

Constellation Energy Partners LLC
Form 8-K
January 09, 2008

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event report): January 9, 2008

Constellation Energy Partners LLC

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-33147
(Commission File Number)

11-3742489
(IRS Employer
Identification No.)

111 Market Place

Baltimore, MD
(Address of principal executive offices)

21202
(Zip Code)

Registrant's telephone number, including area code: **(410) 468-3500**

Not applicable

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

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- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 8.01 Other Events.

Date of Special Meeting of Torch Energy Royalty Trust Unitholders

On January 7, 2008, Torch Energy Royalty Trust (the "Trust") filed a Definitive Information Statement on Schedule 14C with the Securities and Exchange Commission (the "SEC") regarding the special meeting of the unitholders of the Trust (the "Trust Unitholders"). The special meeting will be held on January 29, 2008 for the purpose of considering and voting upon a proposal of Trust Venture Company, LLC ("TVC") to terminate the Trust in accordance with the applicable provisions of the agreement governing the Trust.

According to its filings with the Securities and Exchange Commission, TVC holds 5,812,495 units in the Trust (the "Trust Units"), or approximately 67.6% of the outstanding Trust Units as of December 26, 2007. Under the agreement governing the Trust, an affirmative vote by the Trust Unitholders owning at least 66²/₃% of the outstanding Trust Units is required to terminate the Trust. Because TVC owns more than 66²/₃% of the outstanding Trust Units, it currently has the requisite amount of Trust Units to approve the termination of the Trust. TVC has informed Wilmington Trust Company that it intends to vote all of its Trust Units in favor of the proposal to terminate the Trust.

For more information about how a termination of the Trust may affect us, please read Items 1 and 1A contained in our Annual Report on Form 10-K for the year ended December 31, 2006 and Item 1A contained in our Quarterly Report on Form 10-Q for the quarter ended September 30, 2007.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

CONSTELLATION ENERGY PARTNERS LLC

Date: January 9, 2008

By: /s/ Angela A. Minas
Angela A. Minas
Chief Financial Officer