

BARINGTON COMPANIES EQUITY PARTNERS L P  
Form SC 13D/A  
December 28, 2005

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

SCHEDULE 13D  
(Rule 13d-101)  
Amendment No. 1

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULE 13d-1(a)  
AND AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2(a)

Torch Energy Royalty Trust  
-----  
(Name of Issuer)

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

891013104  
-----  
(CUSIP Number)

Mr. James A. Mitarotonda  
c/o Barington Companies Equity Partners, L.P.  
888 Seventh Avenue, 17th Floor  
New York, NY 10019  
(212) 974-5700  
-----

(Name, Address and Telephone Number of  
Person Authorized to Receive Notices  
and Communications)

December 23, 2005  
-----  
(Date of Event which Requires Filing  
of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f), or 13d-1(g), check the following box: .

SCHEDULE 13D

CUSIP No. 891013104  
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1) NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Barington Companies Equity Partners, L.P.

13-4088890

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2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP		(a)	<input checked="" type="checkbox"/>
		(b)	<input type="checkbox"/>
3) SEC USE ONLY			
4) SOURCE OF FUNDS		WC	
5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)		<input type="checkbox"/>	
6) CITIZENSHIP OR PLACE OF ORGANIZATION Delaware			
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7)	SOLE VOTING POWER	96,200
	8)	SHARED VOTING POWER	none
	9)	SOLE DISPOSITIVE POWER	96,200
	10)	SHARED DISPOSITIVE POWER	none
11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		96,200	
12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		<input type="checkbox"/>	
13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)		1.12%	
14) TYPE OF REPORTING PERSON		PN	

SCHEDULE 13D

CUSIP No. 891013104  
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1) NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Barington Companies Investors, LLC		13-4126527	
2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP		(a)	<input checked="" type="checkbox"/>
		(b)	<input type="checkbox"/>
3) SEC USE ONLY			
4) SOURCE OF FUNDS		OO	
5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)		<input type="checkbox"/>	

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6) CITIZENSHIP OR PLACE OF ORGANIZATION	
Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7) SOLE VOTING POWER 96,200
	8) SHARED VOTING POWER none
	9) SOLE DISPOSITIVE POWER 96,200
	10) SHARED DISPOSITIVE POWER none
11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 96,200	
12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 1.12%	
14) TYPE OF REPORTING PERSON OO	

SCHEDULE 13D

CUSIP No. 891013104  
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1) NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Barington Companies Offshore Fund, Ltd. (BVI)	
2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>
3) SEC USE ONLY	
4) SOURCE OF FUNDS	WC
5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) <input type="checkbox"/>	
6) CITIZENSHIP OR PLACE OF ORGANIZATION British Virgin Islands	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON	7) SOLE VOTING POWER 72,150
	8) SHARED VOTING POWER none
	9) SOLE DISPOSITIVE POWER 72,150



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14) TYPE OF REPORTING PERSON  
PN

SCHEDULE 13D

CUSIP No. 891013104  
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1) NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Barington Companies Advisors, LLC 20-0327470

2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)   
(b)

3) SEC USE ONLY

4) SOURCE OF FUNDS OO

5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEMS 2(d) OR 2(e)

6) CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

7) SOLE VOTING POWER  
NUMBER OF SHARES 144,300

8) SHARED VOTING POWER  
BENEFICIALLY OWNED BY EACH none

9) SOLE DISPOSITIVE POWER  
REPORTING PERSON 144,300

10) SHARED DISPOSITIVE POWER  
WITH none

11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
144,300

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

13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
1.68%

14) TYPE OF REPORTING PERSON  
IA,OO

SCHEDULE 13D

CUSIP No. 891013104

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1) NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Barington Capital Group, L.P. 13-3635132

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2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)   
(b)

---

3) SEC USE ONLY

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4) SOURCE OF FUNDS 00

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5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEMS 2(d) OR 2(e)

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6) CITIZENSHIP OR PLACE OF ORGANIZATION  
New York

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NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7) SOLE VOTING POWER 240,500
	8) SHARED VOTING POWER none
	9) SOLE DISPOSITIVE POWER 240,500
	10) SHARED DISPOSITIVE POWER none

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11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
240,500

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

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13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
2.8%

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14) TYPE OF REPORTING PERSON  
PN

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SCHEDULE 13D

CUSIP No. 891013104

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1) NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
LNA Capital Corp. 13-3635168

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2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)   
(b)

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3) SEC USE ONLY

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4) SOURCE OF FUNDS OO

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5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) |\_  
|\_

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6) CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

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7) SOLE VOTING POWER  
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 240,500

---

8) SHARED VOTING POWER  
none

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9) SOLE DISPOSITIVE POWER  
240,500

---

10) SHARED DISPOSITIVE POWER  
none

---

11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
240,500

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

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13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
2.8%

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14) TYPE OF REPORTING PERSON  
CO

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SCHEDULE 13D

CUSIP No. 891013104  
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1) NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
James Mitarotonda

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2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [x]  
(b) |\_  
|\_

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3) SEC USE ONLY

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4) SOURCE OF FUNDS OO

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5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) |\_  
|\_

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6) CITIZENSHIP OR PLACE OF ORGANIZATION  
United States

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7) SOLE VOTING POWER  
NUMBER OF SHARES 240,500

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BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8)	SHARED VOTING POWER none
	9)	SOLE DISPOSITIVE POWER 240,500
	10)	SHARED DISPOSITIVE POWER none

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11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
240,500

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

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13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
2.8%

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14) TYPE OF REPORTING PERSON  
IN

SCHEDULE 13D

CUSIP No. 891013104  
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1) NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Alpine Associates, A Limited Partnership 06-0944931

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2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [x]  
(b) |\_ |

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3) SEC USE ONLY

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4) SOURCE OF FUNDS WC

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5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) |\_ |

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6) CITIZENSHIP OR PLACE OF ORGANIZATION  
New Jersey

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NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7)	SOLE VOTING POWER 243,100
	8)	SHARED VOTING POWER none
	9)	SOLE DISPOSITIVE POWER 243,100
	10)	SHARED DISPOSITIVE POWER none

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11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON



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243,100

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

13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
2.83%

14) TYPE OF REPORTING PERSON  
PN, BD

SCHEDULE 13D

CUSIP No. 891013104  
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1) NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Alpine Partners, L.P. 22-3528110

2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)   
(b)

3) SEC USE ONLY

4) SOURCE OF FUNDS WC

5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEMS 2(d) OR 2(e)

6) CITIZENSHIP OR PLACE OF ORGANIZATION  
New Jersey

7) SOLE VOTING POWER  
NUMBER OF 33,100  
SHARES

8) SHARED VOTING POWER  
BENEFICIALLY OWNED BY EACH none

9) SOLE DISPOSITIVE POWER  
REPORTING PERSON 33,100

10) SHARED DISPOSITIVE POWER  
WITH none

11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
33,100

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

13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
0.38%

14) TYPE OF REPORTING PERSON  
PN, BD

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SCHEDULE 13D

CUSIP No. 891013104  
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1) NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Alpine Associates II, L.P. 20-1476614

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2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)  [x]  
(b)  |\_|

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3) SEC USE ONLY

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4) SOURCE OF FUNDS WC

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5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEMS 2 (d) OR 2 (e) |\_|

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6) CITIZENSHIP OR PLACE OF ORGANIZATION  
New Jersey

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NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7) SOLE VOTING POWER 17,500
	8) SHARED VOTING POWER none
	9) SOLE DISPOSITIVE POWER 17,500
	10) SHARED DISPOSITIVE POWER none

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11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
17,500

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

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13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
0.2%

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14) TYPE OF REPORTING PERSON  
PN

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SCHEDULE 13D

CUSIP No. 891013104  
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1) NAME OF REPORTING PERSON

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S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Palisades Partners, L.P.

13-3456480

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2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)  [x]  
(b)  |\_|

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3) SEC USE ONLY

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4) SOURCE OF FUNDS WC

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5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEMS 2(d) OR 2(e) |\_|

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6) CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

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NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7) SOLE VOTING POWER 11,000
	8) SHARED VOTING POWER none
	9) SOLE DISPOSITIVE POWER 11,000
	10) SHARED DISPOSITIVE POWER none

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

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

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13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
0.13%

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14) TYPE OF REPORTING PERSON  
PN

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SCHEDULE 13D

CUSIP No. 891013104  
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1) NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Eckert Corporation 22-2548436

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2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)  [x]  
(b)  |\_|

---

3) SEC USE ONLY

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4) SOURCE OF FUNDS OO

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5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

---

6) CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

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NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7)	SOLE VOTING POWER 276,200
	8)	SHARED VOTING POWER 17,500
	9)	SOLE DISPOSITIVE POWER 276,200
	10)	SHARED DISPOSITIVE POWER 17,500

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11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
293,700

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

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13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
3.42%

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14) TYPE OF REPORTING PERSON  
CO

SCHEDULE 13D

CUSIP No. 891013104  
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1) NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Victoria Eckert

---

2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)  (b)

---

3) SEC USE ONLY

---

4) SOURCE OF FUNDS OO

---

5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

---

6) CITIZENSHIP OR PLACE OF ORGANIZATION  
United States

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NUMBER OF SHARES BENEFICIALLY OWNED BY	7)	SOLE VOTING POWER 276,200
	8)	SHARED VOTING POWER 17,500

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EACH REPORTING PERSON WITH	9)	SOLE DISPOSITIVE POWER	276,200
	10)	SHARED DISPOSITIVE POWER	17,500
11)	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		293,700
12)	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		<input type="checkbox"/>
13)	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)		3.42%
14)	TYPE OF REPORTING PERSON		IN

SCHEDULE 13D

CUSIP No. 891013104  
-----

1)	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Gordon A. Uehling, Jr.		
2)	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a)	<input checked="" type="checkbox"/>
		(b)	<input type="checkbox"/>
3)	SEC USE ONLY		
4)	SOURCE OF FUNDS	OO	
5)	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)		<input type="checkbox"/>
6)	CITIZENSHIP OR PLACE OF ORGANIZATION United States		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7)	SOLE VOTING POWER	none
	8)	SHARED VOTING POWER	11,000
	9)	SOLE DISPOSITIVE POWER	none
	10)	SHARED DISPOSITIVE POWER	11,000
11)	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		11,000

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

13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
 0.13%

14) TYPE OF REPORTING PERSON  
 IN

SCHEDULE 13D

CUSIP No. 891013104  
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1) NAME OF REPORTING PERSON  
 S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
 Arbitrage & Trading Management Company

2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)   
 (b)

3) SEC USE ONLY

4) SOURCE OF FUNDS OO

5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
 ITEMS 2(d) OR 2(e)

6) CITIZENSHIP OR PLACE OF ORGANIZATION  
 New Jersey

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7) SOLE VOTING POWER none
	8) SHARED VOTING POWER 28,500
	9) SOLE DISPOSITIVE POWER none
	10) SHARED DISPOSITIVE POWER 28,500

11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
 28,500

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

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

14) TYPE OF REPORTING PERSON  
 OO

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SCHEDULE 13D

CUSIP No. 891013104  
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1)	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Robert E. Zoellner		
2)	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a)	<input checked="" type="checkbox"/>
		(b)	<input type="checkbox"/>
3)	SEC USE ONLY		
4)	SOURCE OF FUNDS	OO	
5)	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)		<input type="checkbox"/>
6)	CITIZENSHIP OR PLACE OF ORGANIZATION United States		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7)	SOLE VOTING POWER none	
	8)	SHARED VOTING POWER 28,500	
	9)	SOLE DISPOSITIVE POWER none	
	10)	SHARED DISPOSITIVE POWER 28,500	
11)	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	28,500	
12)	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		<input type="checkbox"/>
13)	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	0.33%	
14)	TYPE OF REPORTING PERSON	IN	

Item 1. Security and Issuer.  
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This Amendment No. 1 amends and supplements the Schedule 13D filed with the Securities and Exchange Commission (the "SEC") on November 25, 2005 (the "Statement") by and on behalf of Barington Companies Equity Partners, L.P. ("Barington") and others with respect to units of beneficial interest (the

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"Units"), of Torch Energy Royalty Trust, a Delaware trust (the "Trust"). The principal executive offices of the Trust are located at Rodney Square North, 1100 North Market Street, Wilmington, Delaware 19890.

### Item 2. Identity and Background.

The second paragraph of Item 2(a)-(c) of the Statement is hereby amended and restated as follows:

As of the date of this filing, the Reporting Entities are the beneficial owners of, in the aggregate, 545,200 Units, representing approximately 6.34% of the Units presently outstanding.

### Item 3. Source and Amount of Funds or Other Consideration.

The information contained in Item 3 of the Statement is hereby amended and supplemented as follows:

Since the filing of the Statement, the Reporting Entities purchased an aggregate of 88,700 Units. The amount of funds expended for such purchases was approximately \$246,923.20 by Barington Companies Equity Partners, L.P., \$185,192.40 by Barington Companies Offshore Fund Ltd. (BVI) and \$185,192.40 by Barington Investments, L.P.

All purchases of Units by the Reporting Entities since the filing of the Statement were made in open market transactions. All transactions effected since the filing of the Statement are described in the Schedule attached hereto. All such purchases of Units were funded by working capital, which may, at any given time, include margin loans made by brokerage firms in the ordinary course of business.

### Item 5. Interest in Securities of the Issuer.

Item 5(a) - (b) of the Statement is hereby amended and restated as follows:

(a) As of the date of this filing, Barington Companies Equity Partners, L.P. beneficially owns an aggregate of 96,200 Units, representing approximately 1.12% of the Units presently outstanding based upon the 8,600,000 Units reported by the Trust to be issued and outstanding as of September 30, 2005 in its Form 10-Q filed with the Securities and Exchange Commission on November 10, 2005 (the "Issued and Outstanding Units"). As the general partner of Barington Companies Equity Partners, L.P., Barington Companies Investors, LLC may be deemed to beneficially own the 96,200 Units owned by Barington Companies Equity Partners, L.P.

As of the date of this filing, Barington Companies Offshore Fund, Ltd. (BVI) beneficially owns 72,150 Units, constituting approximately 0.84% of the Issued and Outstanding Units. As of the date of this filing, Barington Investments, L.P. beneficially owns 72,150 Units. As the

investment advisor to Barington Companies Offshore Fund, Ltd. (BVI) and the general partner of Barington Investments, L.P., Barington Companies Advisors, LLC may be deemed to beneficially own the 72,150 Units owned by Barington Companies Offshore Fund, Ltd. (BVI) and the 72,150 Units owned by Barington Investments, L.P., representing an aggregate of 144,300 Units, constituting approximately 1.68% of the Issued and Outstanding Units. As the Managing Member



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of Barington Companies Advisors, LLC, Barington Capital Group, L.P. may be deemed to beneficially own the 72,150 Units beneficially owned by Barington Investments, L.P. and the 72,150 Units owned by Barington Companies Offshore Fund, Ltd. (BVI). As the majority member of Barington Companies Investors, LLC, Barington Capital Group, L.P. may also be deemed to beneficially own the 96,200 Units owned by Barington Companies Equity Partners, L.P., representing an aggregate of 240,500 Units, constituting approximately 2.8% of the Issued and Outstanding Units. As the general partner of Barington Capital Group, L.P., LNA Capital Corp. may be deemed to beneficially own the 96,200 Units owned by Barington Companies Equity Partners, L.P., the 72,150 Units beneficially owned by Barington Investments, L.P. and the 72,150 Units owned by Barington Companies Offshore Fund, Ltd. (BVI), representing an aggregate of 240,500 Units, constituting approximately 2.8% of the Issued and Outstanding Units. As the sole stockholder and director of LNA Capital Corp., Mr. Mitarotonda may be deemed to beneficially own the 96,200 Units owned by Barington Companies Equity Partners, L.P., the 72,150 Units beneficially owned by Barington Investments, L.P. and the 72,150 Units owned by Barington Companies Offshore Fund, Ltd. (BVI), representing an aggregate of 240,500 Units, constituting approximately 2.8% of the Issued and Outstanding Units. Mr. Mitarotonda has sole voting and dispositive power with respect to the 96,200 Units owned by Barington Companies Equity Partners, L.P., the 72,150 Units beneficially owned by Barington Investments, L.P. and the 72,150 Units owned by Barington Companies Offshore Fund, Ltd. (BVI). Mr. Mitarotonda disclaims beneficial ownership of any such Units except to the extent of his pecuniary interest therein.

As of the date of this filing, Alpine Associates, A Limited Partnership beneficially owns 243,100 Units, representing approximately 2.83% of the Issued and Outstanding Units. As of the date of this filing, Alpine Partners, L.P. beneficially owns 33,100 Units, representing approximately 0.38% of the Issued and Outstanding Units. As of the date of this filing, Alpine Associates II, L.P. beneficially owns 17,500 Units, representing approximately 0.20% of the Issued and Outstanding Units. As of the date of this filing, Palisades Partners, L.P. beneficially owns approximately 11,000 Units, representing approximately 0.13% of the Issued and Outstanding Units. As the general partner of each of Alpine Associates, A Limited Partnership, Alpine Partners, L.P. and Alpine Associates II, L.P., Eckert Corporation may be deemed to beneficially own the 243,100 Units owned by Alpine Associates, A Limited Partnership, the 33,100 Units owned by Alpine Partners, L.P. and the 17,500 Units owned by Alpine Associates II, L.P., representing an aggregate of 293,700 Units, constituting approximately 3.42% of the Issued and Outstanding Units. As the sole stockholder and director of Eckert Corporation, Ms. Eckert may be deemed to beneficially own the 243,100 Units owned by Alpine Associates, A Limited Partnership, the 33,100 Units owned by Alpine Partners, L.P. and the 17,500 Units owned by Alpine Associates II, L.P., representing an aggregate of 293,700 Units, constituting approximately 3.42% of the Issued and Outstanding Units. As the general partner of Palisades Partners, L.P., Mr. Uehling may be deemed to beneficially own the 11,000 Units owned by Palisades Partners, L.P., representing approximately 0.13% of the Issued and Outstanding Units. Pursuant to investment advisory agreements with each of Alpine Associates II, L.P. and

Palisades Partners, L.P. further described in Item 5(b) below, Arbitrage & Trading Management Company may be deemed to beneficially own the 17,500 Units owned by Alpine Associates II, L.P. and the 11,000 Units owned by Palisades Partners, L.P., representing an aggregate of 28,500 Units, constituting approximately 0.33% of the Issued and Outstanding Units. As the owner and operator of Arbitrage & Trading Management Company, Mr. Zoellner may be deemed to beneficially own the 17,500 Units owned by Alpine Associates II, L.P. and the 11,000 Units owned by Palisades Partners, L.P., representing an aggregate of 28,500 Units, constituting approximately 0.33% of the Issued and Outstanding

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Units. Eckert Corporation, Ms. Eckert, Mr. Uehling, Arbitrage & Trading Management Company and Mr. Zoellner disclaim beneficial ownership of any such Units except to the extent of their pecuniary interest therein.

(b) Each of the Reporting Entities may be deemed to have sole voting and dispositive power over the Units reported as beneficially owned by such person by virtue of their respective positions as described in paragraph (a), except as follows:

- (1) Pursuant to an investment advisory agreement between Alpine Associates II, L.P. and Arbitrage & Trading Management Company, Arbitrage & Trading Management Company acts as an investment advisor to Alpine Associates II, L.P. and has the discretion to manage its investment activities. As a result, the 17,500 Units owned by Alpine Associates II, L.P. that may be deemed to be beneficially owned by Eckert Corporation and Ms. Eckert may also be deemed to be beneficially owned by Arbitrage & Trading Management Company and Mr. Zoellner. Therefore, each of Eckert Corporation, Ms. Eckert, Arbitrage & Trading Management Company and Mr. Zoellner may be deemed to have shared voting and dispositive power with respect to such Units.
- (2) Pursuant to an investment advisory agreement between Palisades Partners, L.P. and Arbitrage & Trading Management Company, Arbitrage & Trading Management Company acts as an investment advisor to Palisades Partners, L.P. and has the discretion to manage its investment activities. As a result, the 11,000 Units owned by Palisades Partners, L.P. that may be deemed to be beneficially owned by Mr. Uehling may also be deemed to be beneficially owned by Arbitrage & Trading Management Company and Mr. Zoellner. Therefore, each of Mr. Uehling, Arbitrage & Trading Management Company and Mr. Zoellner may be deemed to have shared voting and dispositive power with respect to such Units.

Except as set forth above, each of the Reporting Entities may be deemed to have sole voting and dispositive power with respect to the Units each reports as beneficially owned by such person, regardless of the fact that multiple Reporting Entities within the same chain of ownership report sole voting and dispositive power with respect to such Units. Each such Reporting Entity reports sole voting and dispositive power with respect to such Units based on such person's relationship to the other Reporting Entities within the same chain of ownership. Except to the extent expressly stated herein, each Reporting Entity disclaims beneficial ownership of any Units beneficially owned by any other Reporting Entity.

The Reporting Entities do not believe that certain of the foregoing information is called for by the Items of Schedule 13D and are disclosing it for supplemental informational purposes only. Information with respect to each of the Reporting Entities is given solely by such Reporting Entity and no Reporting Entity shall have responsibility for the accuracy or completeness of information supplied by another Reporting Entity.

SIGNATURES

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After reasonable inquiry and to the best knowledge and belief of the undersigned, the undersigned certify that the information set forth in this Statement is true, complete and correct.

Dated: December 27, 2005

BARINGTON COMPANIES EQUITY PARTNERS, L.P.  
By: Barington Companies Investors, LLC,  
its general partner

By: /s/ James A. Mitarotonda

-----  
Name: James A. Mitarotonda  
Title: Managing Member

BARINGTON COMPANIES INVESTORS, LLC

By: /s/ James A. Mitarotonda

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Name: James A. Mitarotonda  
Title: Managing Member

/s/ James A. Mitarotonda

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James A. Mitarotonda

BARINGTON COMPANIES OFFSHORE FUND, LTD.  
(BVI)

By: /s/ James A. Mitarotonda

-----  
Name: James A. Mitarotonda  
Title: Manager

BARINGTON INVESTMENTS, L.P.  
By: Barington Companies Advisors, LLC,  
its general partner

By: /s/ James A. Mitarotonda

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Name: James A. Mitarotonda  
Title: Authorized Signatory

BARINGTON COMPANIES ADVISORS, LLC

By: /s/ James A. Mitarotonda

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Name: James A. Mitarotonda  
Title: Authorized Signatory

BARINGTON CAPITAL GROUP, L.P.  
By: LNA Capital Corp., its general  
partner

By: /s/ James A. Mitarotonda  
-----

Name: James A. Mitarotonda  
Title: President and CEO

LNA CAPITAL CORP.

By: /s/ James A. Mitarotonda  
-----

Name: James A. Mitarotonda  
Title: President and CEO

ALPINE ASSOCIATES, A LIMITED PARTNERSHIP

By: Eckert Corporation, its general  
partner

By: /s/ Todd Mason  
-----

Name: Todd Mason  
Title: Vice President

ALPINE PARTNERS, L.P.  
By: Eckert Corporation, its general  
partner

By: /s/ Todd Mason  
-----

Name: Todd Mason  
Title: Vice President

ALPINE ASSOCIATES II, L.P.  
By: Eckert Corporation, its general  
partner

By: /s/ Todd Mason  
-----

Name: Todd Mason  
Title: Vice President

PALISADES PARTNERS, L.P.

By: /s/ Gordon A. Uehling, Jr.  
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Name: Gordon A. Uehling, Jr.  
Title: General Partner

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ECKERT CORPORATION

By: /s/ Todd Mason

-----  
 Name: Todd Mason  
 Title: Vice President

/s/ Victoria Eckert

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 Victoria Eckert

/s/ Gordon A. Uehling, Jr.

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 Gordon A. Uehling, Jr.

ARBITRAGE & TRADING MANAGEMENT COMPANY

By: /s/ Robert E. Zoellner

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 Name: Robert E. Zoellner  
 Title: President

/s/ Robert E. Zoellner

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 Robert E. Zoellner

SCHEDULE

This schedule sets forth information with respect to each purchase of Units which was effectuated by a Reporting Entity since the filing of the Statement. All transactions were effectuated in the open market through a broker.

Units purchased by Barington Companies Equity Partners, L.P.

Date	Number of Units	Price Per Unit	Cost (*)
----	-----	-----	-----
11/30/2005	480	\$6.890	\$3,307.20
12/1/2005	3,320	\$6.817	\$22,632.44
12/2/2005	440	\$6.859	\$3,017.96
12/6/2005	2,800	\$6.885	\$19,278.00
12/7/2005	680	\$6.900	\$4,692.00
12/12/2005	1,400	\$7.050	\$9,870.00
12/13/2005	3,440	\$7.039	\$24,214.16
12/14/2005	1,760	\$7.044	\$12,397.44
12/15/2005	1,520	\$7.050	\$10,716.00
12/16/2005	6,560	\$7.049	\$46,241.44
12/19/2005	5,600	\$6.972	\$39,043.20
12/21/2005	1,080	\$6.932	\$7,486.56
12/22/2005	2,800	\$6.927	\$19,395.60
12/23/2005	3,600	\$6.842	\$24,631.20

Units purchased by Barington Companies Offshore Fund, Ltd.

Number of

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Date	Units	Price Per Unit	Cost (*)
----	-----	-----	-----
11/30/2005	360	\$6.890	\$2,480.40
12/1/2005	2,490	\$6.817	\$16,974.33
12/2/2005	330	\$6.859	\$2,263.47
12/6/2005	2,100	\$6.885	\$14,458.50
12/7/2005	510	\$6.900	\$3,519.00

12/12/2005	1,050	\$7.050	\$7,402.50
12/13/2005	2,580	\$7.039	\$18,160.62
12/14/2005	1,320	\$7.044	\$9,298.08
12/15/2005	1,140	\$7.050	\$8,037.00
12/16/2005	4,920	\$7.049	\$34,681.08
12/19/2005	4,200	\$6.972	\$29,282.40
12/21/2005	810	\$6.932	\$5,614.92
12/22/2005	2,100	\$6.927	\$14,546.70
12/23/2005	2,700	\$6.842	\$18,473.40

Units purchased by Barington Investments, L.P.

Date	Number of Units	Price Per Unit	Cost (*)
----	-----	-----	-----
11/30/2005	360	\$6.890	\$2,480.40
12/1/2005	2,490	\$6.817	\$16,974.33
12/2/2005	330	\$6.859	\$2,263.47
12/6/2005	2,100	\$6.885	\$14,458.50
12/7/2005	510	\$6.900	\$3,519.00
12/12/2005	1,050	\$7.050	\$7,402.50
12/13/2005	2,580	\$7.039	\$18,160.62
12/14/2005	1,320	\$7.044	\$9,298.08
12/15/2005	1,140	\$7.050	\$8,037.00
12/16/2005	4,920	\$7.049	\$34,681.08
12/19/2005	4,200	\$6.972	\$29,282.40
12/21/2005	810	\$6.932	\$5,614.92
12/22/2005	2,100	\$6.927	\$14,546.70
12/23/2005	2,700	\$6.842	\$18,473.40

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(\*) Excludes commissions and other execution-related costs.