

5. Attached as **Exhibit B** is a cash receipts and disbursements record for each estate bank account.

6. The deadline for filing non-governmental claims in this case was _____ and the deadline for filing governmental claims was _____. All claims of each class which will receive a distribution have been examined and any objections to the allowance of claims have been resolved. If applicable, a claims analysis, explaining why payment on any claim is not being made, is attached as **Exhibit C**.

7. The Trustee's proposed distribution is attached as **Exhibit D**.

8. Pursuant to 11 U.S.C. § 326(a), the maximum compensation allowable to the trustee is \$ _____. To the extent that additional interest is earned before case closing, the maximum compensation may increase.

The trustee has received \$ _____ as interim compensation and now requests a sum of \$ _____, for a total compensation of \$ _____². In addition, the trustee received reimbursement for reasonable and necessary expenses in the amount of \$ _____, and now requests reimbursement for expenses of \$ _____, for total expenses of \$ _____².

Pursuant to Fed R Bank P 5009, I hereby certify, under penalty of perjury, that the foregoing report is true and correct.

Date: _____ By: /s/Mark A. Weisbart
Trustee

STATEMENT: This Uniform Form is associated with an open bankruptcy case, therefore, Paperwork Reduction Act exemption 5 C.F.R. § 1320.4(a)(2) applies.

² If the estate is administratively insolvent, the dollar amounts reflected in this paragraph may be higher than the amounts listed in the Trustee's Proposed Distribution (Exhibit D).

FORM 1
INDIVIDUAL ESTATE PROPERTY RECORD AND REPORT
ASSET CASES

Case No: 05-43698 BTR Judge: BRENDA T. RHOADES
Case Name: CALWELD INC

Trustee Name: Mark A. Weisbart
Date Filed (f) or Converted (c): 07/14/05 (f)
341(a) Meeting Date: 08/22/05
Claims Bar Date: 11/28/05

For Period Ending: 08/20/11

1	2	3	4	5	6
Asset Description (Scheduled and Unscheduled (u) Property)	Petition/ Unscheduled Values	Estimated Net Value (Value Determined by Trustee, Less Liens, Exemptions, and Other Costs)	Property Abandoned OA=554(a) Abandon DA=554(c) Abandon	Sale/Funds Received by the Estate	Asset Fully Administered (FA)/ Gross Value of Remaining Assets
1. Accounts Receivable	0.00	78.00		78.00	FA
3. Veil Piercing Claims (u) Stemming from the litigation with Allen Rathole, Inc. Allegations of fraud transfers alleged in the litigation with Allen Rathole, Inc.	Unknown	0.00	DA	0.00	FA
4. Office Eqpt, Furnishings & Sup Assorted office equipment 15480.94 Scanner (actual cost) 10825.00 Minolta Copier(actual cost) 9836.75 CAD Work Station (actual cost) 9678.01 Nortel phone system (actual cost) 3834.19	49,654.89	21,300.00		21,300.00	FA
5. Machinery, Fixtures, et al Hydrolic Power Unit(actual Cost) 4500.00 55 CH 10694.50 125 CH w/20" red UNit 9500.00 125 CH w/24 " red Unit 9500.00 52 LUD 6514.22	40,708.72	10,850.00		10,850.00	FA
6. Inventory	100,067.69	30,000.00		30,000.00	FA
8. Portadrill preference action. (u) Court approved settlement	Unknown	5,000.00		5,000.00	FA
9. Preference action against William Wolf (u) Court approved settlement	0.00	7,500.00		7,500.00	FA
10. Herpain Lawsuit - preference (u) Court approved settlement	1,000,000.00	100,000.00		100,000.00	FA
11. JBJ Welding Preference action (u) Court approved settlement	0.00	30,000.00		30,000.00	FA
INT. Post-Petition Interest Deposits (u)	Unknown	N/A		2,335.92	Unknown

**FORM 1
INDIVIDUAL ESTATE PROPERTY RECORD AND REPORT
ASSET CASES**

Case No: 05-43698 BTR Judge: BRENDA T. RHOADES
Case Name: CALWELD INC

Trustee Name: Mark A. Weisbart
Date Filed (f) or Converted (c): 07/14/05 (f)
341(a) Meeting Date: 08/22/05
Claims Bar Date: 11/28/05

1	2	3	4	5	6
Asset Description (Scheduled and Unscheduled (u) Property)	Petition/ Unscheduled Values	Estimated Net Value (Value Determined by Trustee, Less Liens, Exemptions, and Other Costs)	Property Abandoned OA=554(a) Abandon DA=554(c) Abandon	Sale/Funds Received by the Estate	Asset Fully Administered (FA)/ Gross Value of Remaining Assets

TOTALS (Excluding Unknown Values)	\$1,190,431.30	\$204,728.00		\$207,063.92	Gross Value of Remaining Assets \$0.00 (Total Dollar Amount in Column 6)
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Major activities affecting case closing which are not reflected above, and matters pending, date of hearing or sale, and other action:

Initial Projected Date of Final Report (TFR): 07/31/09 Current Projected Date of Final Report (TFR): 12/31/11

FORM 2
ESTATE CASH RECEIPTS AND DISBURSEMENTS RECORD

Case No: 05-43698 -BTR
Case Name: CALWELD INC

Trustee Name: Mark A. Weisbart
Bank Name: Union Bank of California
Account Number / CD #: *****6478 Checking Account

Taxpayer ID No: *****1855
For Period Ending: 08/20/11

Blanket Bond (per case limit): \$ 300,000.00
Separate Bond (if applicable):

1	2	3	4		5	6	7
Transaction Date	Check or Reference	Paid To / Received From	Description Of Transaction	Uniform Tran. Code	Deposits (\$)	Disbursements (\$)	Account / CD Balance (\$)
			BALANCE FORWARD				0.00
10/01/09		Transfer from Acct #*****3965	Bank Funds Transfer	9999-000	118,783.68		118,783.68
10/06/09	11	JBJ Welding & Equipment	Preference Payment-October	1241-000	500.00		119,283.68
10/30/09	INT	Union Bank of California	Interest Rate 0.250	1270-000	24.48		119,308.16
11/05/09	11	JBJ Welding	Preference Payment-Nov	1241-000	500.00		119,808.16
11/30/09	INT	Union Bank of California	Interest Rate 0.250	1270-000	25.39		119,833.55
12/07/09	11	JBJ Welding & Equipment	Preference Pymt-Dec	1241-000	500.00		120,333.55
12/31/09	INT	Union Bank of California	INTEREST REC'D FROM BANK	1270-000	25.51		120,359.06
01/08/10	11	JBJ Welding	Preference Payment-January	1241-000	500.00		120,859.06
01/29/10	INT	Union Bank of California	Interest Rate 0.150	1270-000	15.35		120,874.41
02/04/10	11	JBJ Welding	Preference Payment - February	1241-000	500.00		121,374.41
02/26/10	INT	Union Bank of California	Interest Rate 0.150	1270-000	13.93		121,388.34
03/08/10	11	JBJ Welding	Preference Payment - March	1241-000	500.00		121,888.34
03/31/10	11	JBJ Welding & Equipment	Preference Payment-April	1241-000	500.00		122,388.34

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FORM 2
ESTATE CASH RECEIPTS AND DISBURSEMENTS RECORD

Case No: 05-43698 -BTR
Case Name: CALWELD INC

Trustee Name: Mark A. Weisbart
Bank Name: Union Bank of California
Account Number / CD #: *****6478 Checking Account

Taxpayer ID No: *****1855
For Period Ending: 08/20/11

Blanket Bond (per case limit): \$ 300,000.00
Separate Bond (if applicable):

1	2	3	4		5	6	7
Transaction Date	Check or Reference	Paid To / Received From	Description Of Transaction	Uniform Tran. Code	Deposits (\$)	Disbursements (\$)	Account / CD Balance (\$)
03/31/10	INT	Union Bank of California	Interest Rate 0.150	1270-000	16.48		122,404.82
04/30/10	11	JBJ Welding & Equipment	Preference Payment - May	1241-000	500.00		122,904.82
04/30/10	INT	Union Bank of California	Interest Rate 0.100	1270-000	10.05		122,914.87
05/28/10	INT	Union Bank of California	Interest Rate 0.100	1270-000	9.40		122,924.27
06/04/10	11	JBJ Welding	Preference Payment-June	1241-000	500.00		123,424.27
06/24/10	11	JBJ Welding & Equipment	Preference Payment - July	1241-000	500.00		123,924.27
06/30/10	INT	Union Bank of California	Interest Rate 0.100	1270-000	11.14		123,935.41
07/28/10	11	JBJ Welding	Preference Payment - August	1241-000	500.00		124,435.41
07/30/10	INT	Union Bank of California	Interest Rate 0.100	1270-000	11.70		124,447.11
08/31/10	INT	Union Bank of California	Interest Rate 0.100	1270-000	10.91		124,458.02
09/01/10	11	JBJ Welding	Preference Payment - September	1241-000	500.00		124,958.02
09/30/10	INT	Union Bank of California	Interest Rate 0.100	1270-000	10.25		124,968.27
10/05/10	11	JBJ Welding & Equipment	Preference Payment - October	1241-000	500.00		125,468.27
10/29/10	INT	Union Bank of California	Interest Rate 0.100	1270-000	9.94		125,478.21

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FORM 2
ESTATE CASH RECEIPTS AND DISBURSEMENTS RECORD

Case No: 05-43698 -BTR
Case Name: CALWELD INC

Trustee Name: Mark A. Weisbart
Bank Name: Union Bank of California
Account Number / CD #: *****6478 Checking Account

Taxpayer ID No: *****1855
For Period Ending: 08/20/11

Blanket Bond (per case limit): \$ 300,000.00
Separate Bond (if applicable):

1	2	3	4		5	6	7
Transaction Date	Check or Reference	Paid To / Received From	Description Of Transaction	Uniform Tran. Code	Deposits (\$)	Disbursements (\$)	Account / CD Balance (\$)
11/02/10	11	JBJ Welding & Equipment	Preference Payment - November	1241-000	500.00		125,978.21
11/30/10	INT	Union Bank of California	Interest Rate 0.050	1270-000	5.84		125,984.05
12/02/10	11	JBJ Welding	Preference Payment - December	1241-000	500.00		126,484.05
12/27/10	11	JBJ Welding	Preference Payment - January	1241-000	500.00		126,984.05
12/31/10	INT	Union Bank of California	Interest Rate 0.050	1270-000	5.36		126,989.41
01/27/11	11	JBJ Welding	Preference Payment - February	1241-000	500.00		127,489.41
01/31/11	INT	Union Bank of California	Interest Rate 0.000	1270-000	1.57		127,490.98
03/03/11	11	JBJ Welding	Preference Payment - March	1241-000	500.00		127,990.98
03/30/11	11	JBJ Welding & Equipment	Preference Payment - April	1241-000	500.00		128,490.98
04/28/11	11	JBJ Welding	Preference Payment - May	1241-000	500.00		128,990.98
06/01/11	11	JBJ Welding & Equipment	Preference Payment - June	1241-000	500.00		129,490.98
06/27/11	11	JBJ Welding & Equipment	Preference Payment - July	1241-000	500.00		129,990.98
08/02/11	11	JBJ Welding & Equipment	Preference Payment - Final	1241-000	500.00		130,490.98

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FORM 2

ESTATE CASH RECEIPTS AND DISBURSEMENTS RECORD

Case No: 05-43698 -BTR
Case Name: CALWELD INC

Trustee Name: Mark A. Weisbart
Bank Name: JPMorgan Chase Bank, N.A.
Account Number / CD #: *****3965 Money Market Account

Taxpayer ID No: *****1855
For Period Ending: 08/20/11

Blanket Bond (per case limit): \$ 300,000.00
Separate Bond (if applicable):

1	2	3	4		5	6	7
Transaction Date	Check or Reference	Paid To / Received From	Description Of Transaction	Uniform Tran. Code	Deposits (\$)	Disbursements (\$)	Account / CD Balance (\$)
			BALANCE FORWARD				0.00
03/06/08		JPMORGAN CHASE BANK	TRANSFER OF FUNDS FROM BOA	9999-000	85,679.17		85,679.17
03/11/08	10	William L. Wolf, PC 5949 Sherry Lane Suite 550 Dallas, TX 75225	Settlement Herpain Lawsuit DEPOSIT CHECK #2613	1241-000	100,000.00		185,679.17
03/31/08	INT	JPMORGAN CHASE BANK, N.A.	Interest posting at 0.4500%	1270-000	32.56		185,711.73
04/01/08	11	JBW Welding & Equipment 190 Industrial Blvd McKinney, TX	Payment on preference action DEPOSIT CHECK #2491	1241-000	500.00		186,211.73
04/30/08	INT	JPMORGAN CHASE BANK, N.A.	Interest posting at 0.4500%	1270-000	68.80		186,280.53
05/07/08	11	JBW Welding & Equipment	Preference payment DEPOSIT CHECK #2544	1241-000	500.00		186,780.53
05/30/08	INT	JPMORGAN CHASE BANK, N.A.	Interest posting at 0.4000%	1270-000	64.61		186,845.14
06/02/08	11	JBW Welding & Equipment	Preference DEPOSIT CHECK #2583	1241-000	500.00		187,345.14
06/30/08	INT	JPMORGAN CHASE BANK, N.A.	Interest posting at 0.4000%	1270-000	63.56		187,408.70
07/01/08	11	JBW Welding & Equipment	Settlement payout DEPOSIT CHECK #2626	1241-000	500.00		187,908.70

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FORM 2

ESTATE CASH RECEIPTS AND DISBURSEMENTS RECORD

Case No: 05-43698 -BTR
Case Name: CALWELD INC

Trustee Name: Mark A. Weisbart
Bank Name: JPMorgan Chase Bank, N.A.
Account Number / CD #: *****3965 Money Market Account

Taxpayer ID No: *****1855
For Period Ending: 08/20/11

Blanket Bond (per case limit): \$ 300,000.00
Separate Bond (if applicable):

1	2	3	4		5	6	7
Transaction Date	Check or Reference	Paid To / Received From	Description Of Transaction	Uniform Tran. Code	Deposits (\$)	Disbursements (\$)	Account / CD Balance (\$)
			Expenses 150.00	3420-000			
09/30/08	INT	JPMORGAN CHASE BANK, N.A.	Interest posting at 0.4000%	1270-000	65.90		187,373.11
10/07/08	11	JBW Welding and Equipment	Preference payment DEPOSIT CHECK #2746	1241-000	500.00		187,873.11
10/29/08	001002	Lain, Faulkner & Co., P.C. 400 N. St Paul Suite 600 Dallas, TX 75201	Special counsel Memo Allocation: Name/Address: Description: Fees UTC: 3210-00 Amount: \$11,659.97 Claim Link: 10 ---- Memo Allocation: Name/Address: Description: Expenses UTC: 3220-00 Amount: \$83.63 Claim Link: 11 ---- Fees 11,659.97 Expenses 83.63			11,743.60	176,129.51
10/30/08	11	JBW Welding & Equipment	Payment on preference DEPOSIT CHECK #2791	1241-000	500.00		176,629.51

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FORM 2
ESTATE CASH RECEIPTS AND DISBURSEMENTS RECORD

Case No: 05-43698 -BTR
Case Name: CALWELD INC

Trustee Name: Mark A. Weisbart
Bank Name: JPMorgan Chase Bank, N.A.
Account Number / CD #: *****3965 Money Market Account

Taxpayer ID No: *****1855
For Period Ending: 08/20/11

Blanket Bond (per case limit): \$ 300,000.00
Separate Bond (if applicable):

1	2	3	4		5	6	7
Transaction Date	Check or Reference	Paid To / Received From	Description Of Transaction	Uniform Tran. Code	Deposits (\$)	Disbursements (\$)	Account / CD Balance (\$)
10/31/08	INT	JPMORGAN CHASE BANK, N.A.	Interest posting at 0.4000%	1270-000	63.73		176,693.24
11/28/08	INT	JPMORGAN CHASE BANK, N.A.	Interest posting at 0.2700%	1270-000	43.23		176,736.47
12/02/08	11	JBW Weldings	Preference payment DEPOSIT CHECK #2835	1241-000	500.00		177,236.47
* 12/02/08	001003	WRIGHT GINSBERG BRUSILOW P.C.	Attorney fees			23,212.89	154,023.58
* 12/03/08	001003	WRIGHT GINSBERG BRUSILOW P.C.	VOID Attorney fees			-23,212.89	177,236.47
12/03/08	001004	WRIGHT GINSBERT BRUSILOW P.C. C/O KEITH AURZADA 2200 ROSS AVE, SUITE 3300 DALLAS, TX 75201	Per court order and agreed reduction Fees 16,100.07 Expenses 1,746.13	3210-000 3220-000		17,846.20	159,390.27
12/22/08	001005	POWELL GOLDSTEIN LLP	Attorney fees and expenses Memo Allocation: Name/Address: Description: Fees UTC: 3210-00 Amount: \$39,420.75 ---- Memo Allocation:			45,258.14	114,132.13

Page Subtotals 606.96 63,104.34

FORM 2

ESTATE CASH RECEIPTS AND DISBURSEMENTS RECORD

Case No: 05-43698 -BTR
Case Name: CALWELD INC

Trustee Name: Mark A. Weisbart
Bank Name: JPMorgan Chase Bank, N.A.
Account Number / CD #: *****3965 Money Market Account

Taxpayer ID No: *****1855
For Period Ending: 08/20/11

Blanket Bond (per case limit): \$ 300,000.00
Separate Bond (if applicable):

1	2	3	4		5	6	7
Transaction Date	Check or Reference	Paid To / Received From	Description Of Transaction	Uniform Tran. Code	Deposits (\$)	Disbursements (\$)	Account / CD Balance (\$)
			Name/Address: Description: Expnses UTC: 3220-00 Amount: \$5,837.39 ---- Fees 39,420.75 Expenses 5,837.39	3210-000 3220-000			
12/29/08	11	JBW Weldings	Preference payment Replicated from deposit #100010-1 DEPOSIT CHECK #2859	1241-000	500.00		114,632.13
12/31/08	INT	JPMORGAN CHASE BANK, N.A.	Interest posting at 0.1400%	1270-000	30.09		114,662.22
01/30/09	INT	JPMORGAN CHASE BANK, N.A.	Interest posting at 0.1400%	1270-000	13.17		114,675.39
02/03/09	11	JBW Weldings	Preference payment Replicated from deposit #100011-1 DEPOSIT CHECK #2904	1241-000	500.00		115,175.39
02/27/09	11	JBW Weldings	Preference Payment DEPOSIT CHECK #2935	1241-000	500.00		115,675.39
02/27/09	INT	JPMORGAN CHASE BANK, N.A.	Interest posting at 0.1400%	1270-000	12.34		115,687.73
03/31/09	INT	JPMORGAN CHASE BANK, N.A.	Interest posting at 0.1400%	1270-000	14.17		115,701.90
04/03/09	11	JBW Weldings	Preference Payment DEPOSIT CHECK #2967	1241-000	500.00		116,201.90

Page Subtotals 2,069.77 0.00

FORM 2

ESTATE CASH RECEIPTS AND DISBURSEMENTS RECORD

Case No: 05-43698 -BTR
Case Name: CALWELD INC

Trustee Name: Mark A. Weisbart
Bank Name: JPMorgan Chase Bank, N.A.
Account Number / CD #: *****3965 Money Market Account

Taxpayer ID No: *****1855
For Period Ending: 08/20/11

Blanket Bond (per case limit): \$ 300,000.00
Separate Bond (if applicable):

1	2	3	4		5	6	7
Transaction Date	Check or Reference	Paid To / Received From	Description Of Transaction	Uniform Tran. Code	Deposits (\$)	Disbursements (\$)	Account / CD Balance (\$)
04/30/09	11	JBJ Weldings	Preference Payment DEPOSIT CHECK #2996	1241-000	500.00		116,701.90
04/30/09	INT	JPMORGAN CHASE BANK, N.A.	Interest posting at 0.1400%	1270-000	13.33		116,715.23
05/29/09	INT	JPMORGAN CHASE BANK, N.A.	Interest posting at 0.1400%	1270-000	12.95		116,728.18
06/01/09	11	JBJ Welding	Preference Payment - June DEPOSIT CHECK #3032	1241-000	500.00		117,228.18
06/30/09	INT	JPMORGAN CHASE BANK, N.A.	Interest posting at 0.1400%	1270-000	14.35		117,242.53
07/01/09	11	JBJ Welding	Preference Payment-July DEPOSIT CHECK #3066	1241-000	500.00		117,742.53
07/31/09	INT	JPMORGAN CHASE BANK, N.A.	Interest posting at 0.1400%	1270-000	13.97		117,756.50
08/11/09	11	JBJ Welding	Preference Payment - August DEPOSIT CHECK #3098	1241-000	500.00		118,256.50
08/31/09	INT	JPMORGAN CHASE BANK, N.A.	Interest posting at 0.1400%	1270-000	14.01		118,270.51
09/04/09	11	JBJ Welding	Preference Payment-September DEPOSIT CHECK #3125	1241-000	500.00		118,770.51
09/30/09	INT	JPMorgan Chase Bank, N.A.	INTEREST REC'D FROM BANK	1270-000	13.17		118,783.68
10/01/09		Transfer to Acct #*****6478	Bank Funds Transfer	9999-000		118,783.68	0.00

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FORM 2

ESTATE CASH RECEIPTS AND DISBURSEMENTS RECORD

Case No: 05-43698 -BTR
Case Name: CALWELD INC

Trustee Name: Mark A. Weisbart
Bank Name: JPMorgan Chase Bank, N.A.
Account Number / CD #: *****3965 Money Market Account

Taxpayer ID No: *****1855
For Period Ending: 08/20/11

Blanket Bond (per case limit): \$ 300,000.00
Separate Bond (if applicable):

1	2	3	4		5	6	7
Transaction Date	Check or Reference	Paid To / Received From	Description Of Transaction	Uniform Tran. Code	Deposits (\$)	Disbursements (\$)	Account / CD Balance (\$)

COLUMN TOTALS	195,356.62	195,356.62	0.00
Less: Bank Transfers/CD's	85,679.17	118,783.68	
Subtotal	109,677.45	76,572.94	
Less: Payments to Debtors		0.00	
Net	109,677.45	76,572.94	

Page Subtotals 0.00 0.00

FORM 2

ESTATE CASH RECEIPTS AND DISBURSEMENTS RECORD

Case No: 05-43698 -BTR
Case Name: CALWELD INC

Trustee Name: Mark A. Weisbart
Bank Name: Bank of America
Account Number / CD #: *****2728 GENERAL SAVINGS

Taxpayer ID No: *****1855
For Period Ending: 08/20/11

Blanket Bond (per case limit): \$ 300,000.00
Separate Bond (if applicable):

1	2	3	4		5	6	7
Transaction Date	Check or Reference	Paid To / Received From	Description Of Transaction	Uniform Tran. Code	Deposits (\$)	Disbursements (\$)	Account / CD Balance (\$)
			BALANCE FORWARD				0.00
11/08/05	1	DR. PEPPER BOTTLING CO.	Accounts Receivable DEPOSIT CHECK #1	1121-000	78.00		78.00
11/30/05	INT	Bank of America	Interest Rate 0.600	1270-000	0.03		78.03
12/30/05	INT	Bank of America	Interest Rate 0.600	1270-000	0.04		78.07
01/31/06	INT	Bank of America	Interest Rate 0.600	1270-000	0.04		78.11
02/28/06	INT	Bank of America	Interest Rate 1.000	1270-000	0.06		78.17
03/31/06	INT	Bank of America	Interest Rate 1.000	1270-000	0.07		78.24
04/28/06	5	JBW WELDING & EQUIPMENT, LLC Operating Account 190 Industrial Blvd. Mckinney, TX 75069	Sale of equipment DEPOSIT CHECK #2	1129-000	850.00		928.24
04/28/06	INT	Bank of America	Interest Rate 1.000	1270-000	0.06		928.30
05/31/06	INT	Bank of America	Interest Rate 1.000	1270-000	0.63		928.93
06/30/06	INT	Bank of America	Interest Rate 1.000	1270-000	0.76		929.69
07/21/06	4	SPIRADRILL 112 FM 153 Smithville, TX 78957	Sale of personal property DEPOSIT CHECK #3	1129-000	21,300.00		22,229.69

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FORM 2

ESTATE CASH RECEIPTS AND DISBURSEMENTS RECORD

Case No: 05-43698 -BTR
Case Name: CALWELD INC

Trustee Name: Mark A. Weisbart
Bank Name: Bank of America
Account Number / CD #: *****2728 GENERAL SAVINGS

Taxpayer ID No: *****1855
For Period Ending: 08/20/11

Blanket Bond (per case limit): \$ 300,000.00
Separate Bond (if applicable):

1	2	3	4		5	6	7
Transaction Date	Check or Reference	Paid To / Received From	Description Of Transaction	Uniform Tran. Code	Deposits (\$)	Disbursements (\$)	Account / CD Balance (\$)
07/21/06	6	AH BECK FOUNDATION CO 5123 Blanco RD San Antonio, TX 78216	Proceeds from sale of equipment DEPOSIT CHECK #4	1129-000	20,000.00		42,229.69
07/21/06	5	ALLEN RATHOLE INC. 3001 main Street Arkoma, OK 74901	Proceeds from sale of equipment DEPOSIT CHECK #5	1129-000	10,000.00		52,229.69
07/21/06	6	AH BECK FOUNDATION CO 5123 Blanco RD San Antonio, TX 78216	Proceeds from sale of equipment DEPOSIT CHECK #6	1129-000	5,000.00		57,229.69
07/21/06	6	ALLEN RATHOLE INC. 3001 main Street Arkoma, OK 74901	Proceeds from sale of equipment DEPOSIT CHECK #7	1129-000	5,000.00		62,229.69
07/31/06	INT	Bank of America	Interest Rate 1.000	1270-000	9.35		62,239.04
08/31/06	INT	Bank of America	Interest Rate 1.000	1270-000	52.86		62,291.90
09/29/06	INT	Bank of America	Interest Rate 1.000	1270-000	51.19		62,343.09
10/06/06	8	PORTADRILL CORP. 5970 Marion Dr., Suite A Denver, CO 80216	Preference DEPOSIT CHECK #8	1241-000	5,000.00		67,343.09
10/31/06	INT	Bank of America	Interest Rate 1.000	1270-000	55.69		67,398.78

Page Subtotals 45,169.09 0.00

FORM 2

ESTATE CASH RECEIPTS AND DISBURSEMENTS RECORD

Case No: 05-43698 -BTR
Case Name: CALWELD INC

Trustee Name: Mark A. Weisbart
Bank Name: Bank of America
Account Number / CD #: *****2728 GENERAL SAVINGS

Taxpayer ID No: *****1855
For Period Ending: 08/20/11

Blanket Bond (per case limit): \$ 300,000.00
Separate Bond (if applicable):

1	2	3	4		5	6	7
Transaction Date	Check or Reference	Paid To / Received From	Description Of Transaction	Uniform Tran. Code	Deposits (\$)	Disbursements (\$)	Account / CD Balance (\$)
11/30/06	INT	Bank of America	Interest Rate 1.000	1270-000	55.40		67,454.18
12/29/06	INT	Bank of America	Interest Rate 1.000	1270-000	57.28		67,511.46
01/31/07	INT	Bank of America	Interest Rate 1.500	1270-000	77.69		67,589.15
02/28/07	INT	Bank of America	Interest Rate 1.500	1270-000	77.77		67,666.92
03/30/07	INT	Bank of America	Interest Rate 1.500	1270-000	86.20		67,753.12
04/30/07	INT	Bank of America	Interest Rate 1.500	1270-000	83.53		67,836.65
05/31/07	INT	Bank of America	Interest Rate 1.500	1270-000	86.42		67,923.07
06/20/07	9	WILLIAM L. WOLF, P.C. 5949 Sherry Lane, Suite 550 Dallas, TX 75225	Litigation Claim; Settlement DEPOSIT CHECK #9	1241-000	7,500.00		75,423.07
06/29/07	INT	Bank of America	Interest Rate 1.500	1270-000	86.45		75,509.52
07/03/07	11	CAPITAL ONE Certified check for Behzad Jafari	Preference Payment Down Payment for equipment DEPOSIT CHECK #10	1241-000	5,000.00		80,509.52
07/03/07	11	JBW WELDING & EQUIPMENT, LLC Operating Account 190 Industrial Blvd. Mckinney, TX 75069	Litigation Claim; Settlement DEPOSIT CHECK #11	1241-000	500.00		81,009.52

Page Subtotals 13,610.74 0.00

FORM 2
ESTATE CASH RECEIPTS AND DISBURSEMENTS RECORD

Case No: 05-43698 -BTR
Case Name: CALWELD INC

Trustee Name: Mark A. Weisbart
Bank Name: Bank of America
Account Number / CD #: *****2728 GENERAL SAVINGS

Taxpayer ID No: *****1855
For Period Ending: 08/20/11

Blanket Bond (per case limit): \$ 300,000.00
Separate Bond (if applicable):

1	2	3	4		5	6	7
Transaction Date	Check or Reference	Paid To / Received From	Description Of Transaction	Uniform Tran. Code	Deposits (\$)	Disbursements (\$)	Account / CD Balance (\$)
07/31/07	INT	Bank of America	Interest Rate 1.500	1270-000	102.08		81,111.60
08/13/07	11	JBW WELDING & EQUIPMENT LLC 190 Industrial Blvd. Mckinney, TX 75069	Litigation Claim; Settlement DEPOSIT CHECK #12	1241-000	500.00		81,611.60
08/31/07	INT	Bank of America	Interest Rate 1.500	1270-000	103.66		81,715.26
09/05/07	11	JBW WELDING & EQUIPMENT, LLC Operating Account 190 Industrial Blvd. Mckinney, TX 75069	Litigation Claim; Settlement DEPOSIT CHECK #13	1241-000	500.00		82,215.26
09/28/07	INT	Bank of America	Interest Rate 1.500	1270-000	101.17		82,316.43
10/05/07	11	JBW WELDING & EQUIPMENT, LLC 190 Industrial Blvd. Mckinney, TX 75069	Litigation Claim; Settlement DEPOSIT CHECK #14	1241-000	500.00		82,816.43
10/31/07	INT	Bank of America	Interest Rate 1.200	1270-000	90.34		82,906.77
11/26/07	11	JBW WELDING & EQUIPMENT, LLC Operating Account 190 Industrial Blvd. Mckinney, TX 75069	Litigation Claim; Settlement DEPOSIT CHECK #15	1241-000	500.00		83,406.77
11/30/07	INT	Bank of America	Interest Rate 1.200	1270-000	81.82		83,488.59
12/10/07	11	JBW WELDING & EQUIPMENT, LLC	Litigation Claim; Settlement	1241-000	500.00		83,988.59

Page Subtotals 2,979.07 0.00

FORM 2
ESTATE CASH RECEIPTS AND DISBURSEMENTS RECORD

Case No: 05-43698 -BTR
Case Name: CALWELD INC

Trustee Name: Mark A. Weisbart
Bank Name: Bank of America
Account Number / CD #: *****2728 GENERAL SAVINGS

Taxpayer ID No: *****1855
For Period Ending: 08/20/11

Blanket Bond (per case limit): \$ 300,000.00
Separate Bond (if applicable):

1	2	3	4		5	6	7
Transaction Date	Check or Reference	Paid To / Received From	Description Of Transaction	Uniform Tran. Code	Deposits (\$)	Disbursements (\$)	Account / CD Balance (\$)
		190 Industrial Blvd. Mckinney, TX 75069	DEPOSIT CHECK #16				
12/31/07	INT	Bank of America	Interest Rate 1.200	1270-000	85.40		84,073.99
01/04/08	11	JBW WELDING & EQUIPMENT, LLC 190 Industrial Blvd. Mckinney, TX 75069	Litigation Claim; Settlement DEPOSIT CHECK #17	1241-000	500.00		84,573.99
01/28/08	11	JBW WELDING & EQUIPMENT, LLC 190 Industrial Blvd. Mckinney, TX 75069	Litigation Claim; Settlement DEPOSIT CHECK #18	1241-000	500.00		85,073.99
01/31/08	INT	Bank of America	Interest Rate 0.500	1270-000	65.63		85,139.62
02/29/08	INT	Bank of America	Interest Rate 0.500	1270-000	33.73		85,173.35
03/03/08	11	JBW WELDING & EQUIPMENT, LLC 190 Industrial Blvd., Mckinney, TX 75069	Litigation Claim; Settlement DEPOSIT CHECK #19	1241-000	500.00		85,673.35
03/06/08	INT	Bank of America	Interest Earned	1270-000	5.82		85,679.17
03/06/08		BANK OF AMERICA	TRANSFER OF FUNDS TO JPMC	9999-000		85,679.17	0.00

Page Subtotals 1,690.58 85,679.17

FORM 2

ESTATE CASH RECEIPTS AND DISBURSEMENTS RECORD

Case No: 05-43698 -BTR
Case Name: CALWELD INC

Trustee Name: Mark A. Weisbart
Bank Name: Bank of America
Account Number / CD #: *****2728 GENERAL SAVINGS

Taxpayer ID No: *****1855
For Period Ending: 08/20/11

Blanket Bond (per case limit): \$ 300,000.00
Separate Bond (if applicable):

1	2	3	4		5	6	7
Transaction Date	Check or Reference	Paid To / Received From	Description Of Transaction	Uniform Tran. Code	Deposits (\$)	Disbursements (\$)	Account / CD Balance (\$)
			COLUMN TOTALS		85,679.17	85,679.17	0.00
			Less: Bank Transfers/CD's		0.00	85,679.17	
			Subtotal		85,679.17	0.00	
			Less: Payments to Debtors			0.00	
			Net		85,679.17	0.00	
			TOTAL - ALL ACCOUNTS		NET DEPOSITS	NET DISBURSEMENTS	ACCOUNT BALANCE
			Checking Account - *****6478		11,707.30	0.00	130,490.98
			Money Market Account - *****3965		109,677.45	76,572.94	0.00
			GENERAL SAVINGS - *****2728		85,679.17	0.00	0.00
					-----	-----	-----
					207,063.92	76,572.94	130,490.98
					=====	=====	=====
					(Excludes Account Transfers)	(Excludes Payments To Debtors)	Total Funds On Hand

Page Subtotals 0.00 0.00

EXHIBIT C
ANALYSIS OF CLAIMS REGISTER

Case Number: 05-43698 Page 1
 Debtor Name: CALWELD INC Date: August 20, 2011
Claim Class Sequence

Code #	Creditor Name & Address	Claim Class	Notes	Amount Allowed	Paid to Date	Claim Balance
200 3410-00	Mulloy & Co 511 E. John Carpenter Freeway Suite 500 Irving, TX 75062	Administrative		\$1,725.00	\$1,725.00	\$0.00
200 3210-00	Lain, Faulkner & Co., P.C.	Administrative		\$11,743.60	\$11,743.60	\$0.00
001 3110-00	MARK A. WEISBART 12770 Coit Road, Suite 541 Dallas, TX 75251	Administrative		\$15,228.07	\$0.00	\$15,228.07
200 3210-00	WRIGHT GINSBERG BRUSILOV P.C. C/O KEITH AURZADA 2200 ROSS AVE, SUITE 3300 DALLAS, TX 75201	Administrative		\$17,846.20	\$17,846.20	\$0.00
001 3210-00	POWELL GOLDSTEIN LLP	Administrative		\$45,258.14	\$45,258.14	\$0.00
000001 040 5800-00	Collin County Tax PO Box 8046 McKinney, TX 75070	Priority		\$1,498.26	\$0.00	\$1,498.26
000002 070 7100-00	HERPAIN ENTERPRISES, S.A. 43 Avenue Statuaires 1180 Brussels Belgium	Unsecured		\$0.00	\$0.00	\$0.00
000003 070 7100-00	AVLON PARK COTENANCY P.O. Box 753 Mc Kinney, TX 75070	Unsecured		\$0.00	\$0.00	\$0.00
000004A 070 7100-00	GUY SAUSSUS P.O. Box 753 Mc Kinney, TX 75070	Unsecured		\$0.00	\$0.00	\$0.00
000004B 070 7100-00	GUY SAUSSUS P.O. Box 753 Mc Kinney, TX 75070	Unsecured		\$0.00	\$0.00	\$0.00
000005 070 7100-00	TMC FOUNDATION, INC. P.O. Box 753 Mc Kinney, TX 75070	Unsecured		\$0.00	\$0.00	\$0.00
000006 070 7100-00	ALLEN RATHOLE, INC. 3001 Maint Street Arkoma, OK 74901	Unsecured		\$1,552,829.80	\$0.00	\$1,552,829.80

EXHIBIT C
ANALYSIS OF CLAIMS REGISTER

Case Number: 05-43698 Page 2 Date: August 20, 2011
Debtor Name: CALWELD INC Claim Class Sequence

Code #	Creditor Name & Address	Claim Class	Notes	Amount Allowed	Paid to Date	Claim Balance
Case Totals:				\$1,646,129.07	\$76,572.94	\$1,569,556.13

Code #: Trustee's Claim Number, Priority Code, Claim Type

TRUSTEE'S PROPOSED DISTRIBUTION

Exhibit D

Case No.: 05-43698

Case Name: CALWELD INC

Trustee Name: Mark A. Weisbart

Balance on hand \$

Claims of secured creditors will be paid as follows:

NONE

Applications for chapter 7 fees and administrative expenses have been filed as follows:

Reason/Applicant	Total Requested	Interim Payments to Date	Proposed Payment
Trustee Fees: Mark A. Weisbart	\$	\$	\$
Trustee Expenses: Mark A. Weisbart	\$	\$	\$
Attorney for Trustee Fees: Lain, Faulkner & Co., P.C.	\$	\$	\$
Attorney for Trustee Expenses: Lain, Faulkner & Co., P.C.	\$	\$	\$
Accountant for Trustee Fees: Mulloy & Co	\$	\$	\$
Accountant for Trustee Expenses: Mulloy & Co	\$	\$	\$
Other: MARK A. WEISBART	\$	\$	\$
Other: MARK A. WEISBART	\$	\$	\$
Other: POWELL GOLDSTEIN LLP	\$	\$	\$
Other: POWELL GOLDSTEIN LLP	\$	\$	\$
Other: WRIGHT GINSBERG BRUSILOW P.C.	\$	\$	\$
Other: WRIGHT GINSBERG BRUSILOW P.C.	\$	\$	\$

Total to be paid for chapter 7 administrative expenses \$ _____

Remaining Balance \$ _____

Applications for prior chapter fees and administrative expenses have been filed as follows:

NONE

In addition to the expenses of administration listed above as may be allowed by the Court, priority claims totaling \$ _____ must be paid in advance of any dividend to general (unsecured) creditors.

Allowed priority claims are:

Claim No.	Claimant	Allowed Amount of Claim	Interim Payments to Date	Proposed Payment
000001	Collin County Tax	\$ _____	\$ _____	\$ _____

Total to be paid to priority creditors \$ _____

Remaining Balance \$ _____

The actual distribution to wage claimants included above, if any, will be the proposed payment less applicable withholding taxes (which will be remitted to the appropriate taxing authorities).

Timely claims of general (unsecured) creditors totaling \$ _____ have been allowed and will be paid *pro rata* only after all allowed administrative and priority claims have been paid in full. The timely allowed general (unsecured) dividend is anticipated to be _____ percent, plus interest (if applicable).

Timely allowed general (unsecured) claims are as follows:

Claim No.	Claimant	Allowed Amount of Claim	Interim Payments to Date	Proposed Payment
000006	ALLEN RATHOLE, INC.	\$ _____	\$ _____	\$ _____

Total to be paid to timely general unsecured creditors \$ _____

Remaining Balance \$ _____

Tardily filed claims of general (unsecured) creditors totaling \$ have been allowed and will be paid pro rata only after all allowed administrative, priority and timely filed general (unsecured) claims have been paid in full. The tardily filed claim dividend is anticipated to be percent.

Tardily filed general (unsecured) claims are as follows:

NONE

Subordinated unsecured claims for fines, penalties, forfeitures, or damages and claims ordered subordinated by the Court totaling \$ have been allowed and will be paid pro rata only after all allowed administrative, priority and general (unsecured) claims have been paid in full. The dividend for subordinated unsecured claims is anticipated to be percent.

Subordinated unsecured claims for fines, penalties, forfeitures or damages and claims ordered subordinated by the Court are as follows:

NONE