

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 04/07/2009 and the deadline for filing governmental claims was 07/06/2009 . 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 \$ 34,500.00 . To the extent that additional interest is earned before case closing, the maximum compensation may increase.

The trustee has received \$ 0.00 as interim compensation and now requests a sum of \$ 34,500.00 , for a total compensation of \$ 34,500.00 ². In addition, the trustee received reimbursement for reasonable and necessary expenses in the amount of \$ 0.00 , and now requests reimbursement for expenses of \$ 855.82 , for total expenses of \$ 855.82 ².

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

Date: 02/10/2016 By: /s/Stephen J. Zayler
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- EXHIBIT A
INDIVIDUAL ESTATE PROPERTY RECORD AND REPORT
ASSET CASES**

Case No: 08-10624 BP1 Judge: BILL PARKER
Case Name: R & R SHIPBUILDING, INC.

Trustee Name: Stephen J. Zayler
Date Filed (f) or Converted (c): 12/02/08 (f)
341(a) Meeting Date: 01/05/09
Claims Bar Date: 04/07/09

For Period Ending: 02/10/16

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 Formally Abandoned OA=554(a) Abandon	Sale/Funds Received by the Estate	Asset Fully Administered (FA)/ Gross Value of Remaining Assets
1. ACCOUNTS RECEIVABLE - AET OFFSHORE SERVICES JOB #507366 BANK HAS A SECURED LIEN OF \$20 MILLION AND STAYED HAS BEEN LIFTED	32.97	32.97		0.00	FA
2. ACCOUNTS RECEIVABLE - DOS RAVEN TANKSHIPS JOB #507692	394,235.05	394,235.05		0.00	FA
3. ACCOUNTS RECEIVABLE - KEET SEEL TANKSHIPS JOB # 507750	35.00	35.00		0.00	FA
4. ACCOUNTS RECEIVABLE - FIRST MESA TANKSHIPS JOB # 48325.36	48,325.36	48,325.36		0.00	FA
5. ACCOUNTS RECEIVABLE - AMERICAN BRIDGE; FLUOR JOB # 507761	976,226.53	976,226.53		625,000.00	FA
6. ACCOUNTS RECEIVABLE - BLESSEY MARINE SERVICES JOB # 507902	420,000.00	420,000.00		0.00	FA
7. OTERH LIQUIDATED DEBTS OWED TO DEBTOR Column 2 and 6 has been given a value for reporting requirements. The Trustee value may or may not be accurate.	Unknown	5,000.00		0.00	FA
8. MACHINERY, FIXTURES, EQUIPMENT	1,907,700.86	1,907,700.86		0.00	FA
9. OTHER PERSONAL PROPERTY - INSURANCE CLAIMS Column 2 and 6 has been given a value for reporting requirements. The Trustee value may or may not be accurate.	Unknown	25,000.00		0.00	FA
TOTALS (Excluding Unknown Values)	\$3,746,555.77	\$3,776,555.77		\$625,000.00	Gross Value of Remaining Assets \$0.00 (Total Dollar Amount in Column 6)

FORM 1- EXHIBIT A
INDIVIDUAL ESTATE PROPERTY RECORD AND REPORT
ASSET CASES

Page: 2
Exhibit A

Case No: 08-10624 BP1 Judge: BILL PARKER
Case Name: R & R SHIPBUILDING, INC.

Trustee Name: Stephen J. Zayler
Date Filed (f) or Converted (c): 12/02/08 (f)
341(a) Meeting Date: 01/05/09
Claims Bar Date: 04/07/09

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): 12/31/12 Current Projected Date of Final Report (TFR): 12/31/15

/s/ Stephen J. Zayler

_____ Date: 02/10/16

STEPHEN J. ZAYLER

FORM 2 - EXHIBIT B
ESTATE CASH RECEIPTS AND DISBURSEMENTS RECORD

Case No: 08-10624 BP1
 Case Name: R & R SHIPBUILDING, INC.

Trustee Name: Stephen J. Zayler
 Bank Name: BANK OF AMERICA
 Account Number / CD #: *****8635 Money Market Account (Interest Earn

Taxpayer ID No: *****4973
 For Period Ending: 02/10/16

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	Deposits (\$)	Disbursements (\$)	Account / CD Balance (\$)
			BALANCE FORWARD			0.00
07/27/12	5	UNITED STATES TREASURY U. S. DISTRICT COURT TYLER	PARTIAL SETTLEMENT PROCEEDS-LAWSUIT	325,057.90		325,057.90
07/30/12	5	AMERICAN BRIDGE CO.	PARTIAL SETTLEMENT PROCEEDS-LAWSUIT	299,942.10		625,000.00
08/03/12	000101	TOM N. KIEHNHOFF Reaud, Morgan & Quinn, LLP P. O. Box 26005 Beaumont, TX 77701	SPECIAL COUNSEL FEES & EXPENSES Per ORder 07/18/2012		257,671.72	367,328.28
08/14/12		BANK OF AMERICA 901 MAIN STREET 10TH FLOOR DALLAS, TX 75283	BANK FEES		269.63	367,058.65
08/14/12		Trsf To FIRST NATIONAL BANK OF VINI	FINAL TRANSFER			0.00

COLUMN TOTALS	625,000.00	625,000.00	0.00
Less: Bank Transfers/CD's	0.00	367,058.65	
Subtotal	625,000.00	257,941.35	
Less: Payments to Debtors		0.00	
Net	625,000.00	257,941.35	

Page Subtotals 625,000.00 625,000.00

FORM 2 - EXHIBIT B

ESTATE CASH RECEIPTS AND DISBURSEMENTS RECORD

Case No: 08-10624 BP1
Case Name: R & R SHIPBUILDING, INC.

Trustee Name: Stephen J. Zayler
Bank Name: FIRST NATIONAL BANK OF VINITA
Account Number / CD #: *****1396 Checking - Non Interest

Taxpayer ID No: *****4973
For Period Ending: 02/10/16

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	Deposits (\$)	Disbursements (\$)	Account / CD Balance (\$)
			BALANCE FORWARD			0.00
08/14/12		Trsf In From BANK OF AMERICA	INITIAL WIRE TRANSFER IN	367,058.65		367,058.65
08/15/12	010001	COMPASS BANK c/o LISA A. POWELL JACKSON WALKER, LLP 1401 McKinney Suite 1900 Houston, TX 77010	SETTLEMENT AGAINST ABFE Per Order dated 06/19/2012		97,500.00	269,558.65
09/24/12		FIRST NATIONAL BANK OF VINITA	BANK SERVICE FEE		135.76	269,422.89
10/01/12	010002	STEPHEN J. ZAYLER ATTORNEY AT LAW P. O. BOX 150743 LUFKIN, TX 75915-0743	ATTORNEY FEES & EXPENSES Per Order 09/28/2012		8,823.45	260,599.44
10/16/12		FIRST NATIONAL BANK OF VINITA	BANK SERVICE FEE		226.25	260,373.19
11/06/12		FIRST NATIONAL BANK OF VINITA	BANK SERVICE FEE		188.14	260,185.05
12/07/12		FIRST NATIONAL BANK OF VINITA	BANK SERVICE FEE		160.41	260,024.64
01/08/13		FIRST NATIONAL BANK OF VINITA	BANK SERVICE FEE		165.65	259,858.99
02/07/13		FIRST NATIONAL BANK OF VINITA	BANK SERVICE FEE		275.92	259,583.07
03/07/13		FIRST NATIONAL BANK OF VINITA	BANK SERVICE FEE		248.97	259,334.10
04/05/13		FIRST NATIONAL BANK OF VINITA	BANK SERVICE FEE		275.37	259,058.73
05/07/13		FIRST NATIONAL BANK OF VINITA	BANK SERVICE FEE		266.19	258,792.54
06/07/13		FIRST NATIONAL BANK OF VINITA	BANK SERVICE FEE		274.80	258,517.74
07/08/13		FIRST NATIONAL BANK OF VINITA	BANK SERVICE FEE		265.66	258,252.08
08/07/13		FIRST NATIONAL BANK OF VINITA	BANK SERVICE FEE		274.24	257,977.84
09/09/13		FIRST NATIONAL BANK OF VINITA	BANK SERVICE FEE		273.94	257,703.90
10/07/13		FIRST NATIONAL BANK OF VINITA	BANK SERVICE FEE		264.84	257,439.06
11/07/13		FIRST NATIONAL BANK OF VINITA	BANK SERVICE FEE		273.36	257,165.70
12/06/13		FIRST NATIONAL BANK OF VINITA	BANK SERVICE FEE		264.27	256,901.43
01/08/14		FIRST NATIONAL BANK OF VINITA	BANK SERVICE FEE		272.78	256,628.65

Page Subtotals 367,058.65 110,430.00

FORM 2 - EXHIBIT B
ESTATE CASH RECEIPTS AND DISBURSEMENTS RECORD

Case No: 08-10624 BP1
 Case Name: R & R SHIPBUILDING, INC.

Trustee Name: Stephen J. Zayler
 Bank Name: FIRST NATIONAL BANK OF VINITA
 Account Number / CD #: *****1396 Checking - Non Interest

Taxpayer ID No: *****4973
 For Period Ending: 02/10/16

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	Deposits (\$)	Disbursements (\$)	Account / CD Balance (\$)
02/07/14		FIRST NATIONAL BANK OF VINITA	BANK SERVICE FEE		272.51	256,356.14
03/07/14		FIRST NATIONAL BANK OF VINITA	BANK SERVICE FEE		245.88	256,110.26
04/07/14		FIRST NATIONAL BANK OF VINITA	BANK SERVICE FEE		271.95	255,838.31
05/07/14		FIRST NATIONAL BANK OF VINITA	BANK SERVICE FEE		262.90	255,575.41
06/06/14		FIRST NATIONAL BANK OF VINITA	BANK SERVICE FEE		271.38	255,304.03
07/09/14		FIRST NATIONAL BANK OF VINITA	BANK SERVICE FEE		262.35	255,041.68
08/07/14		FIRST NATIONAL BANK OF VINITA	BANK SERVICE FEE		270.83	254,770.85
09/08/14		FIRST NATIONAL BANK OF VINITA	BANK SERVICE FEE		270.53	254,500.32
10/07/14		FIRST NATIONAL BANK OF VINITA	BANK SERVICE FEE		261.54	254,238.78
11/07/14		FIRST NATIONAL BANK OF VINITA	BANK SERVICE FEE		269.96	253,968.82
12/05/14		FIRST NATIONAL BANK OF VINITA	BANK SERVICE FEE		260.98	253,707.84
01/08/15		FIRST NATIONAL BANK OF VINITA	BANK SERVICE FEE		269.38	253,438.46
02/06/15		FIRST NATIONAL BANK OF VINITA	BANK SERVICE FEE		269.13	253,169.33
03/06/15		FIRST NATIONAL BANK OF VINITA	BANK SERVICE FEE		242.81	252,926.52
04/07/15		FIRST NATIONAL BANK OF VINITA	BANK SERVICE FEE		268.56	252,657.96
05/07/15		FIRST NATIONAL BANK OF VINITA	BANK SERVICE FEE		259.64	252,398.32
06/05/15		FIRST NATIONAL BANK OF VINITA	BANK SERVICE FEE		268.01	252,130.31
07/07/15		First National Bank of Vinita	BANK SERVICE FEE		259.07	251,871.24
08/07/15		FIRST NATIONAL BANK OF VINITA	BANK SERVICE FEE		267.45	251,603.79
09/08/15		FIRST NATIONAL BANK OF VINITA	BANK SERVICE FEE		267.17	251,336.62
10/07/15		FIRST NATIONAL BANK OF VINITA	BANK SERVICE FEE		258.29	251,078.33
11/06/15		FIRST NATIONAL BANK OF VINITA	BANK SERVICE FEE		266.61	250,811.72
11/13/15	010003	STEPHEN J. ZAYLER ATTORNEY AT LAW P. O. BOX 150743 LUFKIN, TX 75915-0743	ATTORNEY FEES & EXPENSES Per Order 11/12/2015		4,011.10	246,800.62
12/07/15		FIRST NATIONAL BANK OF VINITA	BANK SERVICE FEE		255.81	246,544.81
01/08/16		FIRST NATIONAL BANK OF VINITA	BANK SERVICE FEE		261.80	246,283.01
02/05/16		FIRST NATIONAL BANK OF VINITA	BANK SERVICE FEE		261.53	246,021.48

Page Subtotals 0.00 10,607.17

FORM 2 - EXHIBIT B

ESTATE CASH RECEIPTS AND DISBURSEMENTS RECORD

Case No: 08-10624 BP1
Case Name: R & R SHIPBUILDING, INC.

Trustee Name: Stephen J. Zayler
Bank Name: FIRST NATIONAL BANK OF VINITA
Account Number / CD #: *****1396 Checking - Non Interest

Taxpayer ID No: *****4973
For Period Ending: 02/10/16

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	Deposits (\$)	Disbursements (\$)	Account / CD Balance (\$)
COLUMN TOTALS				367,058.65	121,037.17	246,021.48
Less: Bank Transfers/CD's				367,058.65	0.00	
Subtotal				0.00	121,037.17	
Less: Payments to Debtors					0.00	
Net				0.00	121,037.17	
TOTAL - ALL ACCOUNTS				NET DEPOSITS	NET DISBURSEMENTS	ACCOUNT BALANCE
Money Market Account (Interest Earn - *****8635				625,000.00	257,941.35	0.00
Checking - Non Interest - *****1396				0.00	121,037.17	246,021.48
				-----	-----	-----
				625,000.00	378,978.52	246,021.48
				=====	=====	=====
				(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: 08-10624 Claim Class Sequence
Debtor Name: R & R SHIPBUILDING, INC.

Code #	Creditor Name & Address	Claim Class	Notes	Amount Allowed	Paid to Date	Claim Balance
025 SAF	TOM N. KIEHNHOFF Reaud, Morgan & Quinn, LLP P. O. Box 26005 Beaumont, TX 77701	Administrative		\$257,671.72	\$257,671.72	\$0.00
025 TAF	STEPHEN J. ZAYLER ATTORNEY AT LAW P. O. BOX 150743 LUFKIN, TX 75915-0743	Administrative		\$12,834.55	\$12,834.55	\$0.00
050 SC	COMPASS BANK c/o LISA A. POWELL JACKSON WALKER, LLP 1401 McKinney Suite 1900 Houston, TX 77010	Secured		\$97,500.00	\$97,500.00	\$0.00
000040 050 SC	Blessy Enterprises, Inc. PO Box 23212 Harahan, LA 70183-0734	Secured		\$1,946,606.72	\$0.00	\$1,946,606.72
000044 050 SC	Compass Bank, successor in interest to Texas State c/o Lisa Powell 1401 McKinney, Ste 1900 Houston, TX 77010	Secured		\$20,736,778.90	\$0.00	\$20,736,778.90
000001 070 UC	BARCO CRUSHED CONCRETE INC PO BOX 848 PORT NECHES, TX 77651	Unsecured		\$11,688.52	\$0.00	\$11,688.52
000002 070 UC	Acme Truck Line, Inc. PO Box 183 Harvey, LA 70059	Unsecured		\$20,728.78	\$0.00	\$20,728.78
000003 070 UC	Superior Supply & Steel PO Box 2087 Lake Charles, LA 70602-2087	Unsecured		\$673,514.00	\$0.00	\$673,514.00
000004 070 UC	J&J MACHINING, INC. 6520 SPRINGER HOUSTON, TX 77087	Unsecured		\$143,592.49	\$0.00	\$143,592.49
000005 070 UC	YE OLE PRINTERY, INC. 4450 S WAYSIDE DR. SUITE 100 HOUSTON, TX 77087	Unsecured		\$0.00	\$0.00	\$0.00
000006 070 UC	RENTAL SERVICE CORPORATION P.O. BOX 840514 DALLAS, TX 75284	Unsecured		\$37,081.69	\$0.00	\$37,081.69

EXHIBIT C
ANALYSIS OF CLAIMS REGISTER

Case Number: 08-10624
Debtor Name: R & R SHIPBUILDING, INC.

Claim Class Sequence

Code #	Creditor Name & Address	Claim Class	Notes	Amount Allowed	Paid to Date	Claim Balance
000020 070 UC	C H Robinson Worldwide, Inc. 14701 Charlson Road Eden Prairie, MN 55347	Unsecured		\$125,907.50	\$0.00	\$125,907.50
000021 070 UC	K&K CONSTRUCTION 614 WEST 3RD STREET THIBODAUX, LA 70302	Unsecured		\$37,180.00	\$0.00	\$37,180.00
000022 070 UC	Southern Tire Mart, LLC Corporate Office 529 Industrial Park Road Columbia, MS 39429	Unsecured		\$2,210.05	\$0.00	\$2,210.05
000023 070 UC	MG SYSTEMS & WELDING BIN #53017 MILWAUKEE, WI 53288	Unsecured		\$1,973.71	\$0.00	\$1,973.71
000024 070 UC	Martin Operating Partnership, LP c/o Mehaffy Weber, PC Attn: Susan Hardie Jacks 500 Dallas St., Ste. 1200 Houston, TX 77002	Unsecured		\$2,065,500.00	\$0.00	\$2,065,500.00
000025 070 UC	OIL & GAS MEASUREMENT EQUIPMENT, INC. PO BOX 55641 HOUSTON, TX 77255	Unsecured		\$7,636.00	\$0.00	\$7,636.00
000026 070 UC	American Bureau of Shipping Attn: Legal Dept. 16855 Northchase Drive Houston, TX 77060	Unsecured		\$9,559.00	\$0.00	\$9,559.00
000027 070 UC	BRISTOL HARBOR MARINE DESIGN 103 POPPASQUASH ROAD BRISTOL, RI 02809	Unsecured		\$97,196.60	\$0.00	\$97,196.60
000028 070 UC	HERTZ EQUIPMENT RENTAL P.O. BOX 650280 DALLAS, TX 75265-0280	Unsecured		\$18,964.33	\$0.00	\$18,964.33
000029 070 UC	STANDGUARD P.O. BOX 974861 DALLAS, TX 75397-4861	Unsecured		\$2,249.75	\$0.00	\$2,249.75
000030 070 UC	ABLE FASTENER INC P O BOX 22255 BEAUMONT, TX 77720-2255	Unsecured		\$11,126.02	\$0.00	\$11,126.02
000031 070 UC	TEX FIN, INC 19115 ALDINE-WESTFIELD HOUSTON, TX 77073	Unsecured		\$12,230.29	\$0.00	\$12,230.29

EXHIBIT C
ANALYSIS OF CLAIMS REGISTER

Case Number: 08-10624
Debtor Name: R & R SHIPBUILDING, INC.

Claim Class Sequence

Code #	Creditor Name & Address	Claim Class	Notes	Amount Allowed	Paid to Date	Claim Balance
000032 070 UC	Toromont Energy Systems, Inc. c/o W. Jason Walker Andrews Myers Coulter & Hayes P.C. 3900 Essex Lane, Suite 800 Houston, Tx 77027-5198	Unsecured		\$19,703.00	\$0.00	\$19,703.00
000033 070 UC	Hempel USA Inc. 600 Conroe Park N. Drive Conroe, TX 77303	Unsecured		\$7,636.35	\$0.00	\$7,636.35
000034 070 UC	BERARD TRANSPORTATION INC PO BOX 1070 LOREAUVILLE, LA 70552-1070	Unsecured		\$45,470.00	\$0.00	\$45,470.00
000035 070 UC	Konecranes, Inc. Attn: Karen Moore 4401 Gateway Blvd Springfield, OH 45502	Unsecured		\$1,588.57	\$0.00	\$1,588.57
000036 070 UC	NORTH SHORE SUPPLY COMPANY INC P.O. BOX 9940 HOUSTON, TX 77213-0940	Unsecured		\$967,563.16	\$0.00	\$967,563.16
000037 070 UC	Commercial & Industrial Oil Co. P.O. Box 2702 Beaumont, TX 77704-2702	Unsecured		\$60,320.77	\$0.00	\$60,320.77
000038 070 UC	EAGLE-PRO ENGINEERING, INC. P.O. BOX 21237 BEAUMONT, TX 77720-1237	Unsecured		\$18,281.25	\$0.00	\$18,281.25
000039 070 UC	RED-D-ARC INC. P.O. BOX 532618 ATLANTA, GA 30353-2618	Unsecured		\$434,772.73	\$0.00	\$434,772.73
000041 070 UC	R.T. WELDING & FABRICATION INC 835 PLEASANT DR. VIDOR, TX 77662	Unsecured		\$10,250.00	\$0.00	\$10,250.00
000042 070 UC	Red-D-Arc Welderentals, Inc. c/o Patrick L. Hughes/Peter Ruggero Haynes and Boone, LLP 1221 McKinney Street, Suite 2100 Houston, TX 77010	Unsecured		\$1,673,978.49	\$0.00	\$1,673,978.49
000043 070 UC	ARDENT SERVICES, LLC c/o Stewart Peck 601 Poydras Street, Ste 2775 New Orleans, LA 70130	Unsecured		\$23,742.06	\$0.00	\$23,742.06
000045 070 UC	SPECIALTY SAND COMPANY PO BOX 4247 DEPARTMENT 606 HOUSTON, TX 77210-4247	Unsecured		\$16,727.64	\$0.00	\$16,727.64

EXHIBIT C
ANALYSIS OF CLAIMS REGISTER

Case Number: 08-10624
Debtor Name: R & R SHIPBUILDING, INC.

Claim Class Sequence

Code #	Creditor Name & Address	Claim Class	Notes	Amount Allowed	Paid to Date	Claim Balance
000046 070 UC	MORSE RUBBER LLC 3588 MAIN ST KEOKUK, IA 52632	Unsecured		\$23,668.00	\$0.00	\$23,668.00
000047 070 UC	JW MARITIME SERVICES 10803 BRENTWAY DR. HOUSTON, TX 77070	Unsecured		\$14,696.00	\$0.00	\$14,696.00
000048 070 UC	First Mesa Tankships, LLC c/o Susan Mathews Adams and Reese LLP 1221 McKinney, Ste 4400 Houston, TX 77010	Unsecured		\$4,317,012.00	\$0.00	\$4,317,012.00
000049 070 UC	STANLEY PARTS & EQUIP CO., INC P.O. BOX 325 CHANNELVIEW, TX 77530	Unsecured		\$36,927.13	\$0.00	\$36,927.13
000050 070 UC	MARINE CHEMISTS INC. OF TEXAS P.O. BOX 12477 BEAUMONT, TX 77726-2477	Unsecured		\$111,475.00	\$0.00	\$111,475.00
000051 070 UC	Dos Raven Tankships, LLC c/o Susan Mathews Adams and Reese LLP 1221 McKinney, Ste 4400 Houston, TX 77010	Unsecured		\$14,517,031.00	\$0.00	\$14,517,031.00
000052 070 UC	Keet Seel Tankships, LLC c/o Susan Mathews Adams and Reese LLP 1221 McKinney, Ste 4400 Houston, TX 77010	Unsecured		\$4,545,909.00	\$0.00	\$4,545,909.00
000053 070 UC	Horseshoe Hammond, LLC c/o Christopher Horvay 222 N. LaSalle St, Ste 800 Chicago, IL 60601	Unsecured		\$65,599.39	\$0.00	\$65,599.39
000054 070 UC	AMERICAN INFOSOURCE LP AS AGENT FOR SOUTHERN SANDBLASTING & COATING INC. PO Box 248838 Oklahoma City, OK 73124-8838	Unsecured		\$333,185.43	\$0.00	\$333,185.43
000055 072 UL	GULFCO INDUSTRIES EQUIPMENT LP PO BOX 20295 BEAUMONT, TX 77720	Unsecured		\$0.00	\$0.00	\$0.00
000056 072 UL	GULFSTAR RENTAL SOLUTIONS PO BOX 20295 BEAUMONT, TX 77720	Unsecured		\$0.00	\$0.00	\$0.00

TRUSTEE'S PROPOSED DISTRIBUTION

Exhibit D

Case No.: 08-10624 BP1

Case Name: R & R SHIPBUILDING, INC.

Trustee Name: Stephen J. Zayler

Balance on hand \$ 246,021.48

Claims of secured creditors will be paid as follows:

Claim No.	Claimant	Claim Asserted	Allowed Amount of Claim	Interim Payment to Date	Proposed Payment	
	COMPASS BANK c/o LISA A. POWELL JACKSON WALKER, LLP 1401 McKinney Suite 1900 Houston, TX 77010		\$ 97,500.00	\$ 97,500.00	\$ 97,500.00	\$ 0.00

Total to be paid to secured creditors \$ 0.00

Remaining Balance \$ 246,021.48

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: Stephen J. Zayler	\$ 34,500.00	\$ 0.00	\$ 34,500.00
Trustee Expenses: Stephen J. Zayler	\$ 855.82	\$ 0.00	\$ 855.82
Attorney for Trustee Fees: TOM N. KIEHNHOFF	\$ 250,000.00	\$ 250,000.00	\$ 0.00
Attorney for Trustee Expenses: TOM N. KIEHNHOFF	\$ 7,671.72	\$ 7,671.72	\$ 0.00
Other: STEPHEN J. ZAYLER	\$ 9,630.00	\$ 9,630.00	\$ 0.00
Other: STEPHEN J. ZAYLER	\$ 3,204.55	\$ 3,204.55	\$ 0.00

Total to be paid for chapter 7 administrative expenses	\$	<u>35,355.82</u>
Remaining Balance	\$	<u>210,665.66</u>

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 \$ 0.00 must be paid in advance of any dividend to general (unsecured) creditors.

Allowed priority claims are:

NONE

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 \$ 30,991,703.66 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 0.7 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
000001	BARCO CRUSHED CONCRETE INC PO BOX 848 PORT NECHES, TX 77651	\$ 11,688.52	\$ 0.00	\$ 79.45
000002	Acme Truck Line, Inc. PO Box 183 Harvey, LA 70059	\$ 20,728.78	\$ 0.00	\$ 140.90

Claim No.	Claimant	Allowed Amount of Claim	Interim Payments to Date	Proposed Payment
000003	Superior Supply & Steel PO Box 2087 Lake Charles, LA 70602-2087	\$ 673,514.00	\$ 0.00	\$ 4,578.20
000004	J&J MACHINING, INC. 6520 SPRINGER HOUSTON, TX 77087	\$ 143,592.49	\$ 0.00	\$ 976.07
000005	YE OLE PRINTERY, INC. 4450 S WAYSIDE DR. SUITE 100 HOUSTON, TX 77087	\$ 0.00	\$ 0.00	\$ 0.00
000006	RENTAL SERVICE CORPORATION P.O. BOX 840514 DALLAS, TX 75284	\$ 37,081.69	\$ 0.00	\$ 252.06
000007	EAGLE INDUSTRIAL PROFESSIONAL 124 C INDUSTRIAL PARKWAY SARALAND, AL 36571	\$ 6,504.75	\$ 0.00	\$ 44.22
000008	BYRNE RICE & TURNER, INC. 1172 CAMP STREET NEW ORLEANS, LA 70130	\$ 16,469.63	\$ 0.00	\$ 111.95
000009	Hoist & Crane Service Group 4920 Jefferson Hwy Jefferson, LA 70121	\$ 63,820.92	\$ 0.00	\$ 433.82
000010	WILSON WALTON INTERNATIONAL 3349 RT 138 BLDG B SUITE B WALL, NJ 07719	\$ 6,031.89	\$ 0.00	\$ 41.00
000011	GULLCO INTERNATIONAL, INC. 21568 ALEXANDER RD CLEVELAND, OH 44146	\$ 4,891.09	\$ 0.00	\$ 33.25

Claim No.	Claimant	Allowed Amount of Claim	Interim Payments to Date	Proposed Payment
000012	PRESS BRAKE TOOL & SUPPLY PO BOX 217 ARLINGTON HTS., IL 60006	\$ 6,050.00	\$ 0.00	\$ 41.13
000013	ENERGY VALVE & SUPPLY COMPANY 9009 NORTH LOOP EAST #155 HOUSTON, TX 77029	\$ 1,999.96	\$ 0.00	\$ 13.59
000014	GROVES PALLET COMPANY 516 Orchard St. PORT NECHES, TX 77651	\$ 643.55	\$ 0.00	\$ 4.38
000015	International Galvanizers PO Box 21677 Beaumont, TX 77720	\$ 1,460.28	\$ 0.00	\$ 9.93
000016	International Galvanizers PO Box 21677 Beaumont, TX 77720	\$ 2,808.96	\$ 0.00	\$ 19.09
000017	HERNANDEZ OFFICE SUPPLY INC P O BOX 1604 NEDERLAND, TX 77627	\$ 487.09	\$ 0.00	\$ 3.31
000018	ZERL'S WELDING & FABRICATION 745 JONES BRIDGE CITY, TX 77611	\$ 11,700.00	\$ 0.00	\$ 79.53
000019	B & B ICE INC 3190 MERRIMAN ST PORT NECHES, TX 77651	\$ 9,226.00	\$ 0.00	\$ 62.71
000020	C H Robinson Worldwide, Inc. 14701 Charlson Road Eden Prairie, MN 55347	\$ 125,907.50	\$ 0.00	\$ 855.86

Claim No.	Claimant	Allowed Amount of Claim	Interim Payments to Date	Proposed Payment
000021	K&K CONSTRUCTION 614 WEST 3RD STREET THIBODAU, LA 70302	\$ 37,180.00	\$ 0.00	\$ 252.73
000022	Southern Tire Mart, LLC Corporate Office 529 Industrial Park Road Columbia, MS 39429	\$ 2,210.05	\$ 0.00	\$ 15.02
000023	MG SYSTEMS & WELDING BIN #53017 MILWAUKEE, WI 53288	\$ 1,973.71	\$ 0.00	\$ 13.42
000024	Martin Operating Partnership, LP c/o Mehaffy Weber, PC Attn: Susan Hardie Jacks 500 Dallas St., Ste. 1200 Houston, TX 77002	\$ 2,065,500.00	\$ 0.00	\$ 14,040.21
000025	OIL & GAS MEASUREMENT EQUIPMENT, INC. PO BOX 55641 HOUSTON, TX 77255	\$ 7,636.00	\$ 0.00	\$ 51.91
000026	American Bureau of Shipping Attn: Legal Dept. 16855 Northchase Drive Houston, TX 77060	\$ 9,559.00	\$ 0.00	\$ 64.97
000027	BRISTOL HARBOR MARINE DESIGN 103 POPPASQUASH ROAD BRISTOL, RI 02809	\$ 97,196.60	\$ 0.00	\$ 660.69
000028	HERTZ EQUIPMENT RENTAL P.O. BOX 650280 DALLAS, TX 75265-0280	\$ 18,964.33	\$ 0.00	\$ 128.91
000029	STANDGUARD P.O. BOX 974861 DALLAS, TX 75397-4861	\$ 2,249.75	\$ 0.00	\$ 15.29

Claim No.	Claimant	Allowed Amount of Claim	Interim Payments to Date	Proposed Payment
000030	ABLE FASTENER INC P O BOX 22255 BEAUMONT, TX 77720-2255	\$ 11,126.02	\$ 0.00	\$ 75.63
000031	TEX FIN, INC 19115 ALDINE- WESTFIELD HOUSTON, TX 77073	\$ 12,230.29	\$ 0.00	\$ 83.14
000032	Toromont Energy Systems, Inc. c/o W. Jason Walker Andrews Myers Coulter & Hayes P.C. 3900 Essex Lane, Suite 800 Houston, Tx 77027-5198	\$ 19,703.00	\$ 0.00	\$ 133.93
000033	Hempel USA Inc. 600 Conroe Park N. Drive Conroe, TX 77303	\$ 7,636.35	\$ 0.00	\$ 51.91
000034	BERARD TRANSPORTATION INC PO BOX 1070 LOREAUVILLE, LA 70552-1070	\$ 45,470.00	\$ 0.00	\$ 309.08
000035	Konecranes, Inc. Attn: Karen Moore 4401 Gateway Blvd Springfield, OH 45502	\$ 1,588.57	\$ 0.00	\$ 10.80
000036	NORTH SHORE SUPPLY COMPANY INC P.O. BOX 9940 HOUSTON, TX 77213- 0940	\$ 967,563.16	\$ 0.00	\$ 6,577.00
000037	Commercial & Industrial Oil Co. P.O. Box 2702 Beaumont, TX 77704-2702	\$ 60,320.77	\$ 0.00	\$ 410.03

Claim No.	Claimant	Allowed Amount of Claim	Interim Payments to Date	Proposed Payment
000038	EAGLE-PRO ENGINEERING, INC. P.O. BOX 21237 BEAUMONT, TX 77720-1237	\$ 18,281.25	\$ 0.00	\$ 124.26
000041	R.T. WELDING & FABRICATION INC 835 PLEASANT DR. VIDOR, TX 77662	\$ 10,250.00	\$ 0.00	\$ 69.67
000042	Red-D-Arc Welderentals, Inc. c/o Patrick L. Hughes/Peter Ruggero Haynes and Boone, LLP 1221 McKinney Street, Suite 2100 Houston, TX 77010	\$ 1,673,978.49	\$ 0.00	\$ 11,378.84
000043	ARDENT SERVICES, LLC c/o Stewart Peck 601 Poydras Street, Ste 2775 New Orleans, LA 70130	\$ 23,742.06	\$ 0.00	\$ 161.39
000045	SPECIALTY SAND COMPANY PO BOX 4247 DEPARTMENT 606 HOUSTON, TX 77210-4247	\$ 16,727.64	\$ 0.00	\$ 113.71
000046	MORSE RUBBER LLC 3588 MAIN ST KEOKUK, IA 52632	\$ 23,668.00	\$ 0.00	\$ 160.88
000047	JW MARITIME SERVICES 10803 BRENTWAY DR. HOUSTON, TX 77070	\$ 14,696.00	\$ 0.00	\$ 99.90

Claim No.	Claimant	Allowed Amount of Claim	Interim Payments to Date	Proposed Payment
000048	First Mesa Tankships, LLC c/o Susan Mathews Adams and Reese LLP 1221 McKinney, Ste 4400 Houston, TX 77010	\$ 4,317,012.00	\$ 0.00	\$ 29,344.83
000049	STANLEY PARTS & EQUIP CO., INC P.O. BOX 325 CHANNELVIEW, TX 77530	\$ 36,927.13	\$ 0.00	\$ 251.01
000050	MARINE CHEMISTS INC. OF TEXAS P.O. BOX 12477 BEAUMONT, TX 77726- 2477	\$ 111,475.00	\$ 0.00	\$ 757.75
000051	Dos Raven Tankships, LLC c/o Susan Mathews Adams and Reese LLP 1221 McKinney, Ste 4400 Houston, TX 77010	\$ 14,517,031.00	\$ 0.00	\$ 98,679.31
000052	Keet Seel Tankships, LLC c/o Susan Mathews Adams and Reese LLP 1221 McKinney, Ste 4400 Houston, TX 77010	\$ 4,545,909.00	\$ 0.00	\$ 30,900.75
000053	Horseshoe Hammond, LLC c/o Christopher Horvay 222 N. LaSalle St, Ste 800 Chicago, IL 60601	\$ 65,599.39	\$ 0.00	\$ 445.91
000054	AMERICAN INFOSOURCE LP AS AGENT FOR SOUTHERN SANDBLASTING & COATING INC. PO Box 248838 Oklahoma City, OK 73124- 8838	\$ 333,185.43	\$ 0.00	\$ 2,264.82

Claim No.	Claimant	Allowed Amount of Claim	Interim Payments to Date	Proposed Payment
000055	GULFCO INDUSTRIES EQUIPMENT LP PO BOX 20295 BEAUMONT, TX 77720	\$ 0.00	\$ 0.00	\$ 0.00
000056	GULFSTAR RENTAL SOLUTIONS PO BOX 20295 BEAUMONT, TX 77720	\$ 0.00	\$ 0.00	\$ 0.00
000057	Ogden Welding Systems Inc. c/o Robert Stochel One Professional Center, Ste 306 Crown Point, IN 46307	\$ 692,039.00	\$ 0.00	\$ 4,704.13
000058	Patriot Security Inc. 4929 S. Garden Drive Beaumont, TX 77705-9597	\$ 66,000.00	\$ 0.00	\$ 448.63
000059	Ritter at Home PO Box 1265 Nederland, TX 77627-1265	\$ 7.99	\$ 0.00	\$ 0.05
000060	RITTER FOREST PRODUCTS P.O. BOX 1265 NEDERLAND, TX 77627	\$ 12,459.58	\$ 0.00	\$ 84.70

Total to be paid to timely general unsecured creditors \$ 210,665.66

Remaining Balance \$ 0.00

Tardily filed claims of general (unsecured) creditors totaling \$ 0.00 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 0.0 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 \$ 0.00 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 0.0 percent.

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

NONE