley Fields, totaled \$0.2 million and \$0.3 million, respectively. During each of the six-month periods ended June 30, 2011 and 2010, such fees deducted from the Net Proceeds calculations, attributable to production during each of the six-month periods ended March 31, 2011 and 2010, in the Robinson's Bend, Austin Chalk and Cotton Valley Fields, totaled \$0.4 million and \$0.5 million, respectively. No amounts for gathering, treating or transportation are deducted in calculating the purchase price from the Chalkley Field.

*Administrative Services Agreement*

The sole purpose of the Trust is to hold the Net Profits Interests, to receive payments from the Working Interest Owners, and to make payments to Unitholders. The Trust does not conduct any business activity and has no officers, directors or employees. The Trust and Trustee rely on third party service providers to perform administrative services for the Trust.

Torch provided accounting, bookkeeping, informational and other services to the Trust related to the Net Profits Interests pursuant to the Administrative Services Agreement effective October 1, 1993 and an oral arrangement after termination of the Administrative Services Agreement on January 29, 2008 through April 1, 2008. On November 7, 2008, an agreement was entered into between the Trust and Torch that engaged Torch to provide certain accounting services in connection with the Trust's preparation and filing of the Trust's Form 10-K for the year ended December 31, 2007.

To facilitate the winding down of the Trust, Torch and the Trust entered into an agreement on March 26, 2009, as amended on March 31, 2010 and March 31, 2011. Pursuant to the agreement, Torch currently provides certain accounting and other services for the Trust. The term of such agreement expires March 31, 2012 or as sooner terminated by written notice from either party within 5 business days notice.

Services fees paid by the Trust to Torch during each of the three-month periods ended June 30, 2011 and 2010 were \$0.1 million. Services fees paid by the Trust to Torch during each of the six-month periods ended June 30, 2011 and 2010 were \$0.2 million.

*Operator Overhead Fees*

A subsidiary of Torch operates certain oil and natural gas interests burdened by the Net Profits Interests. The Underlying Properties are charged, on the same basis as other third parties, for all customary expenses and costs reimbursements associated with these activities. Operator overhead fees deducted from the Net Proceeds computations for the Chalkley, Cotton Valley and Austin Chalk Fields totaled \$58,000 and \$59,000

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during the three months ended June 30, 2011 and 2010, respectively. Operator overhead fees deducted from the Net Proceeds computations for the Chalkley, Cotton Valley and Austin Chalk Fields totaled \$117,000 during each six-month period ended June 30, 2011 and 2010.

*Compensation of the Trustee and Transfer Agent*

The Trust Agreement provides that the Trustee be compensated for its administrative services, out of the Trust assets, in an annual amount of \$80,000, plus an hourly charge for services in excess of a combined total of 250 hours annually at its standard rates. In accordance with provisions in the Trust Agreement, the Trustee may increase its compensation for its administrative services as a result of unusual or extraordinary services rendered by the Trustee. Additionally, the Trustee receives a transfer agency fee of \$5.00 annually per account (minimum of \$15,000 annually), subject to change each December, beginning December 1994, based upon the change in the Producer's Price Index as published by the Department of Labor, Bureau of Labor Statistics, plus \$1.00 for each certificate issued. Total administrative and transfer agent fees charged by the Trustee for services performed during the three months ended June 30, 2011 and 2010 were \$24,000 and \$25,000, respectively. Total administrative and transfer agent fees charged by the Trustee for services performed during the six months ended June 30, 2011 and 2010 were \$63,000 and \$50,000, respectively.

**6. Trust Expense Payable**

The Trust expense payable at June 30, 2011 and December 31, 2010 was \$0.2 million and \$0.4 million, respectively. Such liability represents general and administrative expense accruals mainly pertaining to the Trust's legal fees, accounting and audit fees, and administrative services fees.

**7. Subsequent Events**

Except as set forth below, no events occurred from June 30, 2011 to the date of this filing that are reportable pursuant to FASB ASC 855.

On February 23, 2011, the Trust announced that the Trust and the derivative unitholder plaintiff reached an agreement in principle with Constellation Energy Partners LLC to settle litigation filed by the derivative plaintiff on the Trust's behalf, captioned Trust Venture Company, LLC v. Constellation Energy Partners LLC (CV-2008-900751), in the

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Circuit Court of Tuscaloosa County, Alabama. The Trust also sent on February 23, 2011, the Notice of Pendency of Derivative Action, Proposed Settlement of Derivative Action, Settlement Hearing, and Right to Appear to the Trust's unitholders of record as of February 11, 2011, as required by the Settlement.

As disclosed in the Trust's Form 8-K on February 23, 2011, the Trust announced that it and the derivative unitholder plaintiff reached an agreement in principle with Constellation Energy Partners LLC to settle certain claims in the litigation, captioned Trust Venture Company, LLC v. Constellation Energy Partners LLC (CV-2008-900751), filed in the Circuit Court of Tuscaloosa County, Alabama (Court) by the derivative plaintiff on the Trust's behalf (the Settlement). Also as disclosed on the Trust's Form 8-K on April 18, 2011, the Court approved in all respects the Settlement as memorialized in the proposed Settlement and Release Agreement and ordered that the matter be dismissed, with prejudice, costs taxed as paid. In the Order and Final Judgment entered by the Court dated as of April 13, 2011, the Court acknowledged receiving the report from counsel for Wilmington Trust Company, not in its individual capacity but solely as the Trustee of the Trust that no objections to the proposed settlement in this matter had been received, and the Court confirmed after review that the proposed Settlement and Release Agreement is fair, reasonable and adequate. The parties had agreed that the proposed Settlement and Release Agreement shall become effective on the date on which the Order and Final Judgment becomes final and unappealable, which absent appeal, was anticipated to be June 13, 2011.

As of June 14, 2011, the Trust believes that no appeal had been filed with the Court. Therefore, the Trust believes by its terms the Settlement and Release Agreement by and among the Trust, derivative unitholder plaintiff and Constellation Energy Partners LLC has an effective date of June 13, 2011. As provided in the Settlement and Release Agreement, the derivative plaintiff and the Trust agreed to settle the claims against Constellation Energy Partners LLC in the derivative action, and to enter into mutual, general releases with Constellation Energy Partners LLC in return for (i) a payment of one million two hundred thousand United States dollars (\$1,200,000) to the derivative plaintiff by Robinson's Bend Production, II (RBP II), which is a Delaware limited liability company and an affiliate of Constellation Energy Partners LLC, to reimburse the derivative plaintiff for the legal fees and expenses it incurred in prosecuting the derivative action, (ii) an irrevocable bid by RBP II of not less than one million United States dollars (\$1,000,000) for its purchase from the Trust of the net overriding royalty interest (Alabama NORRI), when such Alabama NORRI is separately offered for sale by the Trust at public auction within 180 days of the effective date of the Settlement, with such bid amount to be deposited by RBP II in a third-party escrow account pending the public auction, and (iii) a third amendment to that certain Water Gathering and Disposal Agreement providing that, for a period of ten years commencing on July 1, 2011, the charges for the gathering, separation, and disposal of water from oil and gas

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wells located in Tuscaloosa County, Alabama that are owned and operated by RBP II ( Wells ) shall be fifty-three cents (\$0.53) per barrel of water. RBP II had charged one United States dollar (\$1.00) per barrel of water for the gathering, separation, and disposal of such water from the Wells since the termination date of the Trust.

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Because a modified cash basis of accounting is utilized by the Trust, Net Proceeds attributable to the Underlying Properties for the three months ended June 30, 2011 and 2010 is derived from actual oil and natural gas produced during the three months ended March 31, 2011 and 2010, respectively. Net Proceeds attributable to the Underlying Properties for the six months ended June 30, 2011 and 2010 is derived from actual oil and natural gas produced during the three months ended March 31, 2011 and 2010, respectively. Oil and natural gas sales attributable to the Underlying Properties for such periods are as follows:

	Three Months Ended June 30,			
	2011		2010	
	Bbls	Mcf of	Bbls	Mcf of
	of Oil	Natural Gas	of Oil	Natural Gas
Chalkley Field	470	131,537	663	151,048
Robinson's Bend Field		348,652		355,905
Cotton Valley Fields	283	100,187	401	95,389
Austin Chalk Fields	1,316	10,617	2,047	20,749(a)
	2,069	590,993	3,111	623,091

  

	Six Months Ended June 30,			
	2011		2010	
	Bbls	Mcf of	Bbls	Mcf of
	of Oil	Natural Gas	of Oil	Natural gas
Chalkley Field	999	276,897	1,266	311,413
Robinson's Bend Field		715,684		730,637
Cotton Valley Fields	685	207,070	592	217,067
Austin Chalk Fields	2,500	23,558	5,805	75,116(a)
	4,184	1,223,209	7,663	1,334,233

- (a) Excludes the effect of the Austin Chalk Gas Volume Adjustment. Such adjustment adversely affected gas sales attributable to the Underlying Properties in the Austin Chalk Fields during each of the three-month and six-month periods ended March 31, 2010 by 6 MMcf. Gas sales attributable to the Underlying Properties in the Austin Chalk field during the three-month and six-month periods ended March 31, 2011 were not affected by the Austin Chalk Gas Volume Adjustment. See Note 4 to the Trust's financial statements for additional information.

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**Three Months Ended June 30, 2011 Compared to Three Months Ended June 30, 2010**

For the three months ended June 30, 2011, net profits income was \$447,000, or \$387,000 greater than net profits income of \$60,000 for the same period in 2010. Such increase is mainly attributable to the Austin Chalk Gas Volume Adjustment which reduced net profits income during the quarter ended June 30, 2010 by \$0.5 million. See Note 4 to the Trust's financial statements for additional information.

The Trust received no payments with respect to the Robinson's Bend Field during the three months ended June 30, 2011 and 2010. In calculating the Robinson's Bend Field Net Proceeds pertaining to production during the three months ended March 31, 2011, costs and expenses exceeded gross revenues by approximately \$0.8 million. The Trust will receive no payments with respect to the Robinson's Bend Field until future proceeds exceed the sum of future costs and expenses and the cumulative excess of such costs and expenses, including interest (Robinson's Bend Deficit). The Trust does not anticipate that the Net Proceeds attributable to the Robinson's Bend Field, if any, will be significant in the future. As of June 30, 2011 (pertaining to production through March 31, 2011), the Robinson's Bend Cumulative Deficit was approximately \$7.8 million.

Prior to the effect of the Austin Chalk Gas Volume Adjustment (see Note 4 to the Trust's financial statements), natural gas production attributable to the Underlying Properties in the Chalkley, Cotton Valley and Austin Chalk Fields (excluding production generated from the Infill Wells) was 242,341 Mcf and 267,186 Mcf during the three months ended March 31, 2011 and 2010, respectively. The Austin Chalk Gas Volume Adjustment, which reduced Net Proceeds received by the Trust during the quarter ended June 30, 2010, decreased gas volumes included in net profits income calculations during the quarter ended June 30, 2010. The Trust, Trustee and the Trust service providers continue to review and analyze the appropriateness of and verify the information and data provided by TRC concerning the Austin Chalk Gas Volume Adjustment.

Natural gas production attributable to the Underlying Properties in the Robinson's Bend Field (excluding production generated from the Infill Wells) was 348,652 Mcf and 355,905 Mcf during the three months ended March 31, 2011 and 2010, respectively. Oil production attributable to the Underlying Properties for the three months ended March 31, 2011 and 2010 was 2,069 Bbls and 3,111 Bbls, respectively. Oil production decreased during 2011 as a result of normal production declines.

During the three months ended June 30, 2011, the average price used to calculate Net Proceeds for natural gas, before gathering, treating and transportation deductions, was \$3.22 per MMBtu as compared to \$3.79 per MMBtu for the three months ended June 30, 2010. Such average price calculations exclude the impact of the Austin Chalk Gas Volume Adjustment discussed in Note 4 of the Trust financial statements. During the three months ended June 30, 2011, the average price used to calculate Net Proceeds

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for oil was \$84.82 per Bbl as compared to \$71.13 per Bbl for the three months ended June 30, 2010.

Prior to the Trust's termination on January 29, 2008, TEMI deducted the Price Differential and was committed to pay a Minimum Price for natural gas. When TEMI paid a purchase price for natural gas based on the Minimum Price, TEMI received Price Credits which it was entitled to deduct in determining the purchase price when the Index Price for natural gas exceeded the Minimum Price. TEMI had not exercised its right to discontinue the Minimum Price commitment and had no outstanding Price Credits on the Termination Date. Additionally, if the Index Price for natural gas exceeded \$2.10 per MMBtu, adjusted annually for inflation, TEMI deducted 50% of such excess in calculating the Net Proceeds payable to the Trust.

Upon the Trust's termination, pursuant to each Conveyance, the Working Interest Owners used the same pricing mechanisms as the expired Purchase Contract (including the Sharing Price and Minimum Price commitment mechanisms) in calculating Net Proceeds due to the Trust. The Minimum Price per MMBtu was \$1.99, \$1.97 and \$1.95 for 2011, 2010 and 2009 production, respectively. The Sharing Price per MMBtu was \$2.46, \$2.43 and \$2.40 for 2011, 2010 and 2009 production, respectively. Pursuant to each Conveyance, the Working Interest Owners also have the same annual option to discontinue the Minimum Price commitment. As of June 30, 2011, the Working Interest Owners had no outstanding Price Credits and had not exercised their right to discontinue the Minimum Price commitment. No Price Credits were deducted in calculating the purchase price related to net profits income during the three months ended June 30, 2011 and 2010. The deduction of the Price Differential in connection with the Sharing Price mechanism reduced Net Proceeds paid to the Trust during the three months ended June 30, 2011 and 2010 by \$0.5 million and \$0.9 million, respectively.

During each of the three-month periods ended June 30, 2011 and 2010, the Trust recognized \$0.1 million of Infill Well income with respect to the Cotton Valley Fields Infill Wells. Such Infill Wells are operated by Samson Lone Star Limited Partnership.

Lease operating expenses and capital expenditures attributable to the Underlying Properties in the Chalkley, Cotton Valley and Austin Chalk Fields deducted in calculating Net Proceeds due to the Trust for the three-month periods ended June 30, 2011 and 2010 totaled \$0.4 million and \$0.5 million, respectively. With respect to the Robinsons Bend Field, lease operating expenses and capital expenditures of \$1.6 million and 1.7 million were deducted in calculating the Net Proceeds payable to the Trust from the Robinsons Bend Field for each three-month period ended June 30, 2011 and 2010, respectively.

General and administrative expenses amounted to \$0.3 million for each of the three-month periods ended June 30, 2011 and 2010. Such general and administrative



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expenses include costs pertaining to the administrative services provided by Torch and the Trustee, legal fees, accounting and audit fees, reserve report preparation fees, and Unitholder report printing fees.

During the three months ended June 30, 2011 and June 30, 2010, the Trust received cash payments totaling \$560,000 and \$162,000 (net of \$60,000 of interest expense), respectively, from the Working Interest Owners of the Underlying Properties. Included in cash payments received by the Trust during the three months ended June 30, 2010 is \$55,000 paid to the Trust by a certain working interest owner that was classified as restricted cash due to potential overpayment. See Note 4 of the Trust's financial statements for additional information concerning restricted cash. Cash payments received by the Trust during the three months ended June 30, 2010 mainly pertain to net profits income attributable to production from the Underlying Properties during the three months ended March 31, 2010, net of the Austin Chalk Gas Volume Adjustment discussed in Note 4 of the Trust's financial statements. Cash payments received by the Trust during the three months ended June 30, 2011 mainly pertain to net profits income attributable to production from the Underlying Properties during the three months ended March 31, 2011. During the three months ended June 30, 2011 and 2010, \$560,000 and \$107,000, respectively, of cash payments received by the Trust were allocated into the Cash Reserve.

The foregoing resulted in a distributable income of \$0.2 million, or \$0.03 per Unit, for the three months ended June 30, 2011 as compared to distributable loss for the three months ended June 30, 2010 of \$0.2 million, or \$0.02 per Unit. No cash distributions were made to the Unitholders during each of the three-month periods ended June 30, 2011 and 2010.

**Six Months Ended June 30, 2011 Compared to Six Months Ended June 30, 2010**

For the six months ended June 30, 2011, net profits income was \$0.9 million, up 80% from net profits income of \$0.5 million for the same period in 2010. Such increase is mainly attributable to the Austin Chalk Gas Volume Adjustment which reduced net profits income during the six months ended June 30, 2010 by \$0.5 million. See Note 4 to the Trust's financial statements for additional information.

The Trust received no payments with respect to the Robinson's Bend Field during the six months ended June 30, 2011 and 2010. In calculating the Robinson's Bend Field Net Proceeds pertaining to production during the six months ended March 31, 2011, costs and expenses exceeded gross revenues by approximately \$1.6 million. The Trust will receive no payments with respect to the Robinson's Bend Field until future proceeds exceed the Robinson's Bend Deficit. The Trust does not anticipate that the Net Proceeds attributable to the Robinson's Bend Field, if any, will be significant in the future. As of June 30, 2011 (pertaining to production through March 31, 2011), the Robinson's Bend Cumulative Deficit was approximately \$7.8 million.

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Prior to the effect of the Austin Chalk Gas Volume Adjustment (see Note 4 to the Trust's financial statements), natural gas production attributable to the Underlying Properties in the Chalkley, Cotton Valley and Austin Chalk Fields was 507,525 Mcf and 603,596 Mcf during the six months ended March 31, 2011 and 2010, respectively. The Austin Chalk Gas Volume Adjustment, which reduced Net Proceeds received by the Trust during the six months ended June 30, 2010, decreased gas volumes included in net profits income calculations during the six months ended June 30, 2010. The Trust, Trustee and the Trust service providers continue to review and analyze the appropriateness of and verify the information and data provided by TRC concerning the Austin Chalk Gas Volume Adjustment.

Natural gas production attributable to the Underlying Properties in the Robinson's Bend Field was 715,684 Mcf and 730,637 Mcf during the six months ended March 31, 2011 and 2010, respectively. Oil production attributable to the Underlying Properties for the six months ended March 31, 2011 and 2010 was 4,184 Bbls and 7,663 Bbls, respectively.

During the six months ended June 30, 2011, the average price used to calculate Net Proceeds for natural gas, before gathering, treating and transportation deductions, was \$3.13 per MMBtu as compared to \$3.45 per MMBtu for the six months ended June 30, 2010. Such average price calculations exclude the impact of the Austin Chalk Gas Volume Adjustment discussed in Note 4 of the Trust financial statements. During the six months ended June 30, 2011, the average price used to calculate Net Proceeds for oil was \$80.26 per Bbl as compared to \$69.21 per Bbl for the six months ended June 30, 2010.

Prior to the Trust's termination on January 29, 2008, TEMI deducted the Price Differential and was committed to pay a Minimum Price for natural gas. When TEMI paid a purchase price for natural gas based on the Minimum Price, TEMI received Price Credits which it was entitled to deduct in determining the purchase price when the Index Price for natural gas exceeded the Minimum Price. TEMI had not exercised its right to discontinue the Minimum Price commitment and had no outstanding Price Credits on the Termination Date. Additionally, if the Index Price for natural gas exceeded \$2.10 per MMBtu, adjusted annually for inflation, TEMI deducted 50% of such excess in calculating the Net Proceeds payable to the Trust.

Upon the Trust's termination, pursuant to each Conveyance, the Working Interest Owners used the same pricing mechanisms (including the Sharing Price and Minimum Price commitment mechanisms) in calculating Net Proceeds due to the Trust. The Minimum Price per MMBtu was \$1.99, \$1.97 and \$1.95 for 2011, 2010 and 2009 production, respectively. The Sharing Price per MMBtu was \$2.46, \$2.43 and \$2.40 MMBtu for 2011, 2010 and 2009 production, respectively. Pursuant to each Conveyance, the Working Interest Owners also have the same annual option to

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discontinue the Minimum Price commitment, pursuant to each Conveyance. As of June 30, 2011, the Working Interest Owners had no outstanding Price Credits and had not exercised their right to discontinue the Minimum Price commitment. No Price Credits were deducted in calculating the purchase price related to net profits income during the six months ended June 30, 2011 and 2010. The deduction of the Price Differential in connection with the Sharing Price mechanism reduced Net Proceeds paid to the Trust during the six months ended June 30, 2011 and 2010 by \$0.9 million and \$1.4 million, respectively.

During the six months ended June 30, 2011 and 2010, the Trust recognized Infill Well income of \$113,000 and \$182,000, respectively, pertaining to Infill Wells located in the Cotton Valley Fields. Such Infill Wells are operated by Samson Lone Star Partnership.

Lease operating expenses and capital expenditures attributable to the Underlying Properties in the Chalkley, Cotton Valley and Austin Chalk Fields deducted in calculating Net Proceeds due to the Trust during the six-month periods ended June 30, 2011 and 2010 totaled \$0.8 million and \$1.3 million, respectively. Costs incurred in 2010 were greater than 2011 mainly as a result of capital expenditures pertaining to a workover of a certain well in the Austin Chalk Fields. With respect to the Robinsons Bend Field, lease operating expenses and capital expenditures of \$3.3 million and \$3.5 million were deducted in calculating the Net Proceeds payable to the Trust from the Robinsons Bend Field for the six months ended June 30, 2011 and 2010, respectively.

General and administrative expenses amounted to \$0.7 million and \$0.4 million, respectively, for the six months ended June 30, 2011 and 2010. The increase in general and administrative expenses in 2011 is primarily a result of increased legal fees pertaining to the Trust's wind-down and SEC reporting matters. During each of the six-month periods ended June 30, 2011 and 2010, general and administrative expenses include costs pertaining to the administrative services provided by Torch and the Trustee, legal fees, accounting and audit fees, reserve report preparation fees, and Unitholder report printing fees.

During the six months ended June 30, 2011 and 2010, the Trust received cash payments totaling \$1.0 million and \$0.7 million (net of \$60,000 of interest expense), respectively, from the Working Interest Owners of the Underlying Properties. Included in cash receipts during the six months ended June 30, 2010 is \$0.1 million paid to the Trust by a certain working interest owner that was classified as restricted cash at June 30, 2010 due to potential overpayment. See Note 4 of the Trust's financial statements for additional information concerning restricted cash. Cash payments received by the Trust during the six months ended June 30, 2011 mainly pertain to net profits income attributable to production from the Underlying Properties during the six months ended March 31, 2011. Cash payments received by the Trust during the six months ended June 30, 2010 pertain to net profits income attributable to production from the

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Underlying Properties during the six months ended March 31, 2010, net of the Austin Chalk Gas Volume Adjustment discussed in Note 4 of the Trust's financial statements.

The Trust allocated \$1.0 million and \$0.1 million of net profit income received by the Trust during the six months ended June 30, 2011 and 2010, respectively, into the Cash Reserve. The Cash Reserve as of June 30, 2011 and December 31, 2010 was \$2.6 million and \$2.5 million, respectively.

The foregoing resulted in distributable income of \$0.3 million, or \$0.03 per Unit, for the six months ended June 30, 2011, as compared to \$0.2 million, or \$0.02 per Unit, for the same period in 2010. No cash distributions were made to the Unitholders during the six months ended June 30, 2011 and 2010.

Net profits income received by the Trust during the three and six month periods ended June 30, 2011 and 2010, derived from production sold during the three and six months ended March 31, 2011 and 2010, respectively, was computed as shown in the following table (in thousands):

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	<b>Three Months Ended June 30, 2011</b>			<b>Three Months Ended June 30, 2010</b>		
	<b>Chalkley, Cotton Valley and Austin</b>	<b>Robinson s</b>		<b>Chalkley, Cotton Valley and Austin Chalk Fields (a)</b>	<b>Robinson s</b>	
	<b>Chalk Fields</b>	<b>Bend Field</b>	<b>Total</b>		<b>Bend Field</b>	<b>Total</b>
Oil and natural gas revenues	\$ 956	\$ 953	\$ 1,909	\$ 649	\$ 1,165	\$ 1,814
Direct operating expenses:						
Lease operating expenses and property tax	394	1,635	2,029	424	1,730	2,154
Severance tax	61	70	131	120	92	212
	455	1,705	2,160	544	1,822	2,366
Net proceeds before capital expenditures	501	(752)	(251)	105	(657)	(552)
Capital expenditures	30		30	42		42
Net proceeds	471	(752)	(281)	63	(657)	(594)
Net profits percentage	95%			95%		
Net profits income	\$ 447	\$	\$ 447	\$ 60	\$	\$ 60

	<b>Six Months Ended June 30, 2011</b>			<b>Six Months Ended June 30, 2010</b>		
	<b>Chalkley, Cotton Valley and Austin</b>	<b>Robinson s</b>		<b>Chalkley, Cotton Valley and Austin Chalk Fields (a)</b>	<b>Robinson s</b>	
	<b>Chalk Fields</b>	<b>Bend Field</b>	<b>Total</b>		<b>Bend Field</b>	<b>Total</b>
Oil and natural gas revenues	\$ 1,924	\$ 1,901	\$ 3,825	\$ 2,034	\$ 2,189	\$ 4,223
Direct operating expenses:						
Lease operating expenses and property tax	792	3,344	4,136	988	3,451	4,439

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Severance tax	127	131	258	233	162	395
	919	3,475	4,394	1,221	3,613	4,834
Net proceeds before capital expenditures	1,005	(1,574)	(569)	813	(1,424)	(611)
Capital expenditures	44	2	46	276		276
Net proceeds	961	(1,576)	(615)	537	(1,424)	(887)
Net profits percentage	95%			95%		
Net profits income	\$ 913	\$	\$ 913	\$ 510	\$	\$ 510

- (a) Net of the Austin Chalk Gas Volume Adjustment which reduced net profits income during each of the three-month and six-month periods ended June 30, 2010 by \$543,000. See Note 4 to the Trust's financial statements for additional information.

**Item 3. Quantitative and Qualitative Disclosures about Market Risk**

The Trust is exposed to market risk, including adverse changes in commodity prices. The Trust's assets constitute Net Profits Interests in the Underlying Properties. As a result, the Trust's operating results can be significantly affected by fluctuations in

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commodity prices caused by changing market forces and the price received for production from the Underlying Properties.

All production from the Underlying Properties during the period from the inception of the Trust to the Trust's termination on January 29, 2008 was sold pursuant to a Purchase Contract between TRC, Velasco, and TEMI. The Purchase Contract expired upon the Trust's termination. Pursuant to the Purchase Contract, TEMI was obligated to purchase all net production attributable to the Underlying Properties for an Index Price, less certain other charges, which were calculated monthly. The Index Price calculation was based on market prices of oil and natural gas and therefore was subject to commodity price risk. The Purchase Contract also provided a Minimum Price paid by TEMI for natural gas. When TEMI paid a purchase price based on the Minimum Price, it received Price Credits equal to the difference between the Index Price and the Minimum Price that TEMI was entitled to deduct when the Index Price exceeded the Minimum Price. Additionally, if the Index Price exceeded the Sharing Price, TEMI was entitled to deduct such excess, the Price Differential. TEMI had the annual option to discontinue the Minimum Price commitment. However, if TEMI discontinued the Minimum Price commitment, it would no longer be entitled to deduct the Price Differential and would forfeit all accrued Price Credits. TEMI did not exercise its right to discontinue the Minimum Price commitment and had no outstanding Price Credits on the Termination Date.

Upon the Trust's termination, pursuant to each Conveyance, the Working Interest Owners calculated Net Proceeds owed to the Trust utilizing the same pricing mechanisms (including the Sharing Price and Minimum Price commitment mechanisms) as the terminated Purchase Contract. The Minimum Price per MMBtu was adjusted annually for inflation and was \$1.99, \$1.97 and \$1.95 for 2011, 2010 and 2009 natural gas sales, respectively. The Sharing Price per MMBtu was \$2.46, \$2.43 and \$2.40 for 2011, 2010 and 2009 natural gas sales, respectively. Pursuant to each Conveyance, the Working Interest Owners also have the same annual option to discontinue the Minimum Price commitment. However, if the Working Interest Owners discontinue the Minimum Price commitment, they will no longer be entitled to deduct the Price Differential and will forfeit all accrued Price Credits. The Working Interest Owners have not exercised their option to discontinue the Minimum Price commitment and have no outstanding Price Credits as of June 30, 2011.

**Item 4. Controls and Procedures**

**Evaluation of Disclosure Controls and Procedures.**

The Trustee carried out an evaluation of the effectiveness of the design and operation of the Trust's disclosure controls and procedures pursuant to Exchange Act Rules 13a-15 and 15d-15 as of the end of the period covered by this report. Based upon that

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evaluation, the Trustee concluded that the Trust's disclosure controls and procedures are effective in timely alerting the Trustee to material information relating to the Trust required to be included in the Trust's periodic filings with the SEC. In their evaluation of disclosure controls and procedures, the Trustee and Trust has relied, to the extent considered reasonable, on information provided by Torch and Watkins Meegan LLC, an accounting firm contracted by the Trust to perform certain Sarbanes-Oxley compliance for the Trust.

**Changes in Internal Control over Financial Reporting.**

There has not been any change in the Trust's internal control over financial reporting during the three months ended June 30, 2011 that has materially affected, or is reasonably likely to materially affect, the Trust's internal control over financial reporting. The Trust and Trustee rely on third party service providers to perform administrative services for the Trust. Torch provided accounting, bookkeeping, informational and other services to the Trust related to the Net Profits Interests pursuant to the Administrative Services Agreement effective October 1, 1993 and an oral arrangement after termination of the Administrative Services Agreement on January 29, 2008 through April 1, 2008. To facilitate the winding down of the Trust, Torch and the Trust entered into an agreement whereby Torch provides certain accounting and other services for the Trust. The term of such agreement expires March 31, 2012 or as sooner terminated by written notice from either party within 5 business days notice.



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**PART II. OTHER INFORMATION**

**ITEM 1. Legal Proceedings**

On December 22, 2008, the Trustee received a demand letter from Trust Venture Company, LLC with respect to certain enumerated costs including administrative costs and costs for water gathering, treating and disposal that are deducted by the working interest owners of certain of the Underlying Properties from the Net Profit Interests before remitting the Net Proceeds to the Trustee and the Trust. Trust Venture Company, LLC has concluded that the Trust has been overcharged (and continues to be overcharged) by the working interest owners of certain of the Underlying Properties and that these overcharges have damaged the Trust (and as a result, all of the Trust's Unitholders). In addition, Trust Venture Company, LLC asserts that the working interest owners have failed to provide the required accountings as set forth in the Conveyances and that the Trust may request the court to require the working interest owners to provide such an accounting. Trust Venture Company, LLC requested that the Trustee either institute legal action against the working interest owners, or authorize Trust Venture Company, LLC to commence a derivative action against the current working interest owner of the Alabama property in accordance with, inter alia, Section 3816 of the Delaware Statutory Trust Act, codified at 12 Del. C. 3816(a), to recover all overcharges related to administrative costs, water gathering, treating and disposal costs and all overcharges reflected in the accounting. The Trustee responded on December 22, 2008 to Trust Venture Company, LLC with a request for additional information which it has now received. The Trustee carefully considered Trust Venture Company, LLC's demand letter, and concluded, in the reasoned exercise of its business judgment, that it is in the best interest of the Trust and all Unitholders to authorize Trust Venture Company, LLC to commence a derivative action and provided its authorization as of December 30, 2008.

As disclosed by the Trust in its Annual Report on Form 10-K for the year ended December 31, 2007 (2007 Annual Report), Trust Venture intended to commence a derivative action against Constellation Energy Partners LLC, the working interest owner of certain oil and natural gas fields located in Alabama, in accordance with, inter alia, Section 3816 of the Delaware Statutory Trust Act, codified at 12 Del. C. 3816(a), to (i) recover any overcharges to the Trust by Constellation Energy Partners LLC related to administrative costs, water gathering, treating and disposal costs and severance taxes and (ii) require Constellation Energy Partners LLC to provide an accounting of its revenues and expenses as required under the Conveyance filed of record in Tuscaloosa County, Alabama. On December 30, 2008, Trust Venture Company, LLC filed and subsequently served a derivative lawsuit against Constellation Energy Partners LLC in Alabama state court alleging such overcharges, challenging the calculation of the Net Profits Interests under the Conveyances that were used to transfer the net profits interests in each state, and demanding an accounting of Constellation Energy Partners LLC's revenues and expenses. In response to the

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derivative lawsuit, on February 9, 2009, Constellation Energy Partners LLC filed in Alabama state court a motion to dismiss such lawsuit without prejudice in favor of arbitration in Texas on various grounds, including Trust Venture Company, LLC's alleged lack of standing and Trust Venture's alleged failure to comply with certain contractual agreements. The Alabama state court denied Constellation Energy Partners LLC's motion to dismiss on February 25, 2009, and so the Alabama derivative action is proceeding against Constellation Energy Partners LLC.

On February 12, 2009, the Trustee received a certified copy of a demand for arbitration dated February 9, 2009 by Constellation Energy Partners LLC before JAMS in Texas (the Demand Notice) seeking a declaratory judgment that Constellation Energy Partners LLC (i) correctly calculated and paid the Net Profits Interests payments due to the Trust, (ii) correctly charged the Trust for certain well accounting services and severance taxes, and (iii) has complied with its contractual reporting requirements due to the Trust. In the Demand Notice, Constellation Energy Partners LLC claimed that, because the Trust authorized Trust Venture to file the derivative lawsuit, there exists a judicable conflict between Constellation Energy Partners LLC and the Trust that is subject to resolution by arbitration.

On February 12, 2009, Trust Venture Company, LLC filed an emergency motion in Alabama state court to stay the arbitration demanded by Constellation Energy Partners LLC until such time as the court issues a judgment as to the enforceability of the arbitration agreement made by and between the Trust and Constellation Energy Partners LLC. The court denied that motion on February 25, 2009. On March 9, 2009, the Trustee filed its own motion in the same Alabama state court seeking to intervene in the derivative action for the limited purpose of moving for a stay of the Texas arbitration until resolution of the derivative action. The Alabama state court heard oral argument on the Trustee's motion on March 25, 2009, and on April 1, 2009, the Alabama state court denied the Trustee's motion to stay the Texas arbitration and further denied Constellation Energy Partners LLC's motion to stay the Alabama state court derivative action. Subsequently, the Trustee filed a motion to dismiss or stay the Texas arbitration with JAMS and the arbitration panel heard oral argument on April 10, 2009 and on April 13, 2009 granted the Trustee's motion to stay the Texas arbitration proceedings pending the outcome of the Alabama derivative action. The arbitration panel subsequently entered an Order of Dismissal with respect to the Texas arbitration dated July 27, 2009. There can be no assurance as to the outcome or result of the Alabama derivative litigation or that Constellation Energy Partners LLC will not challenge the Order of Dismissal entered by the arbitration panel on July 27, 2009 or file other arbitration claims. On August 21, 2009, the Alabama state court added the Trust as a nominal plaintiff in the Alabama derivative action that is proceeding against Constellation Energy Partners LLC.

The Trust has also previously disclosed information regarding the termination of the Trust, the ongoing Alabama derivative litigation, the concluded Texas arbitration and

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other information regarding the Trust on its 2007, 2008 and 2009 Annual Report on Form 10-K filed with the SEC and its Current Reports on Form 8-K filed with the SEC. The Unitholders are urged to read the above mentioned and all other filings by the Trust with the SEC carefully and in their entirety.

As disclosed in the Trust's Form 8-K on February 23, 2011, the Trust announced that it and the derivative unitholder plaintiff reached an agreement in principle with Constellation Energy Partners LLC to settle certain claims in the litigation, captioned Trust Venture Company, LLC v. Constellation Energy Partners LLC (CV-2008-900751), filed in the Circuit Court of Tuscaloosa County, Alabama ( Court ) by the derivative plaintiff on the Trust's behalf (the

Settlement ). Also as disclosed on the Trust's Form 8-K on April 18, 2011, the Court approved in all respects the Settlement as memorialized in the proposed Settlement and Release Agreement and ordered that the matter be dismissed, with prejudice, costs taxed as paid. In the Order and Final Judgment entered by the Court dated as of April 13, 2011, the Court acknowledged receiving the report from counsel for Wilmington Trust Company, not in its individual capacity but solely as the Trustee of the Trust that no objections to the proposed settlement in this matter had been received, and the Court confirmed after review that the proposed Settlement and Release Agreement is fair, reasonable and adequate. The parties had agreed that the proposed Settlement and Release Agreement shall become effective on the date on which the Order and Final Judgment becomes final and unappealable, which absent appeal, was anticipated to be June 13, 2011.

As of June 14, 2011, the Trust believes that no appeal had been filed with the Court. Therefore, the Trust believes by its terms the Settlement and Release Agreement by and among the Trust, derivative unitholder plaintiff and Constellation Energy Partners LLC has an effective date of June 13, 2011. As provided in the Settlement and Release Agreement, the derivative plaintiff and the Trust agreed to settle the claims against Constellation Energy Partners LLC in the derivative action, and to enter into mutual, general releases with in return for (i) a payment of one million two hundred thousand United States dollars (\$1,200,000) to the derivative plaintiff by Robinson's Bend Production, II ( RBP II ), which is a Delaware limited liability company and an affiliate of Constellation Energy Partners LLC, to reimburse the derivative plaintiff for the legal fees and expenses it incurred in prosecuting the derivative action, (ii) an irrevocable bid by RBP II of not less than one million United States dollars (\$1,000,000) for its purchase from the Trust of the net overriding royalty interest ( Alabama NORRI ), when such Alabama NORRI is separately offered for sale by the Trust at public auction within 180 days of the effective date of the Settlement, with such bid amount to be deposited by RBP II in a third-party escrow account pending the public auction, and (iii) a third amendment to that certain Water Gathering and Disposal Agreement providing that, for a period of ten years commencing on July 1, 2011, the charges for the gathering, separation, and disposal of water from oil and gas wells located in Tuscaloosa County, Alabama that are owned and operated by RBP II ( Wells ) shall be fifty-three cents (\$0.53) per barrel of water. RBP II had charged one United States dollar (\$1.00) per

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barrel of water for the gathering, separation, and disposal of such water from the Wells since the termination date of the Trust. As previously disclosed on the Trust's Form 8-K filed on January 31, 2008, the Trust received the affirmative vote of the Unitholders of more than 66 2/3% of the outstanding units to terminate the Trust at the meeting of Unitholders held January 29, 2008. Pursuant to the Trust Agreement of the Trust, the Termination Date of the Trust is January 29, 2008.

Upon termination of the Trust, among other things, the Trustee is required to sell the Net Profits Interests. Specifically, pursuant to Section 9.03(e) of the Trust Agreement if the property of the Trust Estate (as defined in the Trust Agreement) has not been sold prior to the end of one calendar year following the termination date, the Trustee must cause such assets to be sold at public auction. As the Trust was terminated by a vote of the Unitholders on the Termination Date, the Trustee anticipates it will continue to consult with the Trust's and Trustee's financial and legal advisors in preparing the sales process and obtaining the necessary information required for disclosure regarding the Units to carry out the sale requirement under Section 9.03(e) of the Trust Agreement. The Trust reported on August 4, 2011 on Form 8-K and then on August 5, 2011 on Form 8-K/A that the Trust entered into a material definitive agreement for advisory and marketing services with an effective date of August 1, 2011 with respect to the sale of the net profit interests of the Trust pursuant to an agreement with PLS, Inc., a Texas corporation. No assurances can be given that the Trustee will be able to sell the Net Profits Interests or the price that will be used to calculate the Net Profits Interests to be distributed to Unitholders following such a sale. Such distributions could be below the market value of the Units. The Trust can give no assurances of the effect of the results of the affirmative vote to terminate the Trust by the Unitholders on the continued listing of the Units on the New York Stock Exchange (NYSE) or any other national quotation system.

**ITEM 1A. Risk Factors**

The Trust believes there have been no material changes to risk factors previously disclosed in our Annual Report on Form 10-K for the fiscal year ended December 31, 2010, filed with the SEC on April 22, 2011 (the 2010 Form 10-K). You should carefully consider such risk factors as presented in the 2010 Form 10-K and other information set forth in this Quarterly Report on Form 10-Q, including our financial statements and the related notes.

**ITEM 2. Unregistered Sales of Equity Securities and Use of Proceeds**

None.

**ITEM 3. Defaults upon Senior Securities**

None.

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ITEM 4. **(Removed and Reserved)**

ITEM 5. **Other Information**

None.

ITEM 6. **Exhibits**

(a) Exhibits

4. Instruments of defining the rights of security holders, including indentures.

4.1 Form of Torch Energy Royalty Trust Agreement. \*

4.2 Form of Louisiana Trust Agreement. \*

4.3 Specimen Trust Unit Certificate. \*

4.4 Designation of Ancillary Trustee. \*

31.1 Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

32.1 Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

\* Incorporated by reference from Registration Statements on Form S-1 of Torch Energy Advisors Incorporated (Registration No. 33-68688) dated November 16, 1993.

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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 thereunto duly authorized.

**TORCH ENERGY ROYALTY TRUST**

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

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

Date: August 11, 2011

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

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