

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

Page 2 of 14

-----  
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  
-----

Edgar Filing: TORCH INC - Form SC 13G

CUSIP No. 891019101

Page 3 of 14

-----  
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

Page 4 of 14

-----  
 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  
 -----

CUSIP No. 891019101

Page 5 of 14

-----

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

-----

CUSIP No. 891019101

Page 6 of 14

-----  
 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) [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	(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

Page 7 of 14

-----  
 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

Page 8 of 14

-----  
 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	-----	
PERSON	7	SOLE DISPOSITIVE POWER
	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  
 -----



CUSIP No. 891019101

Page 9 of 14

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).

CUSIP No. 891019101

Page 10 of 14

- (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)

## Edgar Filing: TORCH INC - Form SC 13G

- (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)

CUSIP No. 891019101

Page 11 of 14

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)

CUSIP No. 891019101

Page 12 of 14

(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.

CUSIP No. 891019101

Page 13 of 14

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.

CUSIP No. 891019101

Page 14 of 14

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

-----



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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