

Edgar Filing: TORCH INC - Form SC 13G

TORCH INC
Form SC 13G
February 14, 2002

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. ____)*

TORCH OFFSHORE, INC.
(Name of Issuer)

Common Stock, \$0.01 par value
(Title of Class of Securities)

891019101
(CUSIP Number)

December 31, 2001
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP No. 891019101

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1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS
Lyle G. Stockstill

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
United States of America

NUMBER OF 5 SOLE VOTING POWER
0

SHARES BENEFICIALLY

OWNED BY 6 SHARED VOTING POWER
7,505,000 (1)

EACH REPORTING 7 SOLE DISPOSITIVE POWER
0

PERSON

WITH: 8 SHARED DISPOSITIVE POWER
7,505,000 (1)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
7,505,000

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
57.9% (1)

12 TYPE OF REPORTING PERSON
IN

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1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS
Lana J. Hingle Stockstill

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
United States of America

NUMBER OF 5 SOLE VOTING POWER
0

SHARES BENEFICIALLY OWNED BY 6 SHARED VOTING POWER
7,505,000 (2)

EACH REPORTING PERSON 7 SOLE DISPOSITIVE POWER
0

WITH: 8 SHARED DISPOSITIVE POWER
7,505,000 (2)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
7,505,000

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
57.9% (2)

12 TYPE OF REPORTING PERSON
IN

CUSIP No. 891019101

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 1 NAMES OF REPORTING PERSONS
 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS
 Torch, Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

 (a)
 (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
 Louisiana

NUMBER OF	5	SOLE VOTING POWER
		7,505,000

SHARES BENEFICIALLY

OWNED BY	6	SHARED VOTING POWER
		0

EACH REPORTING	7	SOLE DISPOSITIVE POWER
		7,505,000

PERSON

WITH:	8	SHARED DISPOSITIVE POWER
		0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 7,505,000

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
 CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
 57.9%

12 TYPE OF REPORTING PERSON
 CO

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 1 NAMES OF REPORTING PERSONS
 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS
 The Lyle G. Stockstill Trust No. 1

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

 (a) []
 (b) [X]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
 The trust is governed by the laws of the State of Delaware

NUMBER OF	5	SOLE VOTING POWER
	0	
SHARES BENEFICIALLY	-----	
OWNED BY	6	SHARED VOTING POWER
	1,876,250	(3)
EACH REPORTING	7	SOLE DISPOSITIVE POWER
PERSON	0	
WITH:	8	SHARED DISPOSITIVE POWER
	1,876,250	(3)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 1,876,250

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
 CERTAIN SHARES []

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
 14.5% (3)

12 TYPE OF REPORTING PERSON
 OO

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 1 NAMES OF REPORTING PERSONS
 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS
 The Lana Hingle Stockstill Trust No. 1

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

 (a)
 (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
 The trust is governed by the laws of the State of Delaware

NUMBER OF	5	SOLE VOTING POWER
	0	
SHARES BENEFICIALLY	-----	
OWNED BY	6	SHARED VOTING POWER
	1,876,250	(4)
EACH REPORTING	7	SOLE DISPOSITIVE POWER
PERSON	0	
WITH:	8	SHARED DISPOSITIVE POWER
	1,876,250	(4)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 1,876,250

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
 CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
 14.5% (4)

12 TYPE OF REPORTING PERSON
 OO

CUSIP No. 891019101

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 1 NAMES OF REPORTING PERSONS
 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS
 Donald J. Webre

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

 (a)
 (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
 United States of America

NUMBER OF	5	SOLE VOTING POWER
		0

SHARES BENEFICIALLY	6	SHARED VOTING POWER
OWNED BY		1,876,250 (5)

EACH REPORTING	7	SOLE DISPOSITIVE POWER
PERSON		0

WITH:	8	SHARED DISPOSITIVE POWER
		1,876,250 (5)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 1,876,250

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
 CERTAIN SHARES []

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
 14.5% (5)

12 TYPE OF REPORTING PERSON
 IN

CUSIP No. 891019101

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1 NAMES OF REPORTING PERSONS
 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS
 Geraldine Cook

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

 (a)
 (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
 United States of America

NUMBER OF	5	SOLE VOTING POWER
	0	
SHARES BENEFICIALLY	-----	
OWNED BY	6	SHARED VOTING POWER
	1,876,250	(6)
EACH REPORTING	7	SOLE DISPOSITIVE POWER
PERSON	0	
WITH:	8	SHARED DISPOSITIVE POWER
	1,876,250	(6)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 1,876,250

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
 CERTAIN SHARES []

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
 14.5% (6)

12 TYPE OF REPORTING PERSON
 IN

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ITEM 1.

Item 1(a) NAME OF ISSUER:
Torch Offshore, Inc.

Item 1(b) ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:
401 Whitney Avenue, Suite 400
Gretna, LA 70056

ITEM 2.

Item 2(a) NAME OF PERSONS FILING:
Lyle G. Stockstill
Lana J. Hingle Stockstill
Torch, Inc.
The Lyle G. Stockstill Trust No. 1
The Lana Hingle Stockstill Trust No. 1
Donald J. Webre
Geraldine Cook

Item 2(b) ADDRESS OF PRINCIPAL BUSINESS OFFICE, OR IF NONE,
RESIDENCE:
The following address applies to all persons filing:
c/o Torch Offshore, Inc.
401 Whitney Avenue, Suite 400
Gretna, LA 70056

Item 2(c) CITIZENSHIP:
Lyle G. Stockstill, Lana J. Hingle Stockstill,
Donald J. Webre and Geraldine Cook are
individual United States' citizens. Torch, Inc. is
a corporation organized under the laws of the
State of Louisiana. The Lyle G. Stockstill Trust
No. 1 and The Lana Hingle Stockstill Trust No. 1
are trusts governed by the laws of the State of
Delaware.

Item 2(d) TITLE OF CLASS OF SECURITIES:
Common Stock, \$0.01 par value

Item 2(d) CUSIP NUMBER:
891019101

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- ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO RULE 13d-1(b) OR 13d-2(b) OR (c), CHECK WHETHER THE PERSON FILING IS A:
- (a) [] Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
 - (b) [] Bank as defined in section 3(a)(6) of the Act(15 U.S.C. 78c).
 - (c) [] Insurance Company as defined in section 3(a)(19)of the Act (15 U.S.C. 78c).

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- (d) [] Investment Company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e) [] An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
- (f) [] An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (g) [] A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
- (h) [] A savings association as defined in Section 3(b)of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) [] A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) [] Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

ITEM 4. OWNERSHIP

For Lyle G. Stockstill:

- (a) Amount Beneficially Owned: 7,505,000 (1)
- (b) Percent of Class: 57.9% (1)
- (c) Number of Shares as to which such person has:
 - (i) Sole power to vote or to direct the vote: 0
 - (ii) Shared power to vote or to direct the vote: 7,505,000 (1)
 - (iii) Sole power to dispose or to direct the disposition of: 0
 - (iv) Shared power to dispose or to direct the disposition of: 7,505,000 (1)

For Lana J. Hingle Stockstill:

- (a) Amount Beneficially Owned: 7,505,000 (2)

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- (b) Percent of Class: 57.9% (2)
- (c) Number of Shares as to which such person has:
 - (i) Sole power to vote or to direct the vote:
0
 - (ii) Shared power to vote or to direct the vote:
7,505,000 (2)
 - (iii) Sole power to dispose or to direct the disposition of: 0
 - (iv) Shared power to dispose or to direct the disposition of: 7,505,000 (2)

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For Torch, Inc.:

- (a) Amount Beneficially Owned: 7,505,000
- (b) Percent of Class: 57.9%
- (c) Number of Shares as to which such person has:
 - (i) Sole power to vote or to direct the vote:
7,505,000
 - (ii) Shared power to vote or to direct the vote:
0
 - (iii) Sole power to dispose or to direct the disposition of: 7,505,000
 - (iv) Shared power to dispose or to direct the disposition of: 0

For The Lyle G. Stockstill Trust No. 1:

- (a) Amount Beneficially Owned: 1,876,250 (3)
- (b) Percent of Class: 14.5% (3)
- (c) Number of Shares as to which such person has:
 - (i) Sole power to vote or to direct the vote:
0
 - (ii) Shared power to vote or to direct the vote:
1,876,250 (3)
 - (iii) Sole power to dispose or to direct the disposition of: 0
 - (iv) Shared power to dispose or to direct the disposition of: 1,876,250 (3)

For The Lana Hingle Stockstill Trust No. 1:

- (a) Amount Beneficially Owned: 1,876,250 (4)
- (b) Percent of Class: 14.5% (4)
- (c) Number of Shares as to which such person has:
 - (i) Sole power to vote or to direct the vote:
0
 - (ii) Shared power to vote or to direct the vote:
1,876,250 (4)
 - (iii) Sole power to dispose or to direct the

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disposition of: 0
(iv) Shared power to dispose or to direct the
disposition of: 1,876,250 (4)

For Donald J. Webre:

- (a) Amount Beneficially Owned: 1,876,250 (5)
- (b) Percent of Class: 14.5% (5)
- (c) Number of Shares as to which such person has:
 - (i) Sole power to vote or to direct the vote:
0
 - (ii) Shared power to vote or to direct the vote:
1,876,250 (5)

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(iii) Sole power to dispose or to direct the
disposition of: 0
(iv) Shared power to dispose or to direct the
disposition of: 1,876,250 (5)

For Geraldine Cook:

- (a) Amount Beneficially Owned: 1,876,250 (6)
- (b) Percent of Class: 14.5% (6)
- (c) Number of Shares as to which such person has:
 - (i) Sole power to vote or to direct the vote:
0
 - (ii) Shared power to vote or to direct the vote:
1,876,250 (6)
 - (iii) Sole power to dispose or to direct the
disposition of: 0
 - (iv) Shared power to dispose or to direct the
disposition of: 1,876,250 (6)

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS.
Not applicable.

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF
ANOTHER PERSON.
Not applicable.

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY
WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE
PARENT HOLDING COMPANY.
Not applicable.

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE
GROUP.
Not applicable.

ITEM 9. NOTICE OF DISSOLUTION OF GROUP.

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Not applicable.

ITEM 10. CERTIFICATION
Not applicable.

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EXPLANATION OF RESPONSES

- (1) The securities are owned directly by Torch, Inc. Mr. Stockstill serves as Chief Executive Officer and Chairman of the Board of Directors of Torch, Inc., which is comprised of three members. Lana Hingle Stockstill, wife of Mr. Stockstill, serves as Secretary, Treasurer and a Director of Torch, Inc. Mr. Stockstill owns 25% of the outstanding capital stock of Torch, Inc., and Mrs. Stockstill owns 25% of the outstanding capital stock of Torch, Inc. Because Mr. Stockstill exercises shared voting and dispositive power with respect to these securities, he may be deemed to be an indirect beneficial owner of these securities for purposes of Rule 13d-3.
- (2) The securities are owned directly by Torch, Inc. Mrs. Stockstill serves as Secretary, Treasurer and a Director of Torch, Inc. Lyle G. Stockstill, husband of Mrs. Stockstill, serves as Chief Executive Officer and Chairman of the Board of Directors of Torch, Inc., which is comprised of three members. Mrs. Stockstill owns 25% of the outstanding capital stock of Torch, Inc., and Mr. Stockstill owns 25% of the outstanding capital stock of Torch, Inc. Because Mrs. Stockstill exercises shared voting and dispositive power with respect to these securities, she may be deemed to be an indirect beneficial owner of these securities for purposes of Rule 13d-3.
- (3) The securities are owned directly by Torch, Inc. The Lyle G. Stockstill Trust No. 1 owns 25% of the outstanding capital stock of Torch, Inc. The Lyle G. Stockstill Trust No. 1 disclaims beneficial ownership of these securities.
- (4) The securities are owned directly by Torch, Inc. The Lana

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Hingle Stockstill Trust No. 1 owns 25% of the outstanding capital stock of Torch, Inc. The Lana Hingle Stockstill Trust No. 1 disclaims beneficial ownership of these securities.

- (5) The securities are owned directly by Torch, Inc. The Lyle G. Stockstill Trust No. 1 owns 25% of the outstanding capital stock of Torch, Inc. Mr. Webre is one of the two members of the trustee investment committee of such trust. Mr. Webre disclaims beneficial ownership of these securities.
- (6) The securities are owned directly by Torch, Inc. The Lyle G. Stockstill Trust No. 1 owns 25% of the outstanding capital stock of Torch, Inc. Ms. Cook is one of the two members of the trustee investment committee of such trust. Ms. Cook disclaims beneficial ownership of these securities.

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SIGNATURES

After reasonable inquiry and to the best of the undersigned's knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete complete and correct.

Dated: February 8, 2002 /s/ Lyle G. Stockstill

 Lyle G. Stockstill

/s/ Lana J. Hingle Stockstill

 Lana J. Hingle Stockstill

TORCH, INC.

 /s/ Lyle G. Stockstill

 By: Lyle G. Stockstill, Chief
 Executive Officer

THE LYLE G. STOCKSTILL TRUST NO. 1

 /s/ Geraldine Cook

 By: Geraldine Cook, Trustee

/s/ Donald J. Webre

 By: Donald J. Webre, Trustee

THE LANA HINGLE STOCKSTILL TRUST NO. 1

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/s/ Brenda J. Hingle

By: Brenda J. Hingle, Trustee

/s/ Linda A. Rhodes

By: Linda A. Rhodes, Trustee

/s/ Geraldine Cook

By: Geraldine Cook, Trustee

/s/ Donald J. Webre

Donald J. Webre

/s/ Geraldine Cook

Geraldine Cook

EXHIBIT INDEX

EXHIBIT Joint filing agreement

AGREEMENT

The undersigned hereby agree in writing pursuant to the provisions of Rule 13d-1(k)(1)(iii) promulgated under the Securities Exchange Act of 1934, as amended, that the Schedule 13G to which this Agreement is attached is filed on behalf of each of the undersigned.

Dated: February 8, 2002

/s/ Lyle G. Stockstill

Lyle G. Stockstill

/s/ Lana J. Hingle Stockstill

Lana J. Hingle Stockstill

TORCH, INC.

/s/ Lyle G. Stockstill

By: Lyle G. Stockstill, Chief
Executive Officer

THE LYLE G. STOCKSTILL TRUST NO. 1

/s/ Geraldine Cook

By: Geraldine Cook, Trustee

/s/ Donald J. Webre

Edgar Filing: TORCH INC - Form SC 13G

By: Donald J. Webre, Trustee

THE LANA HINGLE STOCKSTILL TRUST NO. 1

/s/ Brenda J. Hingle

By: Brenda J. Hingle, Trustee

/s/ Linda A. Rhodes

By: Linda A. Rhodes, Trustee

/s/ Geraldine Cook

By: Geraldine Cook, Trustee

/s/ Donald J. Webre

Donald J. Webre

/s/ Geraldine Cook

Geraldine Cook