



6. The deadline for filing claims in this case 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 \$ . 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 \$ .

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/Michael J. McNally  
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.

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

Case No: 08-61094 BP Judge: BILL PARKER  
Case Name: BATES BUSINESS GROUP, INC.

Trustee Name: Michael J. McNally  
Date Filed (f) or Converted (c): 11/25/08 (f)  
341(a) Meeting Date: 12/19/08  
Claims Bar Date: 03/23/09

For Period Ending: 03/31/10 (3rd reporting period for this case)

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. REAL PROPERTY-Mattress Factory Outlet lease intere Order entered 01/22/09	0.00	0.00	OA	0.00	FA
2. REAL PROPERTY- Sit N Sleep lease interest	0.00	0.00	OA	0.00	FA
3. REAL PROPERTY-Mattress Factory Outlet (L'vw) lease	0.00	0.00	OA	0.00	FA
4. REAL PROPERTY-Discout Mattress	0.00	0.00	OA	0.00	FA
5. REAL PROPERTY-Mattress Mart lease interest	0.00	0.00	OA	0.00	FA
6. REAL PROPERTY- All-American Mattress-(Bryan) lease	0.00	0.00	OA	0.00	FA
7. REAL PROPERTY- All-American Mattress (College St)	0.00	0.00	OA	0.00	FA
8. REAL PROPERTY-Mesquite Warehouse lease interest	0.00	0.00	OA	0.00	FA
9. FINANCIAL ACCOUNTS-Business Bank Acct Order entered 01/22/09	21,001.57	0.00	OA	0.00	FA
10. SECURITY DEPOSITS-Landlord deposits Order entered 01/22/09	16,130.33	0.00	OA	0.00	FA
11. SECURITY DEPOSITS-Utility deposit Order entered 01/22/09 as to TXU deposit	2,000.00	455.60	OA	455.60	FA
12. VEHICLES-2000 Chevy S10 truck	2,500.00	1,000.00		1,000.00	FA
13. VEHICLES-2000 Dodge Ram truck	1,000.00	500.00		500.00	FA
14. VEHICLES-2000 Ford E350 truck	7,500.00	1,000.00		1,000.00	FA
15. 2003 Cargo Mate truck Order entered 1/22/09	10,000.00	1.00	OA	0.00	FA
16. OFFICE EQUIPMENT & Furnishings Order entered 01/22/09	0.00	0.00	OA	0.00	FA
17. INVENTORY & Office Equip/AllAmerican-Bryan Order entered 01/22/09	12,500.00	0.00	OA	0.00	FA
18. INVENTORY & Office Equip/All American-College St	16,500.00	0.00	OA	0.00	FA
19. INVENTORY& Office Equip/Discout Mattress-Tyler	10,000.00	0.00	OA	0.00	FA

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

Case No: 08-61094 BP Judge: BILL PARKER  
Case Name: BATES BUSINESS GROUP, INC.

Trustee Name: Michael J. McNally  
Date Filed (f) or Converted (c): 11/25/08 (f)  
341(a) Meeting Date: 12/19/08  
Claims Bar Date: 03/23/09

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
20. INVENTORY& Office Equip/MattressFactoryOutlet-Lvw	31,500.00	0.00	OA	0.00	FA
21. INVENTORY& Office Equip/MattressFactoryOutlet-Texa	10,000.00	0.00	OA	0.00	FA
22. INVENTORY& Office Equip/Mattress Mart-Mesquite	15,000.00	0.00	OA	0.00	FA
23. INVENTORY& Office Equip/Sit N Sleep-Texarkana	26,500.00	0.00	OA	0.00	FA
24. OTHER MISCELLANEOUS-Preferential pay, L&P Financia (u)	0.00	12,151.63		12,151.63	FA
25. FINANCIAL ACCOUNTS-First State Bank & Trust (u) Order entered 01/22/09	0.00	0.00	OA	0.00	FA
INT. Post-Petition Interest Deposits (u)	Unknown	N/A		3.42	Unknown

				Gross Value of Remaining Assets
TOTALS (Excluding Unknown Values)	\$182,131.90	\$15,108.23	\$15,110.65	\$0.00
				(Total Dollar Amount in Column 6)

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): 12/01/09      Current Projected Date of Final Report (TFR): 03/31/10

**FORM 2**  
**ESTATE CASH RECEIPTS AND DISBURSEMENTS RECORD**

Case No: 08-61094 -BP  
Case Name: BATES BUSINESS GROUP, INC.

Trustee Name: Michael J. McNally  
Bank Name: BANK OF AMERICA, N.A.  
Account Number / CD #: \*\*\*\*\*3706 BofA - Money Market Account

Taxpayer ID No: \*\*\*\*\*3763  
For Period Ending: 03/31/10

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 Trans. Code	Deposits (\$)	Disbursements (\$)	Account / CD Balance (\$)
			BALANCE FORWARD				0.00
C 01/29/09 01/29/09	11	American Electric Power Asset Sales Memo:	Refund Electric Co. - MT2913 SECURITY DEPOSITS-Utility deposit \$226.02	1129-000	226.02		226.02 226.02
C 02/26/09 02/26/09	24	Leggett & Platt Inc. Carthage, Missouri 64836 Asset Sales Memo:	Recov of Preferential payment  OTHER MISCELLANEOUS-Preferential pay, L&P Financia \$2,545.78	1241-000	2,545.78		2,771.80 2,771.80
C 03/19/09 03/19/09	24	Royal Sleep Products 900 S Haltom Rd Fort Worth, Tx 76117 Asset Sales Memo:	Recovery of 1/2 Preference paymment  OTHER MISCELLANEOUS-Preferential pay, L&P Financia \$4,802.50	1241-000	4,802.50		7,574.30 7,574.30
C 03/31/09 03/31/09	11	American Electric Power P O Box 24400 Canton, OH 44701-4400 Asset Sales Memo:	Refund-Utility Deposit-MT2913  SECURITY DEPOSITS-Utility deposit \$229.58	1129-000	229.58		7,803.88 7,803.88
C 03/31/09	INT	BANK OF AMERICA, N.A.	Interest Rate 0.010	1270-000	0.03		7,803.91
C 04/17/09 04/17/09	24	Royal Sleep Products, Inc. 900 S Halton Rd Ft Worth, Tx 76117 Asset Sales Memo:	Bal. of Preference payment - MT2913  OTHER MISCELLANEOUS-Preferential pay, L&P Financia \$4,803.35	1241-000	4,803.35		12,607.26 12,607.26
C 04/30/09	INT	BANK OF AMERICA, N.A.	Interest Rate 0.030	1270-000	0.21		12,607.47

**FORM 2**  
**ESTATE CASH RECEIPTS AND DISBURSEMENTS RECORD**

Case No: 08-61094 -BP  
Case Name: BATES BUSINESS GROUP, INC.

Trustee Name: Michael J. McNally  
Bank Name: BANK OF AMERICA, N.A.  
Account Number / CD #: \*\*\*\*\*3706 BofA - Money Market Account

Taxpayer ID No: \*\*\*\*\*3763  
For Period Ending: 03/31/10

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 Trans. Code	Deposits (\$)	Disbursements (\$)	Account / CD Balance (\$)
C 05/29/09	INT	BANK OF AMERICA, N.A.	Interest Rate 0.030	1270-000	0.32		12,607.79
C 06/30/09	INT	BANK OF AMERICA, N.A.	Interest Rate 0.030	1270-000	0.31		12,608.10
C 07/31/09	INT	BANK OF AMERICA, N.A.	Interest Rate 0.030	1270-000	0.32		12,608.42
C 08/26/09		Bill Watson Auction Service P O Box 713 Kilgore, Tx 75663	Sale-00 Doge, Ford, Chevy P/U	1129-000	2,500.00		15,108.42
08/26/09	12	Asset Sales Memo:	VEHICLES-2000 Chevy S10 truck \$1,000.00				15,108.42
08/26/09	13	Asset Sales Memo:	VEHICLES-2000 Dodge Ram truck \$500.00				15,108.42
08/26/09	14	Asset Sales Memo:	VEHICLES-2000 Ford E350 truck \$1,000.00				15,108.42
C 08/31/09	INT	BANK OF AMERICA, N.A.	Interest Rate 0.030	1270-000	0.32		15,108.74
C 09/30/09	INT	BANK OF AMERICA, N.A.	Interest Rate 0.030	1270-000	0.37		15,109.11
C t 10/14/09		Transfer to Acct #*****3926	Bank Funds Transfer	9999-000		684.00	14,425.11
C 10/30/09	INT	BANK OF AMERICA, N.A.	Interest Rate 0.030	1270-000	0.37		14,425.48
C t 11/06/09		Transfer to Acct #*****3926	Bank Funds Transfer	9999-000		2,550.00	11,875.48
C 11/30/09	INT	BANK OF AMERICA, N.A.	Interest Rate 0.030	1270-000	0.31		11,875.79
C 12/31/09	INT	BANK OF AMERICA, N.A.	Interest Rate 0.030	1270-000	0.30		11,876.09
C 01/29/10	INT	BANK OF AMERICA, N.A.	Interest Rate 0.030	1270-000	0.29		11,876.38
C 02/26/10	INT	BANK OF AMERICA, N.A.	Interest Rate 0.030	1270-000	0.27		11,876.65

FORM 2

ESTATE CASH RECEIPTS AND DISBURSEMENTS RECORD

Case No: 08-61094 -BP  
Case Name: BATES BUSINESS GROUP, INC.

Trustee Name: Michael J. McNally  
Bank Name: BANK OF AMERICA, N.A.  
Account Number / CD #: \*\*\*\*\*3706 BofA - Money Market Account

Taxpayer ID No: \*\*\*\*\*3763  
For Period Ending: 03/31/10

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 Trans. Code	Deposits (\$)	Disbursements (\$)	Account / CD Balance (\$)
C t 03/18/10		Transfer to Acct #*****3926	Bank Funds Transfer	9999-000		1,323.00	10,553.65
C t 03/24/10		Transfer to Acct #*****3926	Bank Funds Transfer	9999-000		7,130.68	3,422.97

\* Reversed  
t Funds Transfer  
C Bank Cleared

Account *****3706	Balance Forward	0.00		
	14 Deposits	15,107.23	0	Checks 0.00
	12 Interest Postings	3.42	0	Adjustments Out 0.00
			4	Transfers Out 11,687.68
	Subtotal	\$ 15,110.65		Total \$ 11,687.68
	0 Adjustments In	0.00		
	0 Transfers In	0.00		
	Total	\$ 15,110.65		

**FORM 2**  
**ESTATE CASH RECEIPTS AND DISBURSEMENTS RECORD**

Case No: 08-61094 -BP  
Case Name: BATES BUSINESS GROUP, INC.

Trustee Name: Michael J. McNally  
Bank Name: BANK OF AMERICA, N.A.  
Account Number / CD #: \*\*\*\*\*3926 BofA - Checking Account

Taxpayer ID No: \*\*\*\*\*3763  
For Period Ending: 03/31/10

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 Trans. Code	Deposits (\$)	Disbursements (\$)	Account / CD Balance (\$)
			BALANCE FORWARD				0.00
C t 10/14/09		Transfer from Acct #*****3706	Bank Funds Transfer	9999-000	684.00		684.00
C 10/14/09	003001	Bill Watson Auction Service P O Box 713 Kilgore, Tx 75663	Auctioneer Fees - MT2913	3610-000		250.00	434.00
C 10/14/09	003002	Bill Watson Auction Service P O Box 713 Kilgore, Tx 75663	Auctioneer Expenses - MT2913	3620-000		434.00	0.00
C t 11/06/09		Transfer from Acct #*****3706	Bank Funds Transfer	9999-000	2,550.00		2,550.00
C 11/06/09	003003	Robert W. Peddy Gollob Morgan Peddy & Co. P.C. 3620 Old Bullard Rd, Ste. 100 Tyler, Tx 75701	Prep. 2008 Form 1120 Corp Income Tax Return - Inv 72039	3410-000		2,550.00	0.00
C t 03/18/10		Transfer from Acct #*****3706	Bank Funds Transfer	9999-000	1,323.00		1,323.00
C 03/18/10	003004	Gollob Morgan Peddy & Co. P.C. 3620 Old Bullard Rd, Ste. 100 Tyler, Tx 75701	Prep. Foprm 1120S, S Corp. Inv. 74532	3410-000		1,323.00	0.00
C t 03/24/10		Transfer from Acct #*****3706	Bank Funds Transfer	9999-000	7,130.68		7,130.68
C 03/24/10	003005	McNally & Patrick, L.L.P. P O Box 1080 Tyler, Tx 75710	Attorney Fees for Trustee MT-2913	3110-000		6,661.00	469.68

**FORM 2**

**ESTATE CASH RECEIPTS AND DISBURSEMENTS RECORD**

Case No: 08-61094 -BP  
Case Name: BATES BUSINESS GROUP, INC.

Trustee Name: Michael J. McNally  
Bank Name: BANK OF AMERICA, N.A.  
Account Number / CD #: \*\*\*\*\*3926 BofA - Checking Account

Taxpayer ID No: \*\*\*\*\*3763  
For Period Ending: 03/31/10

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 Trans. Code	Deposits (\$)	Disbursements (\$)	Account / CD Balance (\$)
C 03/24/10	003006	McNally & Patrick, L.L.P. P O Box 1080 Tyler, Tx 75710	Attorney Expenses for Trustee MT-2913	3120-000		469.68	0.00

\* Reversed  
t Funds Transfer  
C Bank Cleared

Account *****3926	Balance Forward	0.00		
	0 Deposits	0.00	6 Checks	11,687.68
	0 Interest Postings	0.00	0 Adjustments Out	0.00
			0 Transfers Out	0.00
	Subtotal	\$ 0.00		
			Total	\$ 11,687.68
	0 Adjustments In	0.00		
	4 Transfers In	11,687.68		
	Total	\$ 11,687.68		

Report Totals	Balance Forward	0.00		
	14 Deposits	15,107.23	6 Checks	11,687.68
	12 Interest Postings	3.42	0 Adjustments Out	0.00
			4 Transfers Out	11,687.68
	Subtotal	\$ 15,110.65		
			Total	\$ 23,375.36
	0 Adjustments In	0.00		
	4 Transfers In	11,687.68		
	Total	\$ 26,798.33	Net Total Balance	\$ 3,422.97

Claims Register  
ANALYSIS OF CLAIMS REGISTER

Case Number: 08-61094 Page 1 Date: March 31, 2010  
 Debtor Name: BATES BUSINESS GROUP, INC. Claim Class, Priority Sequence

Code #	Creditor Name & Address	Claim Class	Notes	Scheduled	Claimed	Allowed
999-1 001 3610-00	Bill Watson Auction Service P O Box 713 Kilgore, Tx 75663	Administrative Fees - Auctioneer - ID#450-36-1147		\$0.00	\$250.00	\$250.00
999-2 001 3620-00	Bill Watson Auction Service P O Box 713 Kilgore, Tx 75663	Administrative Auctioneer Expenses-MT2913		\$0.00	\$434.00	\$434.00
999-3 001 3410-00	Robert W. Peddy Gollob Morgan Peddy & Co. P.C. 3620 Old Bullard Rd, Ste. 100 Tyler, Tx 75701	Administrative Preparation of 2008 Form 1120 Corporation Income Tax Return		\$0.00	\$2,550.00	\$2,550.00
999-4 001 3410-00	Gollob Morgan Peddy & Co. P.C. 3620 Old Bullard Rd, Ste. 100 Tyler, Tx 75701	Administrative Prep. 2009 Form 1120S, S Corp Inv. 74532		\$0.00	\$1,323.00	\$1,323.00
999-5 001 3110-00	McNally & Patrick, L.L.P. P O Box 1080 Tyler, Tx 75710	Administrative Attorney Fees for Trustee - MT2913		\$0.00	\$6,661.00	\$6,661.00
999-6 001 3120-00	McNally & Patrick, L.L.P. P O Box 1080 Tyler, Tx 75710	Administrative Attorney Expenses for Trustee - MT2913		\$0.00	\$469.68	\$469.68
Subtotal for Class Administrative				\$0.00	\$11,687.68	\$11,687.68
000027B 040 5800-00	Internal Revenue Service PO Box 21126 Philadelphia PA 19114	Priority	Filed 03/10/09	\$0.00	\$32,121.17	\$32,121.17
000030 040 5800-00	Comptroller of Public Accounts c/o Office of the Attorney General Bankruptcy - Collections Division PO Box 12548 Austin TX 78711-2548	Priority	Filed 03/12/09	\$0.00	\$41,453.75	\$41,153.75
Subtotal for Class Priority				\$0.00	\$73,574.92	\$73,274.92
000001 070 7100-00	L&P Financial Services, Co. Attn: Jason Pena No. 1 Leggett Road Carthage, MO 64836	Unsecured	Filed 12/15/08	\$0.00	\$19,905.95	\$19,905.95
000002 070 7100-00	Bryan Eagle 1729 Briarcrest Dr Bryan TX 77802	Unsecured	Filed 12/31/08	\$0.00	\$4,396.56	\$4,396.56
000003 070 7100-00	Tyler Morning Telegraph PO Box 2030 Tyler TX 75710-2030	Unsecured	Filed 12/31/08	\$0.00	\$6,291.75	\$6,291.75
000004 070 7100-00	Tempur-Pedic PO Box 632852 Cincinnati OH 45263-2852	Unsecured	Filed 01/05/09	\$0.00	\$13,397.00	\$13,397.00

Claims Register  
ANALYSIS OF CLAIMS REGISTER

Case Number: 08-61094 Page 2 Date: March 31, 2010  
 Debtor Name: BATES BUSINESS GROUP, INC. Claim Class, Priority Sequence

Code #	Creditor Name & Address	Claim Class	Notes	Scheduled	Claimed	Allowed
000005 070 7100-00	Zurich American Insurance Company Attn: Marla Gatta 1400 American Lane Schaumburg, IL 60196	Unsecured	Filed 01/07/09	\$0.00	\$4,374.03	\$4,374.03
000006 070 7100-00	American Classifieds Attn: B.J. Minor 923 S. Texas Ave. Bryan, TX 77803	Unsecured	Filed 01/09/09	\$0.00	\$476.00	\$476.00
000008 070 7100-00	Capital Business Credit, LLC 1799 W. Oakland Park Boulevard Ft. Lauderdale, FL 33311	Unsecured	Filed 01/26/09	\$0.00	\$9,471.21	\$9,471.21
000009 070 7100-00	College Station Utilities 310 Krenek Tap Rd. College Station, TX 77840	Unsecured	Filed 02/09/09	\$0.00	\$865.00	\$865.00
000010 070 7100-00	College Station Utilities 310 Krenek Tap Rd. College Station, TX 77840	Unsecured	Filed 02/09/09	\$0.00	\$634.20	\$634.20
000011 070 7100-00	College Station Utilities 310 Krenek Tap Rd. College Station, TX 77840	Unsecured	Filed 02/09/09	\$0.00	\$223.43	\$223.43
000012 070 7100-00	Sealy, Inc. c/o FMCA P o Box 5929 High Point NC 27262	Unsecured	Filed 02/12/09	\$0.00	\$36,391.00	\$36,391.00
000013 070 7100-00	Yellow Book Pacific c/o RMS Bankruptcy Recovery Services P O Box 5126 Timonium Maryland 21094	Unsecured	Filed 02/12/09	\$0.00	\$1,322.06	\$1,322.06
000014 070 7100-00	Corps Ventures LLC 111 University Dr E Ste 200 College Station TX 77840	Unsecured	Filed 02/13/09	\$0.00	\$14,096.25	\$14,096.25
000015 070 7100-00	Coaster Co 14901 Grand River Rd Fort Worth TX 76155	Unsecured	Filed 02/17/09	\$0.00	\$4,992.72	\$4,992.72
000016 070 7100-00	Texarkana Water Utilities PO Box 2008 Texarkana, TX 75504	Unsecured	Filed 02/18/09	\$0.00	\$504.00	\$504.00
000017 070 7100-00	Comerica Bank c/o Richard G. Dafoe Vincent, Lopez, Serafino & Jenevein, P.C 2001 Bryan Street, Suite 2000 Dallas, TX 75201	Unsecured	Filed 02/20/09	\$0.00	\$999,425.98	\$995,528.98

Claims Register  
ANALYSIS OF CLAIMS REGISTER

Case Number: 08-61094 Page 3 Date: March 31, 2010  
 Debtor Name: BATES BUSINESS GROUP, INC. Claim Class, Priority Sequence

Code #	Creditor Name & Address	Claim Class	Notes	Scheduled	Claimed	Allowed
000018 070 7100-00	BB&T Commercial Finance PO Box 310 High Point, NC 27261	Unsecured	Filed 02/24/09	\$0.00	\$818.00	\$818.00
000019 070 7100-00	Spring Air Attn: Corey McCaffvey 500 S. Falkenburg Rd. Tampa, FL 33619	Unsecured	Filed 02/25/09	\$0.00	\$2,376.00	\$2,376.00
000020 070 7100-00	Downey Publishing 2545 E Southlake Blvd Southlake TX 76092-6609	Unsecured	Filed 02/25/09	\$0.00	\$2,293.64	\$2,293.64
000025 070 7100-00	Bryan TX Utilities PO Box 8000 Bryan, TX 77805	Unsecured	Filed 03/02/09	\$0.00	\$242.56	\$242.56
000026 070 7100-00	Waste Management RMC 2625 W. Grandview Rd., Ste. 150 Phoenix, AZ 85023	Unsecured	Filed 03/09/09	\$0.00	\$184.50	\$184.50
000027A 070 7100-00	Internal Revenue Service PO Box 21126 Philadelphia PA 19114	Unsecured	Filed 03/10/09	\$0.00	\$2,583.29	\$2,583.29
000028 070 7100-00	The Bryan-College Station Eagle (8618) c/o Szabo Associates, Inc. 3355 Lenox Road NE, 9th Floor Atlanta, GA 30326	Unsecured	Filed 03/10/09	\$0.00	\$4,396.56	\$4,396.56
000029 070 7100-00	FIA CARD SERVICES, NA/BANK OF AMERICA BY AMERICAN INFOSOURCE LP AS ITS AGENT PO Box 248809 Oklahoma City, OK 73124-8809	Unsecured	Filed 03/10/09	\$0.00	\$22,977.07	\$22,977.07
000031A 070 7100-00	First Bank and Trust East Texas 2510 W. Frank Street Lufkin, Texas 75902-1728	Unsecured	Filed 03/23/09	\$0.00	\$114,051.91	\$114,051.91
000032 070 7100-00	Royal Sleep Products, Ltd. c/o Michael Hrabal, P.C. 2501 Parkview, Suite 123 Fort Worth, TX 76102	Unsecured	Filed 03/23/09	\$0.00	\$61,214.05	\$0.00
000033 070 7100-00	Texarkana Newspapers PO Box 621 Texarkana TX 75504	Unsecured	Filed 04/02/09	\$0.00	\$196.58	\$0.00
Subtotal for Class Unsecured				\$0.00	\$1,328,101.30	\$1,262,793.67
000007 050 4210-00	Keystone Equipment Finance 433 New Park Ave. West Hartford, CT 06110	Secured	Filed 01/20/09	\$0.00	\$9,829.32	\$0.00

Claims Register  
ANALYSIS OF CLAIMS REGISTER

Case Number: 08-61094 Page 4  
 Debtor Name: BATES BUSINESS GROUP, INC. Date: March 31, 2010  
Claim Class, Priority Sequence

Code #	Creditor Name & Address	Claim Class	Notes	Scheduled	Claimed	Allowed
000021 050 4800-00	Dallas County c/o Laurie Spindler Linebarger Goggan Blair & Sampson, LLP 2323 Bryan St., Suite 1600 Dallas, TX 75201	Secured	Filed 02/27/09	\$0.00	\$208.38	\$208.38
000022 050 4800-00	Gregg County c/o Laurie Spindler Linebarger Goggan Blair & Sampson, LLP 2323 Bryan St., Suite 1600 Dallas, TX 75201	Secured	Filed 02/27/09	\$0.00	\$524.83	\$524.83
000024 050 4800-00	Smith County Dallas County c/o Laurie Spindler Linebarger Goggan Blair & Sampson, LLP 2323 Bryan St., Suite 1600 Dallas, TX 75201	Secured	Filed 02/27/09	\$0.00	\$133.17	\$133.17
000031B 050 4110-00	First Bank and Trust East Texas 2510 W. Frank Street Lufkin, Texas 75902-1728	Secured	Filed 03/23/09	\$0.00	\$17,125.40	\$17,125.40
000034 050 4700-00	Bowie CAD c/o Michael Reed P O Box 1269 Round Rock, TX 78680	Secured	Filed 07/24/09	\$0.00	\$4,368.21	\$0.00
000035 050 4700-00	Brazos County c/o Michael Reed P O Box 1269 Round Rock, TX 78680	Secured	Filed 07/24/09	\$0.00	\$1,814.00	\$0.00
000036 050 4700-00	Tyler Independent School District c/o Tab Beall Perdue Brandon Fielder Collins & Mott PO Box 2007 Tyler, TX 75710-2007	Secured	Filed 08/17/09	\$0.00	\$259.84	\$0.00
Subtotal for Class Secured				\$0.00	\$34,263.15	\$17,991.78
Case Totals:				\$0.00	\$1,447,627.05	\$1,365,748.05

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

## TRUSTEE'S PROPOSED DISTRIBUTION

Exhibit D

Case No.: 08-61094

Case Name: BATES BUSINESS GROUP, INC.

Trustee Name: Michael J. McNally

Claims of secured creditors will be paid as follows:

<i>Claimant</i>	<i>Proposed Payment</i>
<u>Dallas County</u>	\$ _____
<u>Gregg County</u>	\$ _____
<u>Smith County</u>	\$ _____
<u>First Bank and Trust East Texas</u>	\$ _____

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

<i>Reason/Applicant</i>	<i>Fees</i>	<i>Expenses</i>
<u>Trustee: Michael J. McNally</u>	\$ _____	\$ _____
<u>Attorney for trustee:</u>	\$ _____	\$ _____
<u>Appraiser:</u>	\$ _____	\$ _____
<u>Auctioneer:</u>	\$ _____	\$ _____
<u>Accountant:</u>	\$ _____	\$ _____
<u>Special Attorney for trustee:</u>	\$ _____	\$ _____
<u>Charges:</u>	\$ _____	\$ _____
<u>Fees:</u>	\$ _____	\$ _____
<u>Other:</u>	\$ _____	\$ _____
<u>Other:</u>	\$ _____	\$ _____

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

<i>Reason/Applicant</i>	<i>Fees</i>	<i>Expenses</i>
<u>Attorney for debtor:</u>	\$ _____	\$ _____
<u>Attorney for:</u>	\$ _____	\$ _____
<u>Accountant for:</u>	\$ _____	\$ _____
<u>Appraiser for:</u>	\$ _____	\$ _____
<u>Other:</u>	\$ _____	\$ _____

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:

<i>Claim Number</i>	<i>Claimant</i>	<i>Allowed Amt. of Claim</i>	<i>Proposed Payment</i>
<u>000027B</u>	<u>Internal Revenue Service</u>	\$ _____	\$ _____
	<u>Comptroller of Public</u>		
<u>000030</u>	<u>Accounts</u>	\$ _____	\$ _____
_____	_____	\$ _____	\$ _____

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.

Timely allowed general (unsecured) claims are as follows:

<i>Claim Number</i>	<i>Claimant</i>	<i>Allowed Amt. of Claim</i>	<i>Proposed Payment</i>
<u>000001</u>	<u>L&amp;P Financial Services, Co.</u>	\$ _____	\$ _____
<u>000002</u>	<u>Bryan Eagle</u>	\$ _____	\$ _____

<i>Claim Number</i>	<i>Claimant</i>	<i>Allowed Amt. of Claim</i>	<i>Proposed Payment</i>
<u>000003</u>	<u>Tyler Morning Telegraph</u>	<u>\$</u>	<u>\$</u>
<u>000004</u>	<u>Tempur-Pedic</u>	<u>\$</u>	<u>\$</u>
	<i>Zurich American Insurance</i>		
<u>000005</u>	<u>Company</u>	<u>\$</u>	<u>\$</u>
<u>000006</u>	<u>American Classifieds</u>	<u>\$</u>	<u>\$</u>
<u>000008</u>	<u>Capital Business Credit, LLC</u>	<u>\$</u>	<u>\$</u>
<u>000009</u>	<u>College Station Utilities</u>	<u>\$</u>	<u>\$</u>
<u>000010</u>	<u>College Station Utilities</u>	<u>\$</u>	<u>\$</u>
<u>000011</u>	<u>College Station Utilities</u>	<u>\$</u>	<u>\$</u>
<u>000012</u>	<u>Sealy, Inc.</u>	<u>\$</u>	<u>\$</u>
<u>000013</u>	<u>Yellow Book Pacific</u>	<u>\$</u>	<u>\$</u>
<u>000014</u>	<u>Corps Ventures LLC</u>	<u>\$</u>	<u>\$</u>
<u>000015</u>	<u>Coaster Co</u>	<u>\$</u>	<u>\$</u>
<u>000016</u>	<u>Texarkana Water Utilities</u>	<u>\$</u>	<u>\$</u>
<u>000017</u>	<u>Comerica Bank</u>	<u>\$</u>	<u>\$</u>
<u>000018</u>	<u>BB&amp;T Commercial Finance</u>	<u>\$</u>	<u>\$</u>
<u>000019</u>	<u>Spring Air</u>	<u>\$</u>	<u>\$</u>
<u>000020</u>	<u>Downey Publishing</u>	<u>\$</u>	<u>\$</u>
<u>000025</u>	<u>Bryan TX Utilities</u>	<u>\$</u>	<u>\$</u>
<u>000026</u>	<u>Waste Management RMC</u>	<u>\$</u>	<u>\$</u>
<u>000027A</u>	<u>Internal Revenue Service</u>	<u>\$</u>	<u>\$</u>
	<i>The Bryan-College Station</i>		
<u>000028</u>	<u>Eagle (8618)</u>	<u>\$</u>	<u>\$</u>
	<i>FIA CARD SERVICES,</i>		
<u>000029</u>	<u>NA/BANK OF AMERICA</u>	<u>\$</u>	<u>\$</u>

<i>Claim Number</i>	<i>Claimant</i>	<i>Allowed Amt. of Claim</i>	<i>Proposed Payment</i>
	<i>First Bank and Trust East</i>		
<u>000031A</u>	<u>Texas</u>	<u>\$</u>	<u>\$</u>

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:

<i>Claim Number</i>	<i>Claimant</i>	<i>Allowed Amt. of Claim</i>	<i>Proposed Payment</i>
_____	_____	<u>\$</u>	<u>\$</u>
_____	_____	<u>\$</u>	<u>\$</u>
_____	_____	<u>\$</u>	<u>\$</u>

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:

<i>Claim Number</i>	<i>Claimant</i>	<i>Allowed Amt. of Claim</i>	<i>Proposed Payment</i>
_____	_____	<u>\$</u>	<u>\$</u>
_____	_____	<u>\$</u>	<u>\$</u>
_____	_____	<u>\$</u>	<u>\$</u>

The amount of surplus returned to the debtor after payment of all claims and interest is  
\$ .