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U.S. BANKRUPTCY COURT
DEPUTY

UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF TEXAS
BEAUMONT DIVISION

IN RE	§	
Trinity Water Reserve, Inc. DBA	§	
Devers Canal System	§	CASE NO. 93-10408-DRS
	§	CHAPTER 7
DEBTOR(S).	§	

TRUSTEE'S FINAL REPORT, APPLICATION FOR COMPENSATION, AND REPORT OF PROPOSED DISTRIBUTION

Mark A. Weisbart, Trustee of the estate of the above-named Debtor(s), certifies to the Court and the United States Trustee, that the Trustee has faithfully and properly fulfilled the duties of the office of the Trustee, that the Trustee has examined all proofs of claim as appropriate under the proposed distribution, and that the proposed distribution, attached hereto, is proper, and consistent with the law and rules of the Court. The Trustee applies for commissions and expenses set forth herein and states that they are reasonable and proper.

Therefore, the Trustee requests that the Final Report, Application for Compensation, and Report of Proposed Distribution be approved.

DATE: 05/12/99

Mark A. Weisbart, Trustee
Texas Bar No. 21102650
8117 Preston Road
700 Preston Commons West
Dallas, TX 75225
(214) 373-2810; Fax (214) 373-0241
CHAPTER 7 TRUSTEE

****

REVIEWED BY THE UNITED STATES TRUSTEE

I have reviewed the Trustee's Final Report, Application for Compensation, and Report of Proposed Distribution.

UNITED STATES TRUSTEE
EASTERN DISTRICT OF TEXAS

Date: 6-4-99

By: _____

UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF TEXAS
BEAUMONT DIVISION

IN RE	§	
Trinity Water Reserve, Inc. DBA	§	
Devers Canal System	§	CASE NO. 93-10408-DRS
	§	CHAPTER 7
DEBTOR(S).	§	

TRUSTEE'S FINAL REPORT, APPLICATION FOR COMPENSATION AND APPLICATION TO CLOSE CASE AND DISCHARGE TRUSTEE

The Trustee of the estate presents the following Final Report:

1. The Trustee applies for commissions and expenses set forth in Schedule A and states: That they are reasonable and proper, that in the course of the performance of duties, the Trustee has advanced monies from personal funds for expenses, and that the Trustee has not been reimbursed or indemnified.

2. The Trustee submits Form I as a summary of the assets and an estate record. Any property scheduled under 11 U.S.C. §521(1) and not administered shall be deemed abandoned pursuant to 11 U.S.C. §554(c).

3. The Trustee has reduced all asset of this estate to cash or otherwise lawfully disposed of them and the estate is ready to be closed.

4. The Trustee submits Form II as the account of the estate cash receipts and disbursements.

5. There is no agreement or understanding between the Trustee and any other person for a division of the compensation sought by this application except as permitted by the Bankruptcy Code.

6. The Trustee requests approval of this Final Report.

7. The Trustee has examined each and every claim filed and noted his approval of claims as filed, or he has filed objections to allowances or requests for reclassification.

8. The Trustee further requests that after final distribution of all monies in accordance with the Trustee's Report of Final Distribution, and upon filing of a Supplemental Final Report and Account and certification by the U.S. Trustee, the Trustee be discharged from office and the case be closed.

I declare under penalty of perjury that this report and attached Schedules are true and correct to the best of my knowledge.

DATED: 5-12, 1999.

MARK A. WEISBART, CHAPTER 7 TRUSTEE

SCHEDULE A-1

FINAL ACCOUNT AS OF May 12, 1999

A. RECEIPTS		$14,283,769.52
B. DISBURSEMENTS		
(1) Secured Creditors	$ + 89,306.20	
(2) Administrative	$ + 2,243,850.61	
(3) Priority	$ + 19,169.52	
(4) Other: Unsecured	$ + 11,805,828.40	
TOTAL DISBURSEMENTS		$14,158,154.73
CURRENT BALANCE		$125,614.78

TRUSTEE'S FINAL REPORT CASE SUMMARY

TRUSTEE: **WEISBART**

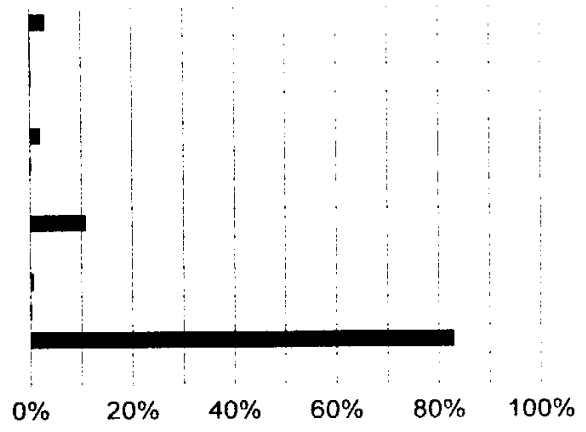
COMMENTS:

CASE NAME: TRINITY WATER RESERVE, INC.

CASE NUMBER: 93-10408

DATE UST APPROVED: 06-04-99

ESTATE INCOME:		
TOTAL RECEIPTS:	$14,278,335.52	100.00%
ESTATE EXPENSES:		
TRUSTEE'S COMMISSION	428,530.07	3.00%
TRUSTEE'S EXPENSES	5,767.65	0.04%
FIRM'S PROFESSIONAL FEES	36,038.00	0.25%
FIRM'S PROFESSIONAL EXPENSES	1,249.32	0.01%
OTHER ATTORNEY FEES	287,054.48	2.01%
OTHER PROFESSIONAL FEES	15,229.88	0.11%
COURT COSTS	150.00	0.00%
ESTATE EXPENSES(TAXES, ETC)	1,548,093.67	10.84%
PRIOR CHAPTER COSTS	0.00	0.00%
SECURED CLAIMS PAID	89,306.18	0.63%
PRIORITY CLAIMS PAID	19,169.52	0.13%
UNSECURED CLAIMS PAID	11,847,746.75	82.98%
OTHER(RETURN TO DEBTOR, ETC)	0.00	0.00%



UNSECURED CLAIMS ALLOWED	UNSECURED CLAIMS PAID	PERCENT RECOVERED FOR UNSECURED
15,859,372.30	11,847,746.75	74.71%

FORM 1

INDIVIDUAL ESTATE PROPERTY RECORD AND REPORT

ASSET CASES

Case No: 93-10408 DRS Judge: Donald R. Sharp
Case Name: Trinity Water Reserve, Inc. DBA
Devers Canal System
For Period Ending: 05/12/99

Trustee Name: Mark A. Weisbart, Trustee
Date Filed (f) or Converted (c): 03/31/93 (f)
341(a) Meeting Date: 05/14/93
Claims Bar Date: APPLIED FOR

1	2	3	4	5	6	7	8
Asset Description (Scheduled and Unscheduled (u) Property)	Petition/ Unscheduled Values	Est Net Value (Value Determined by Trustee, Less Liens, Exemptions, and Other Costs)	Property Abandoned OA=554(a) DA=554(c)	Sale/Funds Received by the Estate	Asset Fully Administered (FA)/ Gross Value of Remaining Assets	Lien Amount	Exempt Amount
1. 1965 FLTBD TRUCK All automobiles, trucks, trailers and other vehicles were lumped together and not given a separate value per vehicle. We assume this truck was included in that lump sum amount; hence the "unknown" designation.	0.00	497.00		497.00	FA		
2. 1990 CHEV CHEYENNE #169788 All automobiles, trucks, trailers and other vehicles were lumped together and not given a separate value per vehicle. We assume this truck was included in that lump sum amount; hence the "unknown" designation.	0.00	4,563.93		4,563.93	FA		
3. 1990 GMC#551324 All automobiles, trucks, trailers and other vehicles were lumped together and not given a separate value per vehicle. We assume this truck was included in that lump sum amount; hence the "unknown" designation.	0.00	3,774.73		3,774.73	FA		
4. 1990 CHEV SILVERADO #195867 All automobiles, trucks, trailers and other vehicles were lumped together and not given a separate value per vehicle. We assume this truck was included in that lump sum amount; hence the "unknown" designation.	0.00	6,247.03		6,247.03	FA		
5. Escrow Funds	0.00	191,873.36		191,873.36	FA		

FORM 1

INDIVIDUAL ESTATE PROPERTY RECORD AND REPORT

ASSET CASES

Case No: 93-10408 DRS Judge: Donald R. Sharp
Case Name: Trinity Water Reserve, Inc. DBA
Devers Canal System

Trustee Name: Mark A. Weisbart, Trustee
Date Filed (f) or Converted (c): 03/31/93 (f)
341(a) Meeting Date: 05/14/93
Claims Bar Date: APPLIED FOR

1	2	3	4	5	6	7	8
Asset Description (Scheduled and Unscheduled (u) Property)	Petition/ Unscheduled Values	Est Net Value (Value Determined by Trustee, Less Liens, Exemptions, and Other Costs)	Property Abandoned OA=554(a) DA=554(c)	Sale/Funds Received by the Estate	Asset Fully Administered (FA)/ Gross Value of Remaining Assets	Lien Amount	Exempt Amount
6. Property & Easement	160,000.00	0.00		0.00	0.00	2,600,000.00	
7. Bldg. & Improvements	192,561.81	0.00		0.00	0.00	192,561.81	
Buildings and improvements. Under Amount of Secured Claim was the entry "estimated", but not dollar amount was shown							
8. Cash on Hand	105.00	154.86		154.86	FA		
9. Cash in Bank Accounts	1,496.16	1,024.73		1,024.73	FA		
Listed under "Type of Property" as checking, savings or other financial accounts, certificates of deposit, or shares in banks, savings and loan, thrift, building and loan, and homestead associations, or credit unions, brokerage houses or cooperatives. Was not separated out and given individual values. All located at First Liberty National in Liberty, Texas.							
10. Security Deposits	1,000.00	0.00		0.00	0.00	1,000.00	
With Gulf States Utilities, Beaumont, Texas.							
11. Accounts Receivable	67,612.20	0.00		0.00	0.00	67,612.20	
Listed on Exhibit "A" which was attached to Schedule B, with various amounts set out.							
12. Licenses, Franchises, etc.	0.00	0.00		0.00	0.00		
13. Other Vehicles	60,323.32	1,000.00		1,000.00	FA		

FORM 1

INDIVIDUAL ESTATE PROPERTY RECORD AND REPORT

ASSET CASES

Case No: 93-10408 DRS Judge: Donald R. Sharp
Case Name: Trinity Water Reserve, Inc. DBA
Devers Canal System

Trustee Name: Mark A. Weisbart, Trustee
Date Filed (f) or Converted (c): 03/31/93 (f)
341(a) Meeting Date: 05/14/93
Claims Bar Date: APPLIED FOR

1	2	3	4	5	6	7	8
Asset Description (Scheduled and Unscheduled (u) Property)	Petition/ Unscheduled Values	Est Net Value (Value Determined by Trustee, Less Liens, Exemptions, and Other Costs)	Property Abandoned OA=554(a) DA=554(c)	Sale/Funds Received by the Estate	Asset Fully Administered (FA)/ Gross Value of Remaining Assets	Lien Amount	Exempt Amount
Listed as automobiles, trucks, trailers and other vehicles on Sch B. We assume it included the trucks listed as Items 1, 2, 3 and 4 above as the list did not set out year of vehicles or individual dollar values.							
14. Office Eqpt, Furnishings & Supplies	32,593.99	0.00		0.00	0.00	32,593.99	
15. Machinery, Fixtures, et al	1,793,066.21	0.00		0.00	0.00	1,793,066.21	1.00
Not itemized on the exhibit attached to Schedule B, nor given individual dollar amounts.							
16. Other Personal Property	100,000.00	750.00		750.00	FA		
Includes easements at $50,000.00 and water rights at $50,000.00 according to Schedule B.							
17. Est. Tax Account (u)	0.00	23,829.00		23,829.00	FA		
18. Lease Payment Acct. (u)	0.00	103,225.76		103,225.76	FA		
19. Water Rights	50,000.00	13,651,180.00		13,651,180.00	FA		
20. Permits	0.00	9,000.00		9,000.00	FA		
21. Greenhill Petroleum Corp.	0.00	750.00		750.00	FA		
Delay rental - oil and gas proceeds.							
22. Oil and Gas	0.00	2,400.00		2,400.00	FA		
23. Bond Endorsement	0.00	5,434.00		5,434.00	FA		
24. Chevron Companies	0.00	145.02		145.02	FA		
Overpayment on account.							
25. Post-Petition Interest Deposits (u)	0.00	N/A		2,252.14	FA		

FORM 1

INDIVIDUAL ESTATE PROPERTY RECORD AND REPORT

ASSET CASES

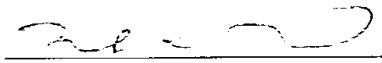
Case No: 93-10408 DRS Judge: Donald R. Sharp
Case Name: Trinity Water Reserve, Inc. DBA
Devers Canal System

Trustee Name: Mark A. Weisbart, Trustee
Date Filed (f) or Converted (c): 03/31/93 (f)
341(a) Meeting Date: 05/14/93
Claims Bar Date: APPLIED FOR

1	2	3	4	5	6	7	8
Asset Description (Scheduled and Unscheduled (u) Property)	Petition/ Unscheduled Values	Est Net Value (Value Determined by Trustee, Less Liens, Exemptions, and Other Costs)	Property Abandoned OA=554(a) DA=554(c)	Sale/Funds Received by the Estate	Asset Fully Administered (FA)/ Gross Value of Remaining Assets	Lien Amount	Exempt Amount
TOTALS (Excluding Unknown Values)	$2,458,758.69	$14,005,849.42		$14,008,101.56	$0.00	4,686,834.21	1.00
					(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): 12/31/98 Current Projected Date of Final Report (TFR): 12/31/98



Date: 05/12/99

Mark A. Weisbart, Trustee

FORM 2

ESTATE CASH RECEIPTS AND DISBURSEMENTS RECORD

Case No: 93-10408 DRS
Case Name: Trinity Water Reserve, Inc. DBA
Devers Canal System
Taxpayer ID No: 75-6461532
For Period Ending: 05/12/99

Trustee Name: Mark A. Weisbart, Trustee
Bank Name: NationsBank, N.A.
Account Number: 1292485571 Lease/Tax Escrow Savings Account

Blanket Bond (per case limit):
Separate Bond (if applicable): $ 420,000.00

1	2	3	4	5	6	7	8	9	10
Transaction Date	Check or Reference	Paid To / Received From	Description Of Transaction	Deposits ($)	Interest ($)	Checks ($)	Adjustments ($)	Transfers ($)	Account Balance ($)
05/26/94	17	???	Initial Deposit	1,833.00					1,833.00
06/08/94	17	Devers Canal Rice Producers Assn P. O. Box 276 Devers, TX 77538	Est. June Taxes	1,833.00					3,666.00
06/17/94	17	Devers Canal Rice Producers Assn P. O. Box 276 Devers, TX 77538	Est. July Taxes	1,833.00					5,499.00
06/30/94			Interest Recv'd from Bank		4.74				5,503.74
07/21/94	17	Devers Canal Rice Producers Assn P. O. Box 276 Devers, TX 77538	Est. August Taxes	1,833.00					7,336.74
07/29/94			Interest Recv'd from Bank		11.51				7,348.25
08/31/94	17	Devers Canal Rice Producers Assn P. O. Box 276 Devers, TX 77538	Est. Taxes, Sept.	1,833.00					9,181.25
08/31/94			Interest Recv'd from Bank		12.30				9,193.55
09/29/94	17	Devers Canal Rice Producers Assn P. O. Box 276 Devers, TX 77538	Est. October Taxes	1,833.00					11,026.55
09/30/94			Interest Recv'd from Bank		13.88				11,040.43
10/26/94	17	Devers Canal Rice Producers Assn P. O. Box 276 Devers, TX 77538	Est. November Taxes	1,833.00					12,873.43
10/31/94			Interest Recv'd from Bank		17.63				12,891.06
11/30/94	17	Devers Canal Rice Producers Assn P. O. Box 276 Devers, TX 77538	Est. Taxes, December	1,833.00					14,724.06
11/30/94			Interest Recv'd from Bank		19.62				14,743.68
12/21/94	17	Devers Canal Rice Producers Assn P. O. Box 276 Devers, TX 77538	Est. Taxes, Jan. 1995	1,833.00					16,576.68
12/30/94			Interest Recv'd from Bank		23.06				16,599.74
01/19/95	17	Devers Canal Rice Producers Assn	Est. Tax, Feb., 1995	1,833.00					18,432.74

FORM 2

ESTATE CASH RECEIPTS AND DISBURSEMENTS RECORD

Case No: 93-10408 DRS
Case Name: Trinity Water Reserve, Inc. DBA Devers Canal System
Taxpayer ID No: 75-6461532
For Period Ending: 05/12/99

Trustee Name: Mark A. Weisbart, Trustee
Bank Name: NationsBank, N.A.
Account Number: 1292485571 Lease/Tax Escrow Savings Account

Blanket Bond (per case limit):
Separate Bond (if applicable): $ 420,000.00

1	2	3	4	5	6	7	8	9	10
Transaction Date	Check or Reference	Paid To / Received From	Description Of Transaction	Deposits ($)	Interest ($)	Checks ($)	Adjustments ($)	Transfers ($)	Account Balance ($)
		P. O. Box 276 Devers, TX 77538							
01/26/95		Transfer to acct #1293358272 12 1293358272, 00	Transfer MMA To Checking To cover a portion of the 1994 property taxes due.					-14,766.74	3,666.00
01/31/95			Interest Recv'd from Bank		23.56				3,689.56
02/28/95			Interest Recv'd from Bank		5.94				3,695.50
03/23/95	17	Devers Canal Rice Producers Assn P. O. Box 276 Devers, TX 77538	Est.Taxes, March, 1995	1,833.00					5,528.50
03/31/95			Interest Recv'd from Bank		10.17				5,538.67
04/21/95	17	Devers Canal Rice Producers Assn P. O. Box 276 Devers, TX 77538	Esti. Taxes, April, 1995	1,833.00					7,371.67
04/28/95			INTEREST REC'D FROM BANK		13.36				7,385.03
05/31/95			INTEREST REC'D FROM BANK		20.06				7,405.09
06/12/95	17	Devers Canal Rice Producers Assn P. O. Box 276 Devers, TX 77538	Estimated taxes 5/15/95	1,833.00					9,238.09
06/23/95		Transfer to acct #1293358272 24 1293358272, 00	Transfer MMA To Checking					-9,238.09	0.00
06/30/95			INTEREST REC'D FROM BANK		17.80				17.80
07/31/95			INTEREST REC'D FROM BANK		0.05				17.85
08/24/95		Transfer to acct #1293350022 45 1293350022, 00	Trans.Lease/Escrow to Savings Per Mark Weisbart, 8/24/95, due to $17.85 remaining balance.					-17.85	0.00
08/31/95			INTEREST REC'D FROM BANK		0.04				0.04
10/06/95		Transfer to acct #1293350022 50 1293350022, 00	Close out of account transfer to general savings per MAW, 10/06/95.					-0.04	0.00
01/17/96	23	Maxson Mahoney Turner, Inc.	Refund of bond endorsement	2,047.00					2,047.00
03/21/96		Transfer to acct #1293350022	Transfer funds to Savings					-2,047.00	0.00

FORM 2
ESTATE CASH RECEIPTS AND DISBURSEMENTS RECORD

Case No: 93-10408 DRS
Case Name: Trinity Water Reserve, Inc. DBA Devers Canal System
Taxpayer ID No: 75-6461532
For Period Ending: 05/12/99

Trustee Name: Mark A. Weisbart, Trustee
Bank Name: NationsBank, N.A.
Account Number: 1292485571 Lease/Tax Escrow Savings Account

Blanket Bond (per case limit):
Separate Bond (if applicable): $ 420,000.00

1	2	3	4	5	6	7	8	9	10
Transaction Date	Check or Reference	Paid To / Received From	Description Of Transaction	Deposits ($)	Interest ($)	Checks ($)	Adjustments ($)	Transfers ($)	Account Balance ($)
		80 1293350022, 00	posted to this account in error.						
04/05/96			Interest Recv'd from Bank Bank error; account coded as checking account; interest earned for period 1/18/96 through 3/22/96.		9.76				9.76
04/05/96		Transfer to acct #1293350022 83 1293350022, 00	Transfer funds to Savings interest not posted by Bank; corrected error and transfer interest accrued to general savings.					-9.76	0.00

Account 1292485571

	Balance Forward	0.00			
14	Deposits	25,876.00	0	Checks	0.00
16	Interest Postings	203.48	0	Adjustments Out	0.00
			6	Transfers Out	26,079.48
	Subtotal	$ 26,079.48		Total	$ 26,079.48
0	Adjustments In	0.00			
0	Transfers In	0.00			
	Total	$ 26,079.48			

FORM 2

ESTATE CASH RECEIPTS AND DISBURSEMENTS RECORD

Case No: 93-10408 DRS
Case Name: Trinity Water Reserve, Inc. DBA Devers Canal System
Taxpayer ID No: 75-6461532
For Period Ending: 05/12/99

Trustee Name: Mark A. Weisbart, Trustee
Bank Name: NationsBank, N.A.
Account Number: 1292485589 General Savings Account (Closed)

Blanket Bond (per case limit):
Separate Bond (if applicable): $ 420,000.00

1	2	3	4	5	6	7	8	9	10
Transaction Date	Check or Reference	Paid To / Received From	Description Of Transaction	Deposits ($)	Interest ($)	Checks ($)	Adjustments ($)	Transfers ($)	Account Balance ($)
05/25/94		Devers Canal Rice Producers Assn P. O. Box 276 Devers, TX 77538	Lease Payment	8,225.80					8,225.80
05/26/94	8	Debtor	Initial Deposit	154.86					8,380.66
05/31/94			Interest Recv'd from Bank		2.50				8,383.16
06/08/94		Devers Canal Rice Producers Assn P. O. Box 276 Devers, TX 77538	June Lease Payment	15,000.00					23,383.16
06/09/94	9	First Liberty National Bank	Close out bank account	1,024.73					24,407.89
06/17/94		Devers Canal Rice Producers Assn P. O. Box 276 Devers, TX 77538	July Lease Payment	12,500.00					36,907.89
06/30/94			Interest Recv'd from Bank		45.23				36,953.12
07/21/94		Devers Canal Rice Producers Assn P. O. Box 276 Devers, TX 77538	Lease Payment, August	12,500.00					49,453.12
07/25/94		Transfer to acct #1293350022 1 1293350022, 00	Tsf partial bal to open new acct					-37,007.83	12,445.29
07/29/94			Interest Recv'd from Bank		57.76				12,503.05
07/29/94		Nationsbank	FDIC insurance debited				-5.24		12,497.81
08/04/94			Interest Recv'd from Bank		3.85				12,501.66
08/04/94		Transfer to acct #1293350022 2 1293350022, 00	Close account; open 1293350022					-12,501.66	0.00

FORM 2

ESTATE CASH RECEIPTS AND DISBURSEMENTS RECORD

Case No: 93-10408 DRS
Case Name: Trinity Water Reserve, Inc. DBA Devers Canal System
Taxpayer ID No: 75-6461532
For Period Ending: 05/12/99

Trustee Name: Mark A. Weisbart, Trustee
Bank Name: NationsBank, N.A.
Account Number: 1292485589 General Savings Account (Closed)

Blanket Bond (per case limit):
Separate Bond (if applicable): $ 420,000.00

1	2	3	4	5	6	7	8	9	10
Transaction Date	Check or Reference	Paid To / Received From	Description Of Transaction	Deposits ($)	Interest ($)	Checks ($)	Adjustments ($)	Transfers ($)	Account Balance ($)

Account 1292485589

	Balance Forward	0.00			
6	Deposits	49,405.39	0	Checks	0.00
4	Interest Postings	109.34	1	Adjustments Out	5.24
			2	Transfers Out	49,509.49
	Subtotal	$ 49,514.73		Total	$ 49,514.73
0	Adjustments In	0.00			
0	Transfers In	0.00			
	Total	$ 49,514.73			

FORM 2
ESTATE CASH RECEIPTS AND DISBURSEMENTS RECORD

Case No: 93-10408 DRS
Case Name: Trinity Water Reserve, Inc. DBA Devers Canal System
Taxpayer ID No: 75-6461532
For Period Ending: 05/12/99

Trustee Name: Mark A. Weisbart, Trustee
Bank Name: NationsBank, N.A.
Account Number: 1293350022 General Savings Account

Blanket Bond (per case limit):
Separate Bond (if applicable): $ 420,000.00

1	2	3	4	5	6	7	8	9	10
Transaction Date	Check or Reference	Paid To / Received From	Description Of Transaction	Deposits ($)	Interest ($)	Checks ($)	Adjustments ($)	Transfers ($)	Account Balance ($)
07/25/94		Transfer from acct #1292485589 9 1292485589, 01	Close Gen. Savings/open new G.S.A.					37,007.83	37,007.83
07/29/94			Interest Recv'd from Bank		9.38				37,017.21
08/04/94		Transfer from acct #1292485589 13 1292485589, 01	Close account; open 1293350022					12,501.66	49,518.87
08/05/94		Nationsbank	FDIC insurance reimbursed				5.24		49,524.11
08/31/94	1	Glass	Sale of truck	497.00					50,021.11
08/31/94	18	Devers Canal Rice Producers Assn P. O. Box 276 Devers, TX 77538	Lease Payment	12,500.00					62,521.11
08/31/94	2, 3, 4	Eagle Auto Sales	Sale of trucks (2-4)	14,585.69					77,106.80
08/31/94			Interest Recv'd from Bank		79.73				77,186.53
09/29/94	18	Devers Canal Rice Producers Assn P. O. Box 276 Devers, TX 77538	Lease Payment	6,500.00					83,686.53
09/30/94			Interest Recv'd from Bank		112.96				83,799.49
10/26/94	18	Devers Canal Rice Producers Assn P. O. Box 276 Devers, TX 77538	Lease Payment	500.00					84,299.49
10/31/94			Interest Recv'd from Bank		131.22				84,430.71
11/30/94	18	Devers Canal Rice Producers Assn P. O. Box 276 Devers, TX 77538	Lease Payment, December	500.00					84,930.71
11/30/94			Interest Recv'd from Bank		128.48				85,059.19
12/07/94	16	Greenhill Petroleum Corporation 11490 Westheimer, Suite 200 Houston, TX 77077	Greenhill, Rt. of Way Easement	750.00					85,809.19
12/21/94	18	Devers Canal Rice Producers Assn P. O. Box 276 Devers, TX 77538	Lease Payment, Jan. 1995	500.00					86,309.19
12/30/94			Interest Recv'd from Bank		130.32				86,439.51

FORM 2

ESTATE CASH RECEIPTS AND DISBURSEMENTS RECORD

Case No: 93-10408 DRS
Case Name: Trinity Water Reserve, Inc. DBA Devers Canal System
Taxpayer ID No: 75-6461532
For Period Ending: 05/12/99

Trustee Name: Mark A. Weisbart, Trustee
Bank Name: NationsBank, N.A.
Account Number: 1293350022 General Savings Account

Blanket Bond (per case limit):
Separate Bond (if applicable): $ 420,000.00

1	2	3	4	5	6	7	8	9	10
Transaction Date	Check or Reference	Paid To / Received From	Description Of Transaction	Deposits ($)	Interest ($)	Checks ($)	Adjustments ($)	Transfers ($)	Account Balance ($)
01/19/95	18	Devers Canal Rice Producers Assn P. O. Box 276 Devers, TX 77538	Lease Payment, Feb. 1995	500.00					86,939.51
01/26/95		Transfer to acct #1293358272 11 1293358272, 00	Transfer MMA to checking Transfer to general checking to pay fee app. of Lain, Faulkner					-5,044.63	81,894.88
01/26/95		Transfer to acct #1293358272 13 1293358272, 00	Transfer MMA To Checking Transfer to cover a portion of the 1994 property taxes due					-7,221.12	74,673.76
01/31/95			Interest Recv'd from Bank		136.88				74,810.64
02/01/95		Transfer to acct #1293358272 19 1293358272, 00	Transfer MMA to checking Funds to pay first interim fee app for Daniel Thornton per Order of court.					-3,238.60	71,572.04
02/28/95			Interest Recv'd from Bank		115.19				71,687.23
03/07/95		Transfer to acct #1293358272 22 1293358272, 00	Transfer MMA To Checking Per MAWeisbart, there was a transfer of $42,728.38 from the general savings to Checking #1293358272 which, when coupled with the deposit of $18,499.37, will be used to write a check to Akin, Gump, Strauss, Hauer & Feld in payment of the fee app. in this case.					-42,728.38	28,958.85
03/23/95	18	Devers Canal Rice Producers Assn P. O. Box 276 Devers, TX 77538	Lease Payment, for 3/15/95	10,000.00					38,958.85
03/31/95			Interest Recv'd from Bank		99.07				39,057.92
04/21/95	18	Devers Canal Rice Producers Assn P. O. Box 276 Devers, TX 77538	Lease Payment, 4-15-95	10,000.00					49,057.92
04/28/95			INTEREST REC'D FROM BANK		93.24				49,151.16
05/31/95			INTEREST REC'D FROM BANK		133.49				49,284.65
06/12/95	18	Devers Canal Rice Producers Assn P. O. Box 276 Devers, TX 77538	Lease Payment 5/15/95	10,000.00					59,284.65

FORM 2
ESTATE CASH RECEIPTS AND DISBURSEMENTS RECORD

Case No: 93-10408 DRS
Case Name: Trinity Water Reserve, Inc. DBA Devers Canal System
Taxpayer ID No: 75-6461532
For Period Ending: 05/12/99

Trustee Name: Mark A. Weisbart, Trustee
Bank Name: NationsBank, N.A.
Account Number: 1293350022 General Savings Account

Blanket Bond (per case limit):
Separate Bond (if applicable): $ 420,000.00

1	2	3	4	5	6	7	8	9	10
Transaction Date	Check or Reference	Paid To / Received From	Description Of Transaction	Deposits ($)	Interest ($)	Checks ($)	Adjustments ($)	Transfers ($)	Account Balance ($)
06/21/95	18	Devers Canal Rice Producers Assn P. O. Box 276 Devers, TX 77538	Lease Payment	3,999.96					63,284.61
06/27/95	19	San Jacinto River Authority	Closing/sale Closing with San Jacinto River Authority.	1,180.00					64,464.61
06/27/95	19	San Jacinto River Authority	Closing/sale Closing with San Jacinto River Authority.	13,650,000.00					13,714,464.61
06/30/95			INTEREST REC'D FROM BANK		4,618.60				13,719,083.21
06/30/95		Glass, Paul	wire trans. T/C060, BAI *Correction of 00038 check; s/b referenced as transfer to checking account, and wire transfer from checking account to Paul Glass, per Order authorizing Chapter 7 Trustee to make interim disbursement of funds.				-1,900,000.00		11,819,083.21
06/30/95		Transfer to acct #1293378452 1 1293378452, 00	Oper.exp./Estate's s/repair canal					-100,000.00	11,719,083.21
07/06/95	5	Trinity Water Reserve Inc. SJRA Escrow Acct-closed acct.	Proceeds f/San Jacinto River Author	90,551.61					11,809,634.82
07/10/95		Transfer to acct #1293358272 28 1293358272, 00	Transfer MMA To Checking					-8,950.00	11,800,684.82
07/31/95	20		Assignment of permits/Concha Chem.	9,000.00					11,809,684.82
07/31/95			INTEREST REC'D FROM BANK		47,052.78				11,856,737.60
08/06/95	23	Maxon Mahoney Turner Dallas	Refund of bond endorsement	1,284.00					11,858,021.60
08/16/95		Transfer to acct #1293358272 30 1293358272, 00	Trans MMA to Gen.check.Pay claims Per Agreed Order and Purchase & Sale Agreement, on account of Paul Glass.					-3,564,137.63	8,293,883.97
08/24/95		Transfer from acct #1292485571 30	Trans.Lease/Escrow to Savings Per Mark Weisbart, 8/24/95, due to					17.85	8,293,901.82

FORM 2

ESTATE CASH RECEIPTS AND DISBURSEMENTS RECORD

Case No: 93-10408 DRS
Case Name: Trinity Water Reserve, Inc. DBA Devers Canal System
Taxpayer ID No: 75-6461532
For Period Ending: 05/12/99

Trustee Name: Mark A. Weisbart, Trustee
Bank Name: NationsBank, N.A.
Account Number: 1293350022 General Savings Account

Blanket Bond (per case limit):
Separate Bond (if applicable): $ 420,000.00

1	2	3	4	5	6	7	8	9	10
Transaction Date	Check or Reference	Paid To / Received From	Description Of Transaction	Deposits ($)	Interest ($)	Checks ($)	Adjustments ($)	Transfers ($)	Account Balance ($)
		1292485571, 01	$17.85 remaining balance.						
08/29/95	21	Greenhill Petroleum Corporation 11490 Westheimer, Suite 200 Houston, TX 77077	Delay rental/Oil and gas proceeds	750.00					8,294,651.82
08/31/95			INTEREST REC'D FROM BANK		47,446.36				8,342,098.18
09/29/95			INTEREST REC'D FROM BANK		36,530.83				8,378,629.01
10/06/95	22	Swift Energy Company	Annual Surface Rental/Devers Canal Payable to Devers Canal System, P.O. Box 458, Devers, Texas 77538; re: Federal Land Bank #1 Well in the T&NORR Co. Survey #81, A-251.	2,400.00					8,381,029.01
10/06/95		Transfer from acct #1292485571 32 1292485571, 01	Close out of account transfer to general savings per MAW, 10/06/95.					0.04	8,381,029.05
10/12/95	13	Don Nichols	Proceeds from Sale/Real Property	1,000.00					8,382,029.05
10/31/95			INTEREST REC'D FROM BANK		40,505.94				8,422,534.99
11/01/95		Transfer to acct #1293358272 48 1293358272, 00	Transfer MMA To Checking Transfer to general checking and disburse check for $1.1 million to Paul Glass for administrative expenses; per Mark Weisbart, 11-1-95.					-1,100,000.00	7,322,534.99
11/02/95		Transfer to acct #1293358272 50 1293358272, 00	Transfer MMA To Checking transfer to checking to pay Dan Thornton's expenses in connection with inspection of Devers Canal. per MAW, 11-2-95.					-2,329.32	7,320,205.67
11/07/95	23	Maxson Mahoney Turner, Inc.	Refund of bond endorsement bond reduction.	1,211.00					7,321,416.67
11/13/95		Transfer to acct #1293358272 52 1293358272, 00	Transfer MMA To Checking Payment of Pre-Petition claim.					-190,000.00	7,131,416.67
11/14/95		Transfer to acct #1293358272 67 1293358272, 00	Transfer MMA To Checking To be disbursed from general checking.					-8,601.32	7,122,815.35

FORM 2
ESTATE CASH RECEIPTS AND DISBURSEMENTS RECORD

Case No: 93-10408 DRS
Case Name: Trinity Water Reserve, Inc. DBA Devers Canal System
Taxpayer ID No: 75-6461532
For Period Ending: 05/12/99

Trustee Name: Mark A. Weisbart, Trustee
Bank Name: NationsBank, N.A.
Account Number: 1293350022 General Savings Account

Blanket Bond (per case limit):
Separate Bond (if applicable): $ 420,000.00

1	2	3	4	5	6	7	8	9	10
Transaction Date	Check or Reference	Paid To / Received From	Description Of Transaction	Deposits ($)	Interest ($)	Checks ($)	Adjustments ($)	Transfers ($)	Account Balance ($)
11/14/95		Transfer to acct #1293358272 75 1293358272, 00	Transfer MMA To Checking To be disbursed from general checking.					-13,611.68	7,109,203.67
11/14/95		Transfer to acct #1293358272 54 1293358272, 00	Transfer MMA To Checking Payment of Pre-Petition Claims (secured) from general checking, per Exhibit A.					-89,306.18	7,019,897.49
11/14/95		Transfer to acct #1293358272 60 1293358272, 00	Transfer MMA To Checking To be disbursed from general checking.					-92,556.51	6,927,340.98
11/15/95		Transfer from acct #1293358272 101 1293358272, 01	Transfer funds to Savings Per Mark A. Weisbart, Nov. 15, 1995.					74,275.72	7,001,616.70
11/15/95		Transfer to acct #1293358272 82 1293358272, 00	Transfer MMA To Checking To be disbursed from general checking.					-44,302.88	6,957,313.82
11/15/95		Transfer to acct #1293358272 90 1293358272, 00	Transfer MMA To Checking To be disbursed from general checking.					-101,344.50	6,855,969.32
11/16/95	23	Maxson Mahoney Turner, Inc.	Refund of bond endorsement	356.00					6,856,325.32
11/20/95		Transfer to acct #1293358272 102 1293358272, 00	Transfer MMA To Checking to be disbursed from general checking.					-1,115.47	6,855,209.85
11/22/95		Transfer to acct #1293358272 106 1293358272, 00	Transfer MMA To Checking to be disbursed from general checking.					-1,000,000.00	5,855,209.85
11/30/95			INTEREST REC'D FROM BANK		30,619.91				5,885,829.76
12/04/95		Transfer to acct #1293358272 110 1293358272, 00	Transfer MMA To Checking to be disbursed from checking; per Fourth Motion for Disbursement and Order approving Final Application.					-83,903.41	5,801,926.35
12/12/95		Transfer to acct #1293358272 113 1293358272, 00	Transfer MMA To Checking to be disbursed from general checking.					-163,359.56	5,638,566.79
12/12/95		Transfer to acct #1293358272	Transfer MMA To Checking					-1,000,000.00	4,638,566.79

FORM 2
ESTATE CASH RECEIPTS AND DISBURSEMENTS RECORD

Case No: 93-10408 DRS
Case Name: Trinity Water Reserve, Inc. DBA Devers Canal System
Taxpayer ID No: 75-6461532
For Period Ending: 05/12/99

Trustee Name: Mark A. Weisbart, Trustee
Bank Name: NationsBank, N.A.
Account Number: 1293350022 General Savings Account

Blanket Bond (per case limit):
Separate Bond (if applicable): $ 420,000.00

1	2	3	4	5	6	7	8	9	10
Transaction Date	Check or Reference	Paid To / Received From	Description Of Transaction	Deposits ($)	Interest ($)	Checks ($)	Adjustments ($)	Transfers ($)	Account Balance ($)
		112 1293358272, 00	to be disbursed from general checking.						
12/20/95		Transfer to acct #1293358272 116 1293358272, 00	Transfer MMA To Checking Per Order dated December 18, 1995.					-111,052.92	4,527,513.87
12/21/95		Transfer to acct #1293358272 123 1293358272, 00	Payment of unsecured claims check no. 00085 was for incorrect amount; additional transfer from savings and new check issued per Mark Weisbart.					-34,231.75	4,493,282.12
12/21/95		Transfer to acct #1293358272 118 1293358272, 00	Transfer MMA To Checking to be disbursed from checking; 3 checks to Glaco, Inc.					-392,416.89	4,100,865.23
12/27/95		Transfer to acct #1293358272 129 1293358272, 00	Transfer MMA To Checking to be disbursed from general checking.					-3,750,862.95	350,002.28
12/29/95			INTEREST REC'D FROM BANK		20,079.72				370,082.00
01/12/96		Transfer to acct #1293358272 131 1293358272, 00	Transfer MMA To Checking to be disbursed from general checking.					-57,601.87	312,480.13
01/31/96			INTEREST REC'D FROM BANK		1,666.75				314,146.88
02/21/96		Transfer to acct #1293358272 133 1293358272, 00	Transfer MMA To Checking to be disbursed from general checking.					-6,083.85	308,063.03
02/29/96			INTEREST REC'D FROM BANK		1,370.08				309,433.11
03/21/96		Transfer from acct #1292485571 34 1292485571, 01	Transfer funds to Savings posted to this account in error.					2,047.00	311,480.11
03/27/96	24	The Chevron Companies	Overpayment on account	145.02					311,625.13
03/29/96			INTEREST REC'D FROM BANK		1,353.79				312,978.92
04/05/96		Transfer from acct #1292485571 36 1292485571, 01	Transfer funds to Savings interest not posted by Bank; corrected error and transfer interest accrued to general savings.					9.76	312,988.68
04/30/96			INTEREST REC'D FROM BANK		1,508.56				314,497.24

FORM 2
ESTATE CASH RECEIPTS AND DISBURSEMENTS RECORD

Case No: 93-10408 DRS
Case Name: Trinity Water Reserve, Inc. DBA Devers Canal System
Taxpayer ID No: 75-6461532
For Period Ending: 05/12/99

Trustee Name: Mark A. Weisbart, Trustee
Bank Name: NationsBank, N.A.
Account Number: 1293350022 General Savings Account

Blanket Bond (per case limit):
Separate Bond (if applicable): $ 420,000.00

1	2	3	4	5	6	7	8	9	10
Transaction Date	Check or Reference	Paid To / Received From	Description Of Transaction	Deposits ($)	Interest ($)	Checks ($)	Adjustments ($)	Transfers ($)	Account Balance ($)
05/09/96		Transfer to acct #1293358272 138 1293358272, 00	Transfer MMA To Checking to be disbursed from general checking.					-816.00	313,681.24
05/31/96			INTEREST REC'D FROM BANK		1,465.70				315,146.94
06/28/96			INTEREST REC'D FROM BANK		1,328.89				316,475.83
07/02/96		Transfer from acct #1293358272 141 1293358272, 01	Transfer funds to Savings check did not clear; stop payment issued; transfer back to savings.					124.71	316,600.54
07/31/96		INTEREST FROM NationsBank	INTEREST REC'D FROM BANK		1,573.94				318,174.48
08/30/96		INTEREST FROM NationsBank	INTEREST REC'D FROM BANK		1,437.52				319,612.00
09/30/96		INTEREST FROM NationsBank	INTEREST REC'D FROM BANK		1,492.26				321,104.26
10/01/96		Transfer to acct #1293358272	Transfer MMA To Checking					-33.00	321,071.26
10/14/96		Transfer to acct #1293358272	Transfer MMA To Checking					-1,246.19	319,825.07
10/31/96		INTEREST FROM NationsBank	INTEREST REC'D FROM BANK		1,495.89				321,320.96
11/29/96		INTEREST FROM NationsBank	INTEREST REC'D FROM BANK		1,403.24				322,724.20
12/31/96		INTEREST FROM NationsBank	INTEREST REC'D FROM BANK		1,555.52				324,279.72
01/31/97		INTEREST FROM NationsBank	INTEREST REC'D FROM BANK		1,518.08				325,797.80
02/28/97		INTEREST FROM NationsBank	INTEREST REC'D FROM BANK		1,377.40				327,175.20
03/31/97		INTEREST FROM NationsBank	INTEREST REC'D FROM BANK		1,531.77				328,706.97
04/07/97		Transfer to Acct #1293358272	Transfer MMA To Checking					-365.00	328,341.97
04/17/97		Transfer from Acct #1293358272	Transfer funds to Savings					365.00	328,706.97
04/30/97		INTEREST FROM NationsBank	INTEREST REC'D FROM BANK		1,488.41				330,195.38
05/30/97		INTEREST FROM NationsBank	INTEREST REC'D FROM BANK		1,495.93				331,691.31
06/30/97		INTEREST FROM NationsBank	INTEREST REC'D FROM BANK		1,552.91				333,244.22
07/24/97		Transfer to Acct #1293358272	Transfer MMA To Checking					-893.00	332,351.22
07/31/97		INTEREST FROM NationsBank	INTEREST REC'D FROM BANK		1,559.11				333,910.33
08/29/97		INTEREST FROM NationsBank	INTEREST REC'D FROM BANK		1,462.22				335,372.55
09/30/97		INTEREST FROM NationsBank	INTEREST REC'D FROM BANK		1,620.92				336,993.47
10/31/97		INTEREST FROM NationsBank	INTEREST REC'D FROM BANK		1,577.74				338,571.21
11/10/97		Transfer from Acct #1293358272	Transfer funds to Savings					27,660.45	366,231.66
11/20/97		Transfer to Acct #1293358272	Transfer MMA To Checking					-150,000.00	216,231.66

FORM 2
ESTATE CASH RECEIPTS AND DISBURSEMENTS RECORD

Case No: 93-10408 DRS
Case Name: Trinity Water Reserve, Inc. DBA
Devers Canal System
Taxpayer ID No: 75-6461532
For Period Ending: 05/12/99

Trustee Name: Mark A. Weisbart, Trustee
Bank Name: NationsBank, N.A.
Account Number: 1293350022 General Savings Account

Blanket Bond (per case limit):
Separate Bond (if applicable): $ 420,000.00

1	2	3	4	5	6	7	8	9	10
Transaction Date	Check or Reference	Paid To / Received From	Description Of Transaction	Deposits ($)	Interest ($)	Checks ($)	Adjustments ($)	Transfers ($)	Account Balance ($)
11/28/97		INTEREST FROM NationsBank	INTEREST REC'D FROM BANK		1,307.15				217,538.81
11/28/97		Transfer to Acct #1293358272	Transfer MMA To Checking					-5.00	217,533.81
12/18/97		Nationsbank	INTEREST REC'D FROM BANK		623.65				218,157.46
12/18/97		Transfer to acct #1293358272	Final Posting Transfer					-218,157.46	0.00
03/13/98		Transfer from Acct #1293358272	Bank Funds Transfer					168,688.46	168,688.46
03/31/98		NATIONSBANK	Interest Rate 5.499		483.61				169,172.07
04/30/98		NATIONSBANK	Interest Rate 5.499		766.42				169,938.49
05/29/98		NATIONSBANK	INTEREST REC'D FROM BANK		744.18				170,682.67
06/30/98		NATIONSBANK	INTEREST REC'D FROM BANK		824.94				171,507.61
07/31/98		NATIONSBANK	INTEREST REC'D FROM BANK		802.97				172,310.58
08/31/98		NATIONSBANK	INTEREST REC'D FROM BANK		806.72				173,117.30
09/30/98		NATIONSBANK	INTEREST REC'D FROM BANK		784.30				173,901.60
10/22/98		Transfer to Acct #1293358272	Bank Funds Transfer					-49,424.24	124,477.36
10/30/98	25	NationsBank, N.A.	INTEREST REC'D FROM BANK		722.29				125,199.65
11/30/98	25	NationsBank, N.A.	INTEREST REC'D FROM BANK		590.84				125,790.49
12/31/98	25	NationsBank, N.A.	INTEREST REC'D FROM BANK		377.44				126,167.93
01/29/99	25	NationsBank, N.A.	INTEREST REC'D FROM BANK		354.11				126,522.04
02/16/99	25	NationsBank, N.A.	INTEREST REC'D FROM BANK		207.45				126,729.49
02/16/99		Transfer to acct #1293358272	Final Posting Transfer					-126,729.49	0.00

Account 1293350022

	Balance Forward	0.00			
24	Deposits	13,828,710.28	0	Checks	0.00
54	Interest Postings	270,256.80	1	Adjustments Out	1,900,000.00
			37	Transfers Out	12,521,670.80
	Subtotal	$ 14,098,967.08			
				Total	$ 14,421,670.80
1	Adjustments In	5.24			
11	Transfers In	322,698.48			
	Total	$ 14,421,670.80			

FORM 2
ESTATE CASH RECEIPTS AND DISBURSEMENTS RECORD

Case No: 93-10408 DRS
Case Name: Trinity Water Reserve, Inc. DBA Devers Canal System
Taxpayer ID No: 75-6461532
For Period Ending: 05/12/99

Trustee Name: Mark A. Weisbart, Trustee
Bank Name: NationsBank, N.A.
Account Number: 1293358272 General Checking

Blanket Bond (per case limit):
Separate Bond (if applicable): $ 420,000.00

1	2	3	4	5	6	7	8	9	10
Transaction Date	Check or Reference	Paid To / Received From	Description Of Transaction	Deposits ($)	Interest ($)	Checks ($)	Adjustments ($)	Transfers ($)	Account Balance ($)
10/24/94	5	First Liberty National Bank P. O. Box 10109 Liberty, TX 77575-7609	Escrow Fund for Brown & Potts fees This was a check drawn from First Liberty National Bank's escrow fund account. They were supposed to make a cashier's check payable to Brown & Potts for services rendered, but instead, they made the check payable to Trinity Water Reserve, Inc. We, in turn, will draw a check made payable to Brown & Potts in an equal amount.	24,997.00					24,997.00
10/24/94	5	First Liberty National Bank P. O. Box 10109 Liberty, TX 77575-7609	Escrow Fund for San Jacinto RA	40,000.00					64,997.00
10/26/94	000001	San Jacinto River Authority	Fees $40,000.00 was requested from the escrow fund at First Liberty National Bank to reimburse SJRA for fees. The Bank erroneously issued a cashier's check to TrinityWater Reserve, Inc. We deposited the check and then, in turn, drew a check to SJRA in payment of their fees.			40,000.00			24,997.00
10/26/94	000002	Brown & Potts	Fees $24,997.00 was requested from First Liberty National Bank's escrow fund to pay Brown & Potts' legal fees. We requested a cashier's check payable to B&P but the bank erroneously made the cashier's check payable to Trinity Water Reserve, Inc. We deposited the check and, in turn, drew a check payable to Brown & Potts for their fees and expenses.			24,997.00			0.00
11/16/94	5	Estate of Bankrupt	Escrow Fund	1,584.61					1,584.61
11/16/94	000004	Brown & Potts	Expenses to be paid I have to reverse the first check printed and this covers that check. I			1,584.61			0.00

FORM 2
ESTATE CASH RECEIPTS AND DISBURSEMENTS RECORD

Case No: 93-10408 DRS
Case Name: Trinity Water Reserve, Inc. DBA Devers Canal System
Taxpayer ID No: 75-6461532
For Period Ending: 05/12/99

Trustee Name: Mark A. Weisbart, Trustee
Bank Name: NationsBank, N.A.
Account Number: 1293358272 General Checking

Blanket Bond (per case limit):
Separate Bond (if applicable): $ 420,000.00

1	2	3	4	5	6	7	8	9	10
Transaction Date	Check or Reference	Paid To / Received From	Description Of Transaction	Deposits ($)	Interest ($)	Checks ($)	Adjustments ($)	Transfers ($)	Account Balance ($)
			neglected to put the proper print cartridge in printer when I did the other check.						
01/04/95	5	First Liberty National Bank P. O. Box 10109 Liberty, TX 77575-7609	Escrow Fund	16,240.77					16,240.77
01/04/95	000005	Godwin & Carlton	Fees to Godwin & Carlton & Mehaffe6 In payment of balance of fees due to Godwin & Carlton and Mehaffey & Weber pursuant to court order. ,			16,240.77			0.00
01/26/95		Transfer from acct #1293350022 19 1293350022, 01	Transfer MMA to Checking Transfer to general checking to pay fee app. of Lain, Faulkner					5,044.63	5,044.63
01/26/95		Transfer from acct #1293350022 20 1293350022, 01	Transfer MMA To Checking Transfer to cover a portion of the 1994 property taxes due					7,221.12	12,265.75
01/26/95		Transfer from acct #1292485571 18 1292485571, 01	Transfer MMA To Checking To cover a portion of the 1994 property taxes due.					14,766.74	27,032.49
01/26/95	000006	Lain, Faulkner & Company Dallas, TX	Fees, Lain, Faulkner, fee app Payment of fees and expenses per court order on first interim fee application.			5,044.63			21,987.86
01/26/95	000007	Chambers County Tax Ass.Collector	1994 Property Taxes payment of 1994 property taxes			2,302.52			19,685.34
01/26/95	000008	Devers Canal Rice Producers Assn P. O. Box 276 Devers, TX 77538	1994 Property Taxes Payment of 1994 property taxes.			3,210.01			16,475.33
01/26/95	000009	E. Chambers C.C.I.S.D.	1994 Property Taxes Payment of 1994 property taxes.			2,826.74			13,648.59
01/26/95	000010	Liberty County and I.S.D.	1994 Property Taxes Payment of 1994 property taxes.			13,648.59			0.00
02/01/95		Transfer from acct #1293350022 22 1293350022, 01	Fees to Daniel A. Thornton Funds to pay first interim fee app for Daniel Thornton per Order of court.					3,238.60	3,238.60

FORM 2
ESTATE CASH RECEIPTS AND DISBURSEMENTS RECORD

Case No: 93-10408 DRS
Case Name: Trinity Water Reserve, Inc. DBA Devers Canal System
Taxpayer ID No: 75-6461532
For Period Ending: 05/12/99

Trustee Name: Mark A. Weisbart, Trustee
Bank Name: NationsBank, N.A.
Account Number: 1293358272 General Checking

Blanket Bond (per case limit):
Separate Bond (if applicable): $ 420,000.00

1	2	3	4	5	6	7	8	9	10
Transaction Date	Check or Reference	Paid To / Received From	Description Of Transaction	Deposits ($)	Interest ($)	Checks ($)	Adjustments ($)	Transfers ($)	Account Balance ($)
02/01/95	000011	Daniel A. Thornton P. O. Box 636 Eagle Lake, TX 77434	Fees for fee app. Payment of fee application			3,238.60			0.00
03/07/95	5	First Liberty National Bank P. O. Box 10109 Liberty, TX 77575-7609	Escrow Fund	18,499.37					18,499.37
03/07/95		Transfer from acct #1293350022 24 1293350022, 01	Transfer MMA To Checking Per MAWeisbart, there was a transfer of $42,728.38 from the general savings to Checking #1293358272 which, when coupled with the deposit of $18,499.37, will be used to write a check to Akin, Gump, Strauss, Hauer & Feld in payment of the fee app. in this case.					42,728.38	61,227.75
03/10/95	000012	Akin, Gump, Strauss, Hauer & Feld 1700 Pacific Ave., Suite 4100 Dallas, TX 75201-4618	Attorney Fees in payment of First Interim Fee App lication Payment of the first interim fee application of Akin, Gump by order of court dated 2/6/95			61,227.75			0.00
06/23/95		Transfer from acct #1292485571 27 1292485571, 01	Transfer MMA To Checking					9,238.09	9,238.09
* 06/26/95	000013	Dayton State Bank	Closing/Terms of Settlement and Agr eement Closing of Terms of Settlement and Agreement/Trinity Water Reserve, Inc. and Devers Canal			9,238.00			0.09
* 06/26/95	000013	Dayton State Bank	VOID			-9,238.00			9,238.09
06/26/95	000014	Dayton State Bank	1995 Property Tax Escrow Account/Cl osing for Trinity Water Reserve and Devers Canal			9,238.00			0.09
07/06/95		Paul Glass GAS Unlimited 6001 Savoy, Suite 565 Houston, TX 77036	Transfer MMA To Checking per court order dated July 9, 1995 authorizing Chapter 7 Trustee to make interim disbursement of excess funds to Debtor. THIS TRANSACTION WAS HANDLED				1,900,000.00		1,900,000.09

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Transaction Date	Check or Reference	Paid To / Received From	Description Of Transaction	Deposits ($)	Interest ($)	Checks ($)	Adjustments ($)	Transfers ($)	Account Balance ($)
			BY BANK AND A TEMPORARY SECRETARY, AND WAS INADVERTENTLY NOT POSTED TO THE CHECKING ACCOUNT.						
07/06/95		Glass, Paul	Disbursement/Proc.Sale Water Rights per Court Order dated 7/5/95; wire transfer to Paul Glass, Texas Commerce Bank, Account No. 0810036540, Routing Number 113000609. THIS TRANSACTION WAS DONE BY BANK AND TEMPORARY SECRETARY AND WAS INADVERTENTLY NOT POSTED TO EPI/TCMS SYSTEM CHECKING ACCOUNT LEDGER.				-1,900,000.00		0.09
07/10/95		Transfer from acct #1293350022 44 1293350022, 01	Transfer MMA To Checking					8,950.00	8,950.09
07/11/95	000015	Maxson Mahoney Turner, Inc. 8610 King George Dr. Dallas, TX 75235	Bond of Trustee in Bankruptcy (NEW) re: $13,900,000 closing			8,950.00			0.09
08/16/95		Transfer from acct #1293350022 44 1293350022, 01	Trans MMA to Gen.check: Pay claims Per Agreed Order and Purchase & Sale Agreement, on account of Paul Glass.					3,564,137.63	3,564,137.72
08/16/95	000016	PaineWebber Incorporated	Payment of claims Per Agreed Order and Purchase & Sale Agreement, on account of Paul Glass.			1,402,593.00			2,161,544.72
08/16/95	000017	Ila Boyt Maxwell	Payment of claims Per Agreed Order and Purchase and Sale Agreement, on account of Paul Glass.			130,138.12			2,031,406.60
* 08/16/95	000018	The C.K. Boyt Trusts	Payment of claims Per Agreed Order and Purchase & Sale Agreement, on account of Paul Glass.			93,517.00			1,937,889.60

FORM 2

ESTATE CASH RECEIPTS AND DISBURSEMENTS RECORD

Case No: 93-10408 DRS
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For Period Ending: 05/12/99

Trustee Name: Mark A. Weisbart, Trustee
Bank Name: NationsBank, N.A.
Account Number: 1293358272 General Checking

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Separate Bond (if applicable): $ 420,000.00

1	2	3	4	5	6	7	8	9	10
Transaction Date	Check or Reference	Paid To / Received From	Description Of Transaction	Deposits ($)	Interest ($)	Checks ($)	Adjustments ($)	Transfers ($)	Account Balance ($)
* 08/16/95	000018	The C.K. Boyt Trusts	VOID Re-issue check to Lamar Maxwell & Patrick E. Boyt as Trustees of the C.K. Boyt Trusts, per phone call from Jack Bird's office.			-93,517.00			2,031,406.60
08/16/95	000019	Ronald J. Sommers,Trus.Patrick Boyt	Payment of claims Per Agreed Order and Purchase & Sale Agreement, on account of Paul Glass.			134,892.00			1,896,514.60
08/16/95	000020	Ronald J. Sommers,Trus Patrick Boyt	Payment of claims For PaineWebber Attorneys' Fees.			13,534.00			1,882,980.60
08/16/95	000021	Kathleen N. Boyt	Payment of claims Per Agreed Order and Purchase and Sale Agreement, on account of Paul Glass.			446,617.00			1,436,363.60
08/16/95	000022	Mark C. Boyt	Payment of claims Per Agreed Order and Purchase and Sale Agreement, on account of Paul Glass.			112,782.00			1,323,581.60
08/16/95	000023	Jefferson E. Boyt	Payment of claims Per Agreed Order and Purchase and Sale Agreement, on account of Paul Glass.			112,782.00			1,210,799.60
08/16/95	000024	John Barrett Jeffrey	Payment of claims Per Agreed Order and Purchase and Sale Agreement, on account of Paul Glass.			451,128.00			759,671.60
08/16/95	000025	Julia Jeffrey Rathgeber	Payment of claims Per Agreed Order and Purchase and Sale Agreement, on account of Paul Glass.			451,128.00			308,543.60
08/16/95	000026	Orgain, Bell & Tucker	Payment of claims Per Agreed Order and Purchase and Sale Agreement, on account of Paul Glass.			43,203.00			265,340.60
08/16/95	000027	Crutchfield, Decordova & Chauveaux	Payment of claims Per Agreed Order and Purchase and Sale Agreement, on account of Paul Glass.			7,683.88			257,656.72
08/16/95	000028	Lamar Maxwell & Patrick E. Boyt, Trustees of the C.K. Boyt Trusts	Payment of claims Per Agreed Order and Purchase and Sale Agreement, on account of Paul Glass.			93,517.00			164,139.72

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Bank Name: NationsBank, N.A.
Account Number: 1293358272 General Checking

Blanket Bond (per case limit):
Separate Bond (if applicable): $ 420,000.00

1	2	3	4	5	6	7	8	9	10
Transaction Date	Check or Reference	Paid To / Received From	Description Of Transaction	Deposits ($)	Interest ($)	Checks ($)	Adjustments ($)	Transfers ($)	Account Balance ($)
08/18/95	000029	Mark A. Weisbart, Trustee 1700 Pacific Ave., Suite 4100 Dallas, TX 75201-4618	Trustee Interim Compensation Per Agreed Order and Purchase and Sale Agreement.			164,139.63			0.09
11/01/95		Transfer from acct #1293350022 54 1293350022, 01	Transfer MMA To Checking Transfer to general checking and disburse check for $1.1 million to Paul Glass for administrative expenses; per Mark Weisbart, 11-1-95.					1,100,000.00	1,100,000.09
11/01/95	000031	Glass, Paul	Administrative Expenses per Mark A. Weisbart, 11-1-95; disburse check to Paul Glass to pay administrative expenses.			1,100,000.00			0.09
11/02/95		Transfer from acct #1293350022 56 1293350022, 01	Transfer MMA To Checking transfer to checking to pay Dan Thornton's expenses in connection with inspection of Devers Canal. per MAW, 11-2-95.					2,329.32	2,329.41
11/02/95	000032	Mr. or Mrs. Daniel A. Thornton P.O. Box 636 Eagle Lake, TX 77434	Administrative Expenses per MAW, 11-2-95 re: administrative expenses in connection with inspection of Devers Canal.			2,329.32			0.09
11/13/95		Transfer from acct #1293350022 57 1293350022, 01	Transfer MMA To Checking Payment of Pre-Petition claim.					190,000.00	190,000.09
11/13/95	000033	Law Office of Ronald J. Freeman	Payment of claims Payment of Pre-Petition claim.			190,000.00			0.09
11/14/95		Transfer from acct #1293350022 59 1293350022, 01	Transfer MMA To Checking To be disbursed from general checking.					8,601.32	8,601.41
11/14/95		Transfer from acct #1293350022 60 1293350022, 01	Transfer MMA To Checking To be disbursed from general checking.					13,611.68	22,213.09
11/14/95		Transfer from acct #1293350022 57 1293350022, 01	Transfer MMA To Checking Payment of Pre-Petition Claims (secured) from general checking, per Exhibit A.					89,306.18	111,519.27

FORM 2

ESTATE CASH RECEIPTS AND DISBURSEMENTS RECORD

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For Period Ending: 05/12/99

Trustee Name: Mark A. Weisbart, Trustee
Bank Name: NationsBank, N.A.
Account Number: 1293358272 General Checking

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Transaction Date	Check or Reference	Paid To / Received From	Description Of Transaction	Deposits ($)	Interest ($)	Checks ($)	Adjustments ($)	Transfers ($)	Account Balance ($)
11/14/95		Transfer from acct #1293350022 58 1293350022, 01	Transfer MMA To Checking To be disbursed from general checking.					92,556.51	204,075.78
11/15/95		Transfer from acct #1293350022 61 1293350022, 01	Transfer MMA To Checking To be disbursed from general checking.					44,302.88	248,378.66
11/15/95		Transfer from acct #1293350022 62 1293350022, 01	Transfer MMA To Checking To be disbursed from general checking.					101,344.50	349,723.16
11/15/95	000034	East Chambers County Cons. 2600 Citadel Plaza, Suite 110 Houston, TX 77008	Payment of claims Payment of Pre-Petition Claims, through Nov. 15, 1995 principal and interest; per Exhibit A.			10,162.83			339,560.33
11/15/95	000035	Liberty Independent School District c/o Jerry Shiever 4409 Montrose Blvd., Suite 201 Houston, TX 77006	Payment of claims Payment of secured Pre-Petition claim, principal and interest, through Nov. 15, 1995, per Exhibit A.			51,403.48			288,156.85
11/15/95	000036	Chambers County c/o James H. Burshtyn P.O. Box 17428 Austin, TX 78760	Payment of claims Payment of secured Pre-Petition claim, principal and interest through Nov. 15, 1995, per Exhibit A.			8,145.76			280,011.09
11/15/95	000037	Devers ISD c/o Robert Paul Randolph P.O. Box 162256 Austin, TX 78716	Payment of claims Payment of secured Pre-Petition claim, principal and interest through Nov. 15, 1995, per Exhibit A.			19,295.84			260,715.25
* 11/15/95	000038	Chambers County c/o James H. Burshtyn P.O. Box 17428 Austin, TX 78760	Payment of claims Payment of secured Pre-Petition claim, principal and interest through Nov. 15, 1995, per Exhibit A.			298.27			260,416.98
11/15/95	000039	Liberty Automotive & Hardware 800 Main Street Liberty, TX 77575	Payment of claims Payment of unsecured Pre-Petition claim, principal and interest through Nov. 15, 1995, per Exhibit A.			1,072.08			259,344.90
11/15/95	000040	S.K. Hatcher Welding Works P.O. Box 263	Payment of claims Payment of unsecured Pre-Petition claim,			845.85			258,499.05

FORM 2

ESTATE CASH RECEIPTS AND DISBURSEMENTS RECORD

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Devers Canal System
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For Period Ending: 05/12/99

Trustee Name: Mark A. Weisbart, Trustee
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Account Number: 1293358272 General Checking

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Separate Bond (if applicable): $ 420,000.00

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Transaction Date	Check or Reference	Paid To / Received From	Description Of Transaction	Deposits ($)	Interest ($)	Checks ($)	Adjustments ($)	Transfers ($)	Account Balance ($)
		Daisetta, TX 77533	principal and interest through Nov. 15, 1995, per Exhibit A.						
11/15/95	000041	Manning's School Supply 711 North 11th Street Beaumont, TX 77702	Payment of claims Payment of unsecured Pre-Petition claim, principal and interest through Nov. 15, 1995, per Exhibit A.			92.79			258,406.26
11/15/95	000042	Trinity Valley Tractors, Inc. P.O. Box 160 Dayton, TX 77535-0160	Payment of claims Payment of unsecured Pre-Petition claim, principal and interest through Nov. 15, 1995, per Exhibit A.			1.60			258,404.66
11/15/95	000043	Brance-Krachy Co., Inc. P.O. Box 1724 Houston, TX 77251-1724	Payment of claims Payment of unsecured Pre-Petition Claim, principal and interest through Nov. 15, 1995, per Exhibit A.			28.80			258,375.86
11/15/95	000044	Mayor, Day, Caldwell & Keeton c/o Basil Nichols 700 Louisiana, Suite 1900 Houston, TX 77002	Payment of claims Payment of unsecured Pre-Petition claim, principal and interest through Nov. 15, 1995, per Exh. A.			90,515.39			167,860.47
11/15/95	000045	Bado Equipment P.O. Box 262347 Houston, TX 77207	Payment of claims Payment of unsecured Pre-Petition claim, principal and interest through Nov. 15, 1995, per Exh. A.			1,073.65			166,786.82
11/15/95	000046	Southwestern Bell Telephone Co. 3920 FM 1960 West, Suite 222 Houston, TX 77068	Payment of claims Payment of unsecured Pre-Petition claim, principal and interest through Nov. 15, 1995, per Exh. A.			155.64			166,631.18
11/15/95	000047	Joe M. Nall & Associates P.O. Box 8214 Dallas, TX 75205-0367	Payment of claims Payment of unsecured Pre-Petition claim, principal and interest through Nov. 15, 1995, per Exh. A.			3,026.63			163,604.55
11/15/95	000048	American Express Travel Related Ser By: American Express P.O. Box 53779 Phoenix, AZ 85072-3779	Payment of claims Payment of unsecured Pre-Petition claim, principal and interest through Nov. 15, 1995, per Exh. A.			925.60			162,678.95
11/15/95	000049	Chevron Travel Card Services	Payment of claims			1,862.70			160,816.25

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Separate Bond (if applicable): $ 420,000.00

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Transaction Date	Check or Reference	Paid To / Received From	Description Of Transaction	Deposits ($)	Interest ($)	Checks ($)	Adjustments ($)	Transfers ($)	Account Balance ($)
		BY: Chevron U.S.A. P.O. Box 2001 Concord, CA 94529-0001	Payment of unsecured Pre-Petition claim, principal and interest through Nov. 15, 1995, per Exh. A.						
11/15/95	000050	AT&T 1 Oak Way Berkley Heights, NH 07922	Payment of claims Payment of unsecured Pre-Petition claim, principal and interest through Nov. 15, 1995, per Exh. A.			548.99			160,267.26
11/15/95	000051	AT&T 2 Gatehall Drive P.O. Box 827 Parsippany, NJ 07054	Payment of claims Payment of unsecured Pre-Petition claim, principal and interest through Nov. 15, 1995, per Exh. A.			1,008.11			159,259.15
11/15/95	000052	Gulf States Utilities P.O. Box 2951 Beaumont, TX 77704	Payment of claims Payment of unsecured Pre-Petition claim, principal and interest through Nov. 15, 1995, per Exh. A.			5,593.90			153,665.25
11/15/95	000053	Texas Employment Commission c/o Steve White TEC Building Austin, TX 78778	Payment of claims Payment of unsecured Pre-Petition claim, principal and interest through Nov. 15, 1995, per Exh. A.			2,675.92			150,989.33
11/15/95	000054	Aloha Leasing c/o Bennett Funding Group, Inc. Two Clinton Square Syracuse, NY 13202	Payment of claims Payment of unsecured Pre-Petition claim, principal and interest through Nov. 15, 1995, per Exh. A.			1,005.71			149,983.62
11/15/95	000055	Coastal Welding Supply, Inc. P.O. Box 3029 Beaumont, TX 77704	Payment of claims Payment of unsecured Pre-Petition claim, principal and interest through Nov. 15, 1995, per Exh. A.			502.24			149,481.38
11/15/95	000056	Payne Water Well & Drilling Service Route 3, Box 10 Dayton, TX 77535	Payment of claims Payment of unsecured Pre-Petition claim, principal and interest through Nov. 15, 1995, per Exh. A.			2,748.75			146,732.63
11/15/95	000057	Waterman Industries Sales, Inc. P.O. Box 458 Exeter, CA 93221	Payment of claims Payment of unsecured Pre-Petition claim, principal and interest through Nov. 15, 1995, per Exh. A.			1,085.16			145,647.47

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Transaction Date	Check or Reference	Paid To / Received From	Description Of Transaction	Deposits ($)	Interest ($)	Checks ($)	Adjustments ($)	Transfers ($)	Account Balance ($)
11/15/95	000058	G.A.S. Technical Services Co. 6001 Savoy Drive, Suite 505 Houston, TX 77036	Payment of claims Payment of unsecured Pre-Petition claim, principal and interest through Nov. 15, 1995, per Exh. A.			38,843.45			106,804.02
11/15/95	000059	U.S. Trustee, Timothy O'Neal 300 NationsBank Center Tower 111 N. College Tyler, TX 75702	Payment of claims Payment of unsecured Pre-Petition claim, principal and interest through Nov. 15, 1995, per Exh. A.			1,084.43			105,719.59
11/15/95	000060	James O. Miller P.O. Box 207 Devers, TX 77538	Payment of claims Payment of unsecured Pre-Petition claim, principal and interest through Nov. 15, 1995, per Exhibit A.			516.19			105,203.40
11/15/95	000061	Purcell Tire Co. Attn: William Turnbough P.O. Box 100 Potosi, MO 63664	Payment of claims Payment of unsecured Pre-Petition claim, principal and interest through Nov. 15, 1995, per Exh. A.			3,553.60			101,649.80
11/15/95	000062	SWAT, Inc. P.O. Box 1299 Winnie, TX 77665	Payment of claims Payment of unsecured Pre-Petition claim, principal and interest through Nov. 15, 1995, per Exh. A.			178.93			101,470.87
11/15/95	000063	Trinity Valley Tractors, Inc. P.O. Box 160 Dayton, TX	Payment of claims Payment of unsecured Pre-Petition claim, principal and interest through Nov. 15, 1995, per Exh. A.			1.57			101,469.30
* 11/15/95	000064	Drs. Castle and Vignes, Assoc. c/o Tammi Carrawy Robinson, Atty. 4606 F.M. 1960 West, Suite 308 Houston, TX 77069	Payment of claims Payment of unsecured Pre-Petition claim, principal and interest through Nov. 15, 1995, per Exh. A.			124.71			101,344.59
11/15/95	000065	American Express Travel Services c/o Becket & Watkins P.O. Box 3001 Malvern, PA 19355-0701	Payment of claims Payment of unsecured Pre-Petition claim, principal and interest through Nov. 15, 1995, per Exh. A.			2,387.89			98,956.70
11/15/95	000066	Texas Employment Commission T.E.C. Building - Tax Department Austin, TX 78778	Payment of claims Payment of unsecured Pre-Petition claim, principal and interest through Nov. 15,			2,405.56			96,551.14

FORM 2

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			1995, per Exh. A.						
11/15/95	000067	Liberty Electric Company, Inc. P.O. Box 507 Liberty, TX 77575	Payment of claims Payment of unsecured Pre-Petition claim, principal and interest through Nov. 15, 1995, per Exh. A.			3,701.35			92,849.79
* 11/15/95	000068	Reed-Stowe & Co., Inc. 12770 Coit Road, Suite 1107 Dallas, TX 75251	Payment of claims Payment of unsecured Pre-Petition claim, principal and interest through Nov. 15, 1995, per Exh. A.			74,275.63			18,574.16
* 11/15/95	000068	Reed-Stowe & Co., Inc. 12770 Coit Road, Suite 1107 Dallas, TX 75251	VOID Void this check, per Mark A. Weisbart, Nov. 15, 1995.			-74,275.63			92,849.79
11/15/95	000069	AT&T Information Systems, Inc. 1 Oak Way Berkley, NJ 07922	Payment of claims Payment of unsecured Pre-Petition claim, principal and interest through Nov. 15, 1995, per Exh. A.			116.57			92,733.22
11/15/95	000070	GTE Central Anderson Financial Network/GTE 404 Brock Drive Bloomington, IL 61701	Payment of claims Payment of unsecured Pre-Petition claim, princpal and interest through Nov. 15, 1995, per Exh. A.			1,745.15			90,988.07
11/15/95	000071	Texas Natural Resource Conservation c/o Hal F. Morris, Asst. Atty Gen P.O. Box 12548 Austin, TX 78711-2548	Payment of claims Payment of unsecured Pre-Petition claim, principal and interest through Nov. 15, 1995, per Exh. A.			2,624.31			88,363.76
11/15/95	000072	Anahuac Independent School District P.O. Box 638 Anahuac, TX 77514	Payment of claims Payment of unsecured Pre-Petition claim, principal and interest through Nov. 15, 1995, per Exh. A.			1,994.81			86,368.95
11/15/95	000073	Liberty County c/o Kimberly Kuhler 3001 N. Lamar Blvd., Suite 306 Austin, TX 78705	Payment of claims Payment of unsecured Pre-Petition claim, principal and interest through Nov. 15, 1995, per Exh. A.			12,093.23			74,275.72
11/15/95		Transfer to acct #1293350022 63 1293350022, 00	Transfer funds to Savings Per Mark A. Weisbart, Nov. 15, 1995.					-74,275.72	0.00

FORM 2
ESTATE CASH RECEIPTS AND DISBURSEMENTS RECORD

Case No: 93-10408 DRS
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Account Number: 1293358272 General Checking

Blanket Bond (per case limit):
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1	2	3	4	5	6	7	8	9	10
Transaction Date	Check or Reference	Paid To / Received From	Description Of Transaction	Deposits ($)	Interest ($)	Checks ($)	Adjustments ($)	Transfers ($)	Account Balance ($)
11/20/95		Transfer from acct #1293350022 65 1293350022, 01	Transfer MMA To Checking to be disbursed from general checking.					1,115.47	1,115.47
11/20/95	000075	NightRider Overnite Copy Service P.O. Box 149135 Austin, TX 78714-9135	Payment of claims Payment of administrative claim; Fourth Motion for Disbursement of Funds.			205.89			909.58
11/20/95	000076	DocuCopy P.O. Box 6064 Inglewood, CA 90312-6064	Payment of claims Payment of administrative claim; Fourth Motion for Disbursement of Funds.			159.58			750.00
11/22/95		Transfer from acct #1293350022 66 1293350022, 01	Transfer MMA To Checking to be disbursed from general checking.					1,000,000.00	1,000,750.00
11/22/95	000077	Paul Glass GAS Unlimited 6001 Savoy, Suite 565 Houston, TX 77036	Payment of claims Partial payment of unsecured Pre-Petition claim; per Mark Weisbart.			1,000,000.00			750.00
* 11/27/95	000038	Chambers County c/o James H. Burshtyn P.O. Box 17428 Austin, TX 78760	VOID per letter from Craig F. Young, attorney, 11/20/95; entity name on check incorrect.			-298.27			1,048.27
11/27/95	000078	Chambers-Liberty CountiesNavigation District, c/o Craig F. Young 1949 South I.H. 35, P.O. Box 17428 Austin, TX 78760	Payment of claims check NO. 38 voided and substituted with this check per letter from Craig Young.			298.27			750.00
12/04/95		Transfer from acct #1293350022 69 1293350022, 01	Transfer MMA To Checking to be disbursed from checking; per Fourth Motion for Disbursement and Order approving Final Application.					83,903.41	84,653.41
12/04/95	000079	San Jacinto River Authority	Fees Reimbursement of Lloyd Gosselink: $39,161.65; Reimbursement of HDR Engineering: $44,741.76. Fourth Motion for Disbursement of Funds and Order Approving Final Application.			83,903.41			750.00

FORM 2

ESTATE CASH RECEIPTS AND DISBURSEMENTS RECORD

Case No: 93-10408 DRS
Case Name: Trinity Water Reserve, Inc. DBA Devers Canal System
Taxpayer ID No: 75-6461532
For Period Ending: 05/12/99

Trustee Name: Mark A. Weisbart, Trustee
Bank Name: NationsBank, N.A.
Account Number: 1293358272 General Checking

Blanket Bond (per case limit):
Separate Bond (if applicable): $ 420,000.00

1	2	3	4	5	6	7	8	9	10
Transaction Date	Check or Reference	Paid To / Received From	Description Of Transaction	Deposits ($)	Interest ($)	Checks ($)	Adjustments ($)	Transfers ($)	Account Balance ($)
12/12/95		Transfer from acct #1293350022 70 1293350022, 01	Transfer MMA To Checking to be disbursed from general checking.					163,359.56	164,109.56
12/12/95		Transfer from acct #1293350022 69 1293350022, 01	Transfer MMA To Checking to be disbursed from general checking.					1,000,000.00	1,164,109.56
12/12/95	000080	Paul Glass GAS Unlimited 6001 Savoy, Suite 565 Houston, TX 77036	Payment of unsecured claims Partial payment of unsecured claim per Fourth Motion for Disbursement of Funds.			1,000,000.00			164,109.56
12/12/95	000081	Paul Glass GAS Unlimited 6001 Savoy, Suite 565 Houston, TX 77036	Administrative Claim:Fees/Expenses reimbursement for payments to Brown & Potts:$47,420.88; Godwin & Carlton: $112,024.34; and Mehaffy & Weber: $3,914.34 per Third Motion to Disburse Funds.			163,359.56			750.00
12/20/95		Transfer from acct #1293350022 72 1293350022, 01	Transfer MMA To Checking Per Order dated December 18, 1995.					111,052.92	111,802.92
12/20/95	000082	Akin, Gump, Strauss, Hauer & Feld 1700 Pacific Ave., Suite 4100 Dallas, TX 75201-4618	Administrative Claim:Fees/Expenses Per Order dated December 18, 1995.			111,052.92			750.00
12/21/95		Transfer from acct #1293350022 73 1293350022, 01	Payment of unsecured claims check no. 00085 was for incorrect amount; additional transfer from savings and new check issued per Mark Weisbart.					34,231.75	34,981.75
12/21/95		Transfer from acct #1293350022 72 1293350022, 01	Transfer MMA To Checking to be disbursed from checking; 3 checks to Glaco, Inc.					392,416.89	427,398.64
12/21/95	000083	GLACO, INC.	Payment of unsecured claims Per Notice of transfer of Claim of Davidson & Troilo, P.C.; 12-18-95.			349,971.04			77,427.60
12/21/95	000084	GLACO, INC.	Payment of unsecured claims per Notice of Transfer of Claim of Davidson, Eagleson & Co.; 12/18/95.			2,185.85			75,241.75

FORM 2

ESTATE CASH RECEIPTS AND DISBURSEMENTS RECORD

Case No: 93-10408 DRS
Case Name: Trinity Water Reserve, Inc. DBA Devers Canal System
Taxpayer ID No: 75-6461532
For Period Ending: 05/12/99

Trustee Name: Mark A. Weisbart, Trustee
Bank Name: NationsBank, N.A.
Account Number: 1293358272 General Checking

Blanket Bond (per case limit):
Separate Bond (if applicable): $ 420,000.00

1	2	3	4	5	6	7	8	9	10
Transaction Date	Check or Reference	Paid To / Received From	Description Of Transaction	Deposits ($)	Interest ($)	Checks ($)	Adjustments ($)	Transfers ($)	Account Balance ($)
* 12/21/95	000085	GLACO, INC.	Payment of unsecured claims per Notice of Transfer of Claim of Reed-Stowe & Co.; 12/18/95.			40,260.00			34,981.75
* 12/21/95	000085	GLACO, INC.	VOID per instructions from Mark Weisbart; amount to be disbursed was recalculated and a new check disbursed.			-40,260.00			75,241.75
12/21/95	000086	GLACO, INC.	Payment of unsecured claims to replace check no. 00085.			74,492.35			749.40
12/27/95		Transfer from acct #1293350022 76 1293350022, 01	Transferring Funds to Pay Claims					3,750,862.95	3,751,612.35
12/27/95	000087	Mark A Weisbart, Trustee 1600 Pacific Suite 3100 Dallas, TX 75201	Trustee Interim Compensation Order granting fifth motion for disbursement of funds			135,000.00			3,616,612.35
12/27/95	000088	Creel & Atwood 1600 Pacific Suite 3100 Dallas, TX 75201	Administrative Expenses Order granting first interim application of Creel & Atwood for attorney's fee's and reimbursement of expenses			49,652.35			3,566,960.00
12/27/95	000089	Paul Glass GAS Unlimited 6001 Savoy, Suite 565 Houston, TX 77036	Order granting fourth motion for di sbursements of funds Order authorizing Paul Glass to fil e tax returns			2,600,000.00			966,960.00
12/27/95	000090	Paul Glass GAS Unlimited 6001 Savoy Suite 565 Houston, TX 77036	Payment of Unsecured Claim			966,210.00			750.00
01/12/96		Transfer from acct #1293350022 78 1293350022, 01	Transfer MMA To Checking to be disbursed from general checking.					57,601.87	58,351.87
01/12/96	000091	Creel & Atwood 1600 Pacific Avenue Suite 3100 Dallas, TX 75201	Administrative Claim:Fees/Expenses per Court Order dated 1/10/96.			57,601.87			750.00
02/21/96		Transfer from acct #1293350022	Transfer MMA To Checking					6,083.85	6,833.85

FORM 2

ESTATE CASH RECEIPTS AND DISBURSEMENTS RECORD

Case No: 93-10408 DRS
Case Name: Trinity Water Reserve, Inc. DBA Devers Canal System
Taxpayer ID No: 75-6461532
For Period Ending: 05/12/99

Trustee Name: Mark A. Weisbart, Trustee
Bank Name: NationsBank, N.A.
Account Number: 1293358272 General Checking

Blanket Bond (per case limit):
Separate Bond (if applicable): $ 420,000.00

1	2	3	4	5	6	7	8	9	10
Transaction Date	Check or Reference	Paid To / Received From	Description Of Transaction	Deposits ($)	Interest ($)	Checks ($)	Adjustments ($)	Transfers ($)	Account Balance ($)
		78 1293350022, 01	to be disbursed from general checking.						
02/21/96	000092	Texas Natural ResourcesConservation Commission	Payment of unsecured claims per letter from Hal Morris, Assistant Attorney General, dated January 17, 1996; pre-petition unsecured general claim.			6,083.85			750.00
02/26/96	000093	Greenhill Petroleum Corporation 11490 Westheimer, Suite 200 Houston, TX 77077	Payment of claims per Court order dated 2/15/96.			750.00			0.00
05/09/96		Transfer from acct #1293350022 85 1293350022, 01	Transfer MMA To Checking to be disbursed from general checking.					816.00	816.00
05/09/96	000094	Maxson Mahoney Turner, Inc.	Trustee's Bond Renewal Premium per statement dated 4/5/96.			816.00			0.00
* 07/02/96	000064	Drs. Castle and Vignes, Assoc. c/o Tammi Carrawy Robinson, Atty. 4606 F.M. 1960 West, Suite 308 Houston, TX 77069	VOID check has not cleared the Bank in 6 months time; stop pay issued; noted in 180 day reports to US Trustee; deposit the funds into the registry of the Court, July 1996.			-124.71			124.71
07/02/96		Transfer to acct #1293350022 88 1293350022, 00	Transfer funds to Savings check did not clear; stop payment issued; transfer back to savings.					-124.71	0.00
10/01/96		Transfer from Acct #1293350022	Transfer MMA To Checking					33.00	33.00
10/01/96	000095	Maxson Mahoney Turner, Inc. 8610 King George Drive Dallas, TX 75235	Increase in Trustee's Bond Per instructions from Sam Baker, U.S. Trustee's Office, Tyler, Tx., Sept. 1996.			33.00			0.00
10/14/96		Transfer from Acct #1293350022	Transfer MMA To Checking					1,246.19	1,246.19
10/14/96	000096	Nell McCallum & Associates, Inc. 2615 Calder Suite 111 Beaumont, TX 77702	Administrative Expense Court Reporters per Court Order dated 9/19/96			1,246.19			0.00

FORM 2

ESTATE CASH RECEIPTS AND DISBURSEMENTS RECORD

Case No: 93-10408 DRS
Case Name: Trinity Water Reserve, Inc. DBA
Devers Canal System
Taxpayer ID No: 75-6461532
For Period Ending: 05/12/99

Trustee Name: Mark A. Weisbart, Trustee
Bank Name: NationsBank, N.A.
Account Number: 1293358272 General Checking

Blanket Bond (per case limit):
Separate Bond (if applicable): $ 420,000.00

1	2	3	4	5	6	7	8	9	10
Transaction Date	Check or Reference	Paid To / Received From	Description Of Transaction	Deposits ($)	Interest ($)	Checks ($)	Adjustments ($)	Transfers ($)	Account Balance ($)
04/07/97		Transfer from Acct #1293350022	Transfer MMA To Checking					365.00	365.00
* 04/07/97	000097	James K. Rourke, Jr. 816 Congress Avenue, Suite 1100 Austin, TX 78701-2443	Administrative Expenses For copying charges for documents related to the 1995 Devers Canal System restoration and FEMA financial contributions: 1,400 pages; charges for copying and shipping Per letter from Jim Rourke dated April 2, 1997			365.00			0.00
* 04/17/97	000097	James K. Rourke, Jr. 816 Congress Avenue, Suite 1100 Austin, TX 78701-2443	VOID Check could not be issued through bankruptcy estate; cut from MLJKC check request; check voided			-365.00			365.00
04/17/97		Transfer to Acct #1293350022	Transfer funds to Savings					-365.00	0.00
07/24/97		Transfer from Acct #1293350022	Transfer MMA To Checking					893.00	893.00
07/24/97	000098	Maxson Mahoney Turner, Inc. Maxson Mahoney Turner, Inc. 8610 King George Drive Dallas, TX 75235-2292	Trustee's Bond Renewal Premium for period beginning 6/27/97			893.00			0.00
11/10/97		Transfer from acct 1293378452	Transfer In From MMA Account					27,660.45	27,660.45
11/10/97		Transfer from Acct #1293378452	Transfer MMA To Checking					79,690.00	107,350.45
11/10/97	000099	Devers Canal Rice Producers Assoc. c/o James K. Rourke, Attorney 7001 Bending Oak Road Austin, TX 78749-1889	Devers Canal System Restoration Per Court Order dated 10/17/97. Financing for Devers Canal System Restoration.			79,690.00			27,660.45
11/10/97		Transfer to Acct #1293350022	Transfer funds to Savings					-27,660.45	0.00
11/20/97		Transfer from Acct #1293350022	Transfer MMA To Checking					150,000.00	150,000.00
11/20/97	000100	Paul Glass 4800 Sugar Grove Blvd. Suite 500 Stafford, TX 77477	Payment of unsecured claims Per Court Order dated 11/14/97			150,000.00			0.00
11/28/97		Transfer from Acct #1293350022	Transfer MMA To Checking					5.00	5.00
12/18/97		Transfer from acct 1293350022	Transfer In From MMA Account					218,157.46	218,162.46
01/02/98	000101	Mark A. Weisbart, Trustee 8117 Preston Road 700 Preston Commons West	Trustee Interim Compensation Per Court Order dated 11/14/97			50,000.00			168,162.46

FORM 2

ESTATE CASH RECEIPTS AND DISBURSEMENTS RECORD

Case No: 93-10408 DRS
Case Name: Trinity Water Reserve, Inc. DBA Devers Canal System
Taxpayer ID No: 75-6461532
For Period Ending: 05/12/99

Trustee Name: Mark A. Weisbart, Trustee
Bank Name: NationsBank, N.A.
Account Number: 1293358272 General Checking

Blanket Bond (per case limit):
Separate Bond (if applicable): $ 420,000.00

1	2	3	4	5	6	7	8	9	10
Transaction Date	Check or Reference	Paid To / Received From	Description Of Transaction	Deposits ($)	Interest ($)	Checks ($)	Adjustments ($)	Transfers ($)	Account Balance ($)
		Dallas, TX 75225							
01/22/98	23	Maxson Mahoney Turner	Refund of bond endorsement	536.00					168,698.46
03/13/98		Transfer to Acct #1293350022	Bank Funds Transfer					-168,688.46	10.00
10/22/98		Transfer from Acct #1293350022	Bank Funds Transfer					49,424.24	49,434.24
10/22/98	000102	Lain, Faulkner & Co., P. C. 400 N. St. Paul, Suite 950 Dallas, TX 75201	Accountant's Fees and Expenses Per court order entered 10/1/98. Breakdown: $4,542.50 (fees), $74.83 (expenses).			4,617.33			44,816.91
10/22/98	000103	John B. Atwood Creel & Atwood 3500 Oak Lawn Suite 400 Dallas, TX 75204	Attorney Fees Court order entered 10/1/98. Breakdown: $5,933.50 (fees), $1,586.09 (expenses).			7,519.59			37,297.32
10/22/98	000104	Mark A. Weisbart, Attorney 8117 Preston Road 700 Preston Commons West Dallas, TX 75225	Attorney Fees Per Court order entered 10/1/98. Breakdown: $36,038.00 (fees), $1,249.32 (expenses).			37,287.32			10.00
02/16/99		Transfer from Acct #1293350022	Transfer In From MMA Account					126,729.49	126,739.49
02/23/99	000105	U. S. Bankruptcy Court Registry of Funds 300 Willow #112 Beaumont, TX 77701	Funds for Registry of Court Funds sent to the registry of the Court due to check not presented for payment from Drs. Castle & Vignes c/o Tammi Robinson, Esq.			124.71			126,614.78
05/10/99	000106	NORMAN L. RUNNELS, SR. STAR RT. BOX 51-A 1946 CR 109 DEVERS, TX 77538				1,000.00			125,614.78

FORM 2

ESTATE CASH RECEIPTS AND DISBURSEMENTS RECORD

Case No: 93-10408 DRS
Case Name: Trinity Water Reserve, Inc. DBA Devers Canal System
Taxpayer ID No: 75-6461532
For Period Ending: 05/12/99

Trustee Name: Mark A. Weisbart, Trustee
Bank Name: NationsBank, N.A.
Account Number: 1293358272 General Checking

Blanket Bond (per case limit):
Separate Bond (if applicable): $ 420,000.00

1	2	3	4	5	6	7	8	9	10
Transaction Date	Check or Reference	Paid To / Received From	Description Of Transaction	Deposits ($)	Interest ($)	Checks ($)	Adjustments ($)	Transfers ($)	Account Balance ($)

Account 1293358272					
	Balance Forward	0.00			
6	Deposits	101,857.75	110	Checks	12,258,154.71
0	Interest Postings	0.00	1	Adjustments Out	1,900,000.00
			5	Transfers Out	271,114.34
	Subtotal	$ 101,857.75			
				Total	$ 14,429,269.05
1	Adjustments In	1,900,000.00			
40	Transfers In	12,553,026.08			
	Total	$ 14,554,883.83			

FORM 2

ESTATE CASH RECEIPTS AND DISBURSEMENTS RECORD

Case No: 93-10408 DRS
Case Name: Trinity Water Reserve, Inc. DBA Devers Canal System
Taxpayer ID No: 75-6461532
For Period Ending: 05/12/99

Trustee Name: Mark A. Weisbart, Trustee
Bank Name: NationsBank, N.A.
Account Number: 1293378452 Canal System Restoration Escrow

Blanket Bond (per case limit):
Separate Bond (if applicable): $ 420,000.00

1	2	3	4	5	6	7	8	9	10
Transaction Date	Check or Reference	Paid To / Received From	Description Of Transaction	Deposits ($)	Interest ($)	Checks ($)	Adjustments ($)	Transfers ($)	Account Balance ($)
06/30/95			INTEREST REC'D FROM BANK		8.22				8.22
06/30/95		Transfer from acct #1293350022 35 1293350022, 01	Oper.exp./Estate's s/repair canal					100,000.00	100,008.22
07/31/95			INTEREST REC'D FROM BANK		255.13				100,263.35
08/31/95			INTEREST REC'D FROM BANK		255.78				100,519.13
09/29/95			INTEREST REC'D FROM BANK		239.87				100,759.00
10/31/95			INTEREST REC'D FROM BANK		265.35				101,024.35
11/30/95			INTEREST REC'D FROM BANK		249.40				101,273.75
12/29/95			INTEREST REC'D FROM BANK		241.67				101,515.42
01/31/96			INTEREST REC'D FROM BANK		275.02				101,790.44
02/29/96			INTEREST REC'D FROM BANK		242.24				102,032.68
03/29/96			INTEREST REC'D FROM BANK		242.82				102,275.50
04/30/96			INTEREST REC'D FROM BANK		268.60				102,544.10
05/31/96			INTEREST REC'D FROM BANK		260.88				102,804.98
06/28/96			INTEREST REC'D FROM BANK		236.21				103,041.19
07/31/96		INTEREST FROM NationsBank	INTEREST REC'D FROM BANK		279.08				103,320.27
08/30/96		INTEREST FROM NationsBank	INTEREST REC'D FROM BANK		254.37				103,574.64
09/30/96		INTEREST FROM NationsBank	INTEREST REC'D FROM BANK		263.51				103,838.15
10/31/96		INTEREST FROM NationsBank	INTEREST REC'D FROM BANK		264.18				104,102.33
11/29/96		INTEREST FROM NationsBank	INTEREST REC'D FROM BANK		247.74				104,350.07
12/31/96		INTEREST FROM NationsBank	INTEREST REC'D FROM BANK		274.05				104,624.12
01/31/97		INTEREST FROM NationsBank	INTEREST REC'D FROM BANK		266.88				104,891.00
02/28/97		INTEREST FROM NationsBank	INTEREST REC'D FROM BANK		241.66				105,132.66
03/31/97		INTEREST FROM NationsBank	INTEREST REC'D FROM BANK		268.20				105,400.86
04/30/97		INTEREST FROM NationsBank	INTEREST REC'D FROM BANK		260.20				105,661.06
05/30/97		INTEREST FROM NationsBank	INTEREST REC'D FROM BANK		260.84				105,921.90
06/30/97		INTEREST FROM NationsBank	INTEREST REC'D FROM BANK		270.22				106,192.12
07/31/97		INTEREST FROM NationsBank	INTEREST REC'D FROM BANK		270.91				106,463.03
08/29/97		INTEREST FROM NationsBank	INTEREST REC'D FROM BANK		254.05				106,717.08
09/30/97		INTEREST FROM NationsBank	INTEREST REC'D FROM BANK		281.04				106,998.12

FORM 2

ESTATE CASH RECEIPTS AND DISBURSEMENTS RECORD

Case No: 93-10408 DRS
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Taxpayer ID No: 75-6461532
For Period Ending: 05/12/99

Trustee Name: Mark A. Weisbart, Trustee
Bank Name: NationsBank, N.A.
Account Number: 1293378452 Canal System Restoration Escrow

Blanket Bond (per case limit):
Separate Bond (if applicable): $ 420,000.00

1	2	3	4	5	6	7	8	9	10
Transaction Date	Check or Reference	Paid To / Received From	Description Of Transaction	Deposits ($)	Interest ($)	Checks ($)	Adjustments ($)	Transfers ($)	Account Balance ($)
10/31/97		INTEREST FROM NationsBank	INTEREST REC'D FROM BANK		272.96				107,271.08
11/10/97		Nationsbank	INTEREST REC'D FROM BANK		79.37				107,350.45
11/10/97		Transfer to acct #1293358272	Final Posting Transfer					-27,660.45	79,690.00
11/10/97		Transfer to Acct #1293358272	Transfer MMA To Checking					-79,690.00	0.00

Account 1293378452

	Balance Forward	0.00			
0	Deposits	0.00	0	Checks	0.00
30	Interest Postings	7,350.45	0	Adjustments Out	0.00
			2	Transfers Out	107,350.45
	Subtotal	$ 7,350.45		Total	$ 107,350.45
0	Adjustments In	0.00			
1	Transfers In	100,000.00			
	Total	$ 107,350.45			

Report Totals

	Balance Forward	0.00			
50	Deposits	14,005,849.42	110	Checks	12,258,154.71
104	Interest Postings	277,920.07	3	Adjustments Out	3,800,005.24
			52	Transfers Out	12,975,724.56
	Subtotal	$ 14,283,769.49		Total	$ 29,033,884.51
2	Adjustments In	1,900,005.24			
52	Transfers In	12,975,724.56			
	Total	$ 29,159,499.29		Net Total Balance	$ 125,614.78

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF TEXAS

In Re:
Trinity Water Reserve, Inc.

Case No: 93-10408 lk
Chapter: 7

FILED
U.S. BANKRUPTCY COURT
EASTERN DISTRICT OF TEXAS
AUG 26 1998
A.M.
CLERK U.S. BANKRUPTCY COURT
BY: DEPUTY

Debtor(s)

BILL OF COURT COSTS

To: **Mark A. Weisbart**
700 Preston Commons West
8117 Preston Road
Dallas, Texas 75225

Notice is hereby given that court costs (and deferred adversary filing fees, if applicable) are due and owing, pursuant to 28 USC Section 1930, in the above case in the amount of **$150.00**.

These costs are itemized as follows:

NOTICES

$.25 per notice in excess of 50 notices mailed prior to 1/1/87.	**$0.00**
$.50 per notice for all notices mailed 1/1/87 and after.	**$150.00**

NOTE: For Chapter 7 cases filed after 12/1/92, there will be NO NOTICE FEES.
(Do Not Bill for $.50 per notice)

NOTE: For all other chapters filed after 1/1/98, there will be NO NOTICE FEES. (Do Not Bill for $.50 per notice)

PROCESSING CLAIMS

NOTE: Eliminated is the fee of $.25 for clerical processing of each claim in excess of 10 in cases filed under the Act or Code.

DEFERRED ADVERSARY FILING FEES

0 Chapter 7 Adversary Proceeding filed @ $120.00 each.	**$0.00**

TOTAL AMOUNT DUE **$150.00**

Check to be made payable to Clerk, U.S. Bankruptcy Court

Date: **8/26/98**

JAMES D. TOKOPH
Clerk of Court

By: Cheri Bertrand
Deputy Clerk

NOTE: For Chapter 11 Cases Only: Court costs are due on or before the confirmation hearing. The Judge will confirm that these cases have been paid at the hearing.

497

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF TEXAS
BEAUMONT DIVISION

IN RE:	§	
	§	ECC OCT -1 '98
TRINITY WATER RESERVE, INC.	§	CASE NO. 93-10408-S
d/b/a DEVERS CANAL SYSTEM,	§	
	§	CHAPTER 7
DEBTOR.	§	

ORDER GRANTING FINAL APPLICATION FOR PAYMENT OF PROFESSIONAL FEES

ON THIS DAY CAME ON FOR CONSIDERATION the Final Application for Payment of Professional Fees (the "Application"). Upon consideration of the Application and finding that appropriate notice and opportunity for hearing was provided, the Court finds that cause exists to approve the Application. It is therefore

ORDERED that the Application is approved; it is further

ORDERED that as its payment of its final fees and expenses in this case, the firm of Creel & Atwood (including Mark Weisbart) is awarded:

(i) all fees and expenses heretofore approved under the first and second interim fee applications filed by said firm.

(ii) additional fees of $22,389.50 and expenses of $2,835.41 for the time period of December 1995 through present.

(iii) fees of ~~$34,002~~ representing fees previously not approved under the prior two applications,

ORDERED that Lain Faulkner & Co., P.C. is awarded fees in the amount of $4,542.50 and expenses of $74.83 as its final fees and expenses in this case.

UNITED STATES BANKRUPTCY JUDGE

SEP 2 8 1998

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF TEXAS
BEAUMONT DIVISION

U.S. BANKRUPTCY COURT
EASTERN DISTRICT OF TX
FILED
Nov 13 1 11 PM '95
CLERK, U.S. BANKRUPTCY COURT
BY

IN RE:	§	
	§	
TRINITY WATER RESERVE, INC.	§	**CASE NO. 93-10408-S**
d/b/a DEVERS CANAL SYSTEM,	§	
	§	**CHAPTER 7**
DEBTOR.	§	

ENTERED NOV 1 1995

ORDER GRANTING FOURTH MOTION FOR DISBURSEMENT OF FUNDS

ON THIS DAY CAME ON FOR CONSIDERATION, the Fourth Motion for Disbursement of Funds (the "Motion") filed by Mark A. Weisbart, Trustee ("Trustee"), and for cause shown, the Court finds that the Motion should be approved. Wherefore, it is

ORDERED that the Trustee may disburse funds to pay the allowed pre-petition unsecured and secured claims against this Estate, and it is further

ORDERED that the Trustee shall disburse $750.00 to the Devers Canal Rice Producers Association as requested in the Motion.

ORDERED that the Trustee has authority to pay discovery costs not exceeding $500.00 in the aggregate for third party copying and deposition charges related to the Trustee's Objection to Claims.

DATED: November 9, 1995.

HONORABLE DONALD R. SHARP
UNITED STATES BANKRUPTCY JUDGE

File - pleadings

FILED
U.S. BANKRUPTCY COURT
EASTERN DISTRICT OF TX
Nov 28 12 55 PM '95

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF TEXAS
BEAUMONT DIVISION

CLERK, U.S. BANKRUPTCY COURT
BY _____ DEPUTY

IN RE:	$	
	$	
TRINITY WATER RESERVE, INC.	$	CASE NO. 93-10408
D/B/A DEVERS CANAL SYSTEM	$	CHAPTER 7
	$	
DEBTOR	$	

EOD NOV 28 '95

ORDER GRANTING FIRST INTERIM
APPLICATION OF CREEL & ATWOOD FOR ALLOWANCE
OF ATTORNEYS' FEES AND REIMBURSEMENT OF EXPENSES

On this day, came on for consideration, the First Interim Application of Creel & Atwood for Allowance of Attorneys' Fees and Reimbursement of Expenses. After consideration of the Application, and finding that notice was proper, and that no timely objections to this Application were filed, and for written reasons dated contemporaneously herewith

It is ORDERED that:

1. The First Interim Application of Creel & Atwood for Allowance of Attorneys' Fees and Reimbursement of Expenses is hereby GRANTED; and

2. Creel & Atwood is awarded the amount of $45,046.75 for professional services performed and the amount of $4,605.59 for its out-of-pocket expenses.

SIGNED this 28th day of November, 1995.

DONALD R. SHARP
UNITED STATES BANKRUPTCY JUDGE

MAW - 33,799.50
SA 4,605.59
MF

461

for Trinity

FILED
U.S. BANKRUPTCY COURT
EASTERN DISTRICT OF TX

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF TEXAS
BEAUMONT DIVISION

FILED
U.S. BANKRUPTCY COURT
EASTERN DISTRICT OF TEXAS
NOV 29 1995
A.M.
P.M.
CLERK, U.S. BANKRUPTCY COURT
BY: DEPUTY

IN RE:	§	
	§	
TRINITY WATER RESERVE, INC.	§	**CASE NO. 93-10408-S**
d/b/a DEVERS CANAL SYSTEM,	§	
	§	**CHAPTER 7**
DEBTOR.	§	

EOD NOV 29 '95

ORDER APPROVING FINAL APPLICATION FOR ALLOWANCE OF FEES AND EXPENSES TO BROWN & POTTS, L.L.P., GODWIN & CARLTON, P.C., MEHAFFEY & WEBER, P.C., HDR ENGINEERING, INC., AND LLOYD, GOSSELINK, FOWLER, BLEVINS & MATHEWS, P.C.

CAME ON for consideration the Final Application for Allowance of Fees and Expenses to Brown & Potts, L.L.P., Godwin & Carlton, P.C., Mehaffey & Weber, P.C., HDR Engineering, Inc., and Lloyd, Gosselink, Fowler, Blevins & Mathews, P.C. (the "Final Application"). After considering the Final Application, the statements made therein, and finding that adequate notice and opportunity for hearing has been provided to all creditors and parties in interest and that no objection to the Final Application has been filed, the Court concludes that the Final Application satisfies the standards set forth in *First Colonial Corp. v. American Benefit Life Ins. Co.*, 544 F.2d 129 (5th Cir. 1977) and should be approved, as filed. Wherefore, it is

ORDERED that pursuant to its prior interim fee applications and this Final Application, Brown & Potts is awarded a total of $119,002.49 in fees and reimbursable expenses; and it is further

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ORDERED that pursuant to its prior interim fee applications and this Final Application, Godwin & Carlton is awarded a total of $252,480.20 in fees and reimbursable expenses; and it is further

ORDERED that pursuant to its prior interim fee applications and this Final Application, Mehaffey & Weber is awarded a total of $20,917.91 in fees and reimbursable expenses as its final compensation from the Estate in this case; and it is further

ORDERED that HDR Engineering, Inc. (including Paul Price & Associates, Inc.) is awarded fees and expenses totaling $44,741.76 as its final compensation from the Estate in this case; and it is further

ORDERED that Lloyd, Gosselink, Fowler, Blevins & Mathews, P.C. is awarded a total of $39,161.65 in fees and reimbursable expenses as its final compensation from the Estate in this case.

DATED: November 22, 1995.

HONORABLE DONALD R. SHARP
UNITED STATES BANKRUPTCY JUDGE

FILED
U.S. BANKRUPTCY COURT
NOV 29 8 53 AM 95
CLERK U.S. BANKRUPTCY COURT
BY ____ DEPUTY

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF TEXAS
BEAUMONT DIVISION

IN RE:	§	
	§	
TRINITY WATER RESERVE, INC.	§	**CASE NO. 93-10408-S**
d/b/a DEVERS CANAL SYSTEM,	§	
	§	**CHAPTER 7**
DEBTOR.	§	

EOD NOV29'95

ORDER OF ABANDONMENT

THE COURT, having considered the Trustee's Notice of Intent to Abandon Property dated November 9, 1995, proper notice having been given to all creditors and interested parties, and no objections being filed, it is hereby

ORDERED that the following described property is abandoned pursuant to Section 554(a) of the Bankruptcy Code:

1. All oil, gas, mineral, and related royalty interests owned by Trinity Water Reserve, Inc. (the "Debtor"), including, without limitation, those interests located in Liberty, Chambers, and Jefferson Counties, Texas.

2. All real estate, land, lots, and improvements located thereon owned by the Debtor, including, but not limited to, land, lots and improvements located in Chambers, Liberty, and Jefferson Counties, Texas including lots located in the Raywood town site, Liberty County, Texas and any land, including improvements, contiguous to the Devers Canal System which was not conveyed to the Devers Canal Rice Producers Association during the pendency of this case.

3. All automobiles, trucks, trailers, other vehicles, motors and accessories, office equipment, furnishings and supplies, machinery, fixtures, equipment and supplies, inventory, meters,

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farming equipment and implements, farm supplies, chemicals and feed, which has not been sold or conveyed by the Trustee or Debtor during the pendency of this case.

DATED: November 28, 1995.

HONORABLE DONALD R. SHARP
UNITED STATES BANKRUPTCY JUDGE

For Trinity

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF TEXAS
BEAUMONT DIVISION

FILED
U.S. BANKRUPTCY COURT
EASTERN DISTRICT OF TX

DEC 5 11 58 AM '95

CLERK, U.S. BANKRUPTCY COURT

IN RE:	§	
	§	
TRINITY WATER RESERVE, INC.	§	**CASE NO. 93-10408-S**
d/b/a DEVERS CANAL SYSTEM,	§	
	§	**CHAPTER 7**
DEBTOR.	§	

EOD DEC 05 '95

ORDER GRANTING FIFTH MOTION FOR DUSBURSEMENT OF FUNDS

CAME ON FOR CONSIDERATION this the 5th day of ~~November~~ December, 1995, the Fifth Motion for Disbursement of Funds (the "Motion"), filed by Mark A. Weisbart, Trustee ("Trustee"). For cause shown, and there being no objection to the Motion, it is hereby

ORDERED that the Fifth Motion for Disbursement of Funds is granted; and it is further

ORDERED that Trustee, Mark A. Weisbart, is entitled to interim compensation pursuant to Section 331 of the Bankruptcy Code in an amount not to exceed $135,000.00, with such interim compensation being based on actual disbursements made by the Trustee.

DATED: December 5, 1995.

Donald R. Sharp

HONORABLE DONALD R. SHARP
UNITED STATES BANKRUPTCY JUDGE

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF TEXAS
BEAUMONT DIVISION

IN RE:	§	
	§	
TRINITY WATER RESERVE, INC.	§	CASE NO. 93-10408
d/b/a DEVERS CANAL SYSTEM,	§	CHAPTER 7
	§	
DEBTOR	§	

EOD DEC 18 '95

ORDER

COMES NOW before the Court for consideration the Second Interim and Final Application of Akin, Gump, Strauss, Hauer & Feld, L.L.P. for Allowance of Attorney's Fees and Reimbursement of Expenses. Akin, Gump, Strauss, Hauer & Feld, L.L.P. ("Applicant"), serves as attorneys for Mark A. Weisbart, Chapter 7 Trustee for Trinity Water Reserve, Inc.

Applicant previously submitted a First Interim Application seeking approval of attorney's fees in the amount of $57,527.00 and expenses in the amount of $12,760.25, for a total of $70,287.25. On February 6, 1995, the Court entered its order approving the First Interim Application in the amount of $48,467.50 for attorney's fees and $12,760.25 for expenses, for a total of $61,227.75.

The Second Interim Application seeks approval of attorney's fees in the amount of $105,015.00 and expenses in the amount of $28,964.42, for a total of $133,979.42. Upon careful review of the Application, the Court believes the fees to be excessive.

The Final Application seeks final approval of attorney's fees in the amount of $162,542.00 and expenses in the amount of $41,724.67, for a total of $204,266.67. These amounts represent the totals of the original requests for the First Interim Application and the Second Interim Application. Upon careful review of the Application, the Court believes the fees to be excessive.

The customary fees allowed for professionals in the Eastern District of Texas are as follows: $180/hr. for partners; $150/hr. for senior level associates; and $50/hr. for paralegals. Applicant has charged excessive rates in each of these categories. Despite Applicant's urging, the Court can find no justification in this case for allowing rates in excess of the customary fee. Applicant's fees have been reduced accordingly.

Additionally, the Court believes that Applicant has billed excessive amounts in connection with the preparation of its fee applications. Applicant's fees have been reduced accordingly.

Finally, Applicant has billed 7.5 hours of paralegal time to travel from Dallas to Beaumont to file certain pleadings. This clearly appears to be excessive, there are certainly more economical means to file pleadings at the Beaumont Courthouse. This entry is disallowed. It is therefore

ORDERED that the Second Interim Application is hereby ALLOWED in the amounts of $82,088.50 for fees and $28,964.42 for expenses, for a total of $111,052.92. It is further

ORDERED that the Final Application is hereby ALLOWED in the amounts of $130,556.00 for fees and $41,724.67 for expenses, for a total of $172,280.67. These amounts representing the total amounts allowed by the Court for the First Interim Application and the Second Interim Application. It is further

ORDERED that all further requested relief is hereby DENIED.

SIGNED this 14th day of December, 1995.

DONALD R. SHARP
UNITED STATES BANKRUPTCY JUDGE

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF TEXAS
BEAUMONT DIVISION

JAN 10 2 25 PM '96

IN RE:	§	
	§	
TRINITY WATER RESERVE, INC.,	§	CASE NO. 93-10408
	§	
DEBTOR.	§	CHAPTER 7

EOD JAN 10'96

ORDER APPROVING SECOND INTERIM APPLICATION OF CREEL & ATWOOD, P.C. FOR ALLOWANCE OF ATTORNEYS' FEES AND REIMBURSEMENT OF EXPENSES

Before the Court is the Second Interim Application of Creel & Atwood, P.C. For Allowance Of Attorneys' Fees And Reimbursement Of Expenses ("Application") filed on December 6, 1995. After consideration of the Application and also considering that no objection to the Application was filed, the Court is of the opinion that the Application should be approved. The Court is of the opinion that the hourly rate for attorneys should be reduced to $185.00 per hour for the reasons stated by the Court in an opinion on Creel & Atwood's first interim application entered on November 28, 1995. THEREFORE,

IT IS ORDERED that the Application is APPROVED and that Creel & Atwood is awarded the amount of **$50,382.00** for professional services rendered and the amount of **$7,219.87** for expenses.

IT IS SO ORDERED, ADJUDGED AND DECREED.

SIGNED this 10th day of January, 1996.

HOUSTON ABEL, CHIEF JUDGE
UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF TEXAS

473

file 6

FILED
US BANKRUPTCY COURT
EASTERN DISTRICT OF TEXAS
JAN 30 11 18 AM '96
CLERK US BANKRUPTCY
BY DEPUTY

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF TEXAS
BEAUMONT DIVISION

IN RE:	§	
	§	
TRINITY WATER RESERVE, INC.	§	**CASE NO. 93-10408-S**
d/b/a DEVERS CANAL SYSTEM,	§	
	§	**CHAPTER 7**
DEBTOR.	§	

EOD JAN 31 '96

ORDER APPROVING MOTION TO CREDIT PAYMENTS AGAINST CLAIM OF PAUL GLASS

ON THIS DAY CAME ON FOR CONSIDERATION the Motion to Credit Payments Against Claim of Paul Glass filed by MARK A. WEISBART, Trustee ("Trustee"). The Court finds that appropriate notice and opportunity for hearing was provided to all creditors and parties in interest, and no objections to the Motion have been filed. Wherefore, for cause shown, it is hereby

ORDERED that the Motion to Credit Payments Against Claim of Paul Glass is GRANTED; it is further

ORDERED that the payments of $3 million made by the Trustee to Paul Glass pursuant to the Court's Order Authorizing Chapter 7 Trustee to Make Interim Disbursement of Funds and Order Granting Third Motion to Disburse Funds shall be credited against the Proof of Claim filed by Paul Glass in this case and shall reduce such Claim by such amount.

DATED: January 24, 1996

HONORABLE HOUSTON ABEL
UNITED STATES BANKRUPTCY JUDGE

475

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IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF TEXAS
BEAUMONT DIVISION

EOD FEB22

FILED
U.S. BANKRUPTCY COURT
EASTERN DISTRICT OF TEXAS

FEB 22 1996

CLERK, U.S. BANKRUPTCY COURT
BY:
DEPUTY

IN RE:	§	
	§	
TRINITY WATER RESERVE, INC.	§	**CASE NO. 93-10408-S**
d/b/a DEVERS CANAL SYSTEM,	§	
	§	**CHAPTER 7**
DEBTOR.	§	

ORDER GRANTING MOTION TO REFUND $750.00 TO GREENHILL PETROLEUM CORPORATION

ON THIS DAY CAME ON FOR CONSIDERATION the Motion to Refund $750.00 to Greenhill Petroleum Corporation filed by Mark A. Weisbart, Trustee ("Trustee"). For cause shown, after finding that appropriate notice and opportunity for hearing was provided, the Court hereby grants the Motion. Wherefore, it is

ORDERED that Trustee is authorized to disburse $750.00 to Greenhill Petroleum Corporation.

DATED: Feb 15, 1996.

HONORABLE HOUSTON ABEL
UNITED STATES BANKRUPTCY JUDGE

FEB 22 RECD

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IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF TEXAS
BEAUMONT DIVISION

FILED
US BANKRUPTCY COURT
EASTERN DISTRICT OF TEXAS
SEP 24 1 25 PM '96
CLERK US BANKRUPTCY
BY DEPUTY

IN RE:	§	
	§	
TRINITY WATER RESERVE, INC.	§	**CASE NO. 93-10408-S**
d/b/a DEVERS CANAL SYSTEM,	§	
	§	**CHAPTER 7**
DEBTOR.	§	

EOD SEP 25'96

ORDER GRANTING APPLICATION TO PAY COURT REPORTERS

ON THIS DAY CAME on for consideration the Application to Pay Court Reporters, and for cause shown, the court finds the application should be granted. Wherefore, it is

ORDERED that the Trustee 11 authorized to pay Nell McCullum & Associates, Inc. the sum of $1,246.19.

DATED: Sept 19, 1996.

HONORABLE HOUSTON ABEL
UNITED STATES BANKRUPTCY JUDGE

478

Mark A. Weisbart
Texas Bar No. 21102650
Malouf, Lynch, Jackson, Kessler & Collins
700 Preston Commons West
8117 Preston Road
Dallas, Texas 75225
Phone number: (214) 750-0722
Fax number: (214) 373-0241

CHAPTER 7 TRUSTEE

FILED
1997 OCT 21 A 9:48
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JTY

EOD OCT 21 '97

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF TEXAS
BEAUMONT DIVISION

IN RE:	§	
	§	
TRINITY WATER RESERVE, INC.	§	**CASE NO. 93-10408-S**
d/b/a DEVERS CANAL SYSTEM,	§	
	§	**CHAPTER 7**
DEBTOR.	§	

ORDER GRANTING MOTION TO RELEASE ESCROW FUNDS

ON THIS DAY CAME ON FOR CONSIDERATION the Motion to Release Escrow Funds (the "Motion"), filed by Mark A. Weisbart, Trustee. The Court finds that appropriate notice and opportunity for hearing was given to all parties in interest and that no objection to the Motion has been filed. Wherefore, it is

ORDERED that the Motion is granted; and, it is further

ORDERED that the Trustee shall disburse $79,690.00 to the DCRPA in full and complete satisfaction of all obligations of the Trustee and the bankruptcy estate to pay any costs associated with the repair of the Devers Canal System and such payment shall fully discharge the Estate and the Trustee's obligations under the Settlement Agreement, and it is further

ORDERED that the Trustee shall close the escrow account and place the remaining funds in his general account subject to further order of the Court.

DATED: Oct 14, 1997.

HONORABLE HOUSTON ABEL
UNITED STATES BANKRUPTCY JUDGE

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF TEXAS
BEAUMONT DIVISION

FILED
1997 NOV 18 A 8:37
U.S. BANKRUPTCY

IN RE:

TRINITY WATER RESERVE, INC.
d/b/a DEVERS CANAL SYSTEM,

DEBTOR.

CASE NO. 93-10408-S
CHAPTER 7

ENTD NOV 18 '97

ORDER GRANTING SIXTH MOTION FOR DISBURSEMENT OF FUNDS

ON THIS DAY CAME ON FOR CONSIDERATION, the Sixth Motion for Disbursement of Funds (the "Motion") filed by Mark A. Weisbart, Trustee ("Trustee"), and for cause shown, the Court finds that appropriate notice and opportunity for hearing was provided and the Motion should be approved. Wherefore, it is

ORDERED that the Trustee may disburse funds to pay $150,000 to Paul Glass in partial satisfaction of his claim; and it is further

ORDERED that the Trustee be allowed interim compensation in the amount of $50,000 as requested in the Motion.

DATED: Nov 14, 1997.

HONORABLE C. HOUSTON ABEL
UNITED STATES BANKRUPTCY JUDGE

485

File - Trinity Meadows

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF TEXAS
BEAUMONT DIVISION

IN RE:	§	
	§	
TRINITY WATER RESERVE, INC.	§	**CASE NO. 93-10408-S**
d/b/a DEVERS CANAL SYSTEM,	§	
	§	**CHAPTER 7**
DEBTOR.	§	

ENTD NOV 05

ORDER GRANTING THIRD MOTION FOR DISBURSEMENT OF FUNDS

ON THIS DAY CAME ON FOR CONSIDERATION, the Third Motion for Disbursement of Funds filed by Mark A. Weisbart, Trustee ("Trustee"), and upon finding that appropriate notice and opportunity for hearing was provided to all creditors and parties in interest, and that no objection to the Motion was filed, it is hereby

ORDERED that the Trustee may disburse funds to pay the Court approved fees and expenses pursuant to the orders entered by the court (the "Fee Orders") addressing the following fee applications:

1. Final Application for Allowance of Fees and Expenses as to Brown & Potts, L.L.P., Godwin & Carlton, P.C., Mehaffey & Weber, P.C., HDR Engineering, Inc., and Lloyd, Gosselink, Fowler, Blevins & Mathews, P.C.

2. Final Application for Payment of Fees and Expenses to Dan Thornton.

3. First Interim Application of Creel & Atwood for allowance of fees and expenses.

4. Final Application of Akin, Gump, Strauss, Hauer & Feld for Allowance of Attorneys Fees and Reimbursement of Out-of-Pocket Expenses.

ORDERED that as to Brown & Potts, L.L.P., Godwin & Carlton, P.C., Mehaffey & Weber, P.C., Trustee has authority to reimburse the Debtor, or the Debtor's principal, Paul Glass, to the extent that Debtor or Mr. Glass had previously advanced funds to these professionals to pay their fees and expenses as now approved by the Court pursuant to these professionals' respective Fee Orders.

ORDERED that as to Lloyd, Gosselink, Fowler, Blevins & Mathews, P.C. and HDR Engineering, Inc., Trustee has authorization to make payment directly to San Jacinto River Authority, which has previously advanced funds to these professionals as set forth in the order initially approving the employment of these professionals.

ORDERED that the Trustee has authorization to pay directly those court approved fees and expenses of Dan Thornton, Creel & Atwood, and Akin, Gump, Strauss, Hauer & Feld as approved under their respective Fee Orders.

ORDERED that the Trustee is authorized to disburse the additional sum of $1.1 million dollars to the Debtor's principal, Paul Glass.

DATED: October 31, 1995

HONORABLE DONALD R. SHARP
UNITED STATES BANKRUPTCY JUDGE

IN THE STATE BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF TEXAS
BEAUMONT DIVISION

IN RE:	$	
	$	
TRINITY WATER RESERVE, INC.	$	CASE NO. 93-10408-DRS-7
D/B/A DEVERS CANAL SYSTEM,	$	
	$	
DEBTOR.		EOD DEC-7'94

ORDER GRANTING
MOTION FOR PAYMENT OF BALANCE OF FUNDS
TO GODWIN & CARLTON, P.C.
AND MEHAFFEY & WEBER, P.C., COUNSEL FOR
DEBTOR-IN-POSSESSION, FROM ESCROW FUND

ON THIS DATE, the Court considered the Motion For Payment of Balance of Funds to Godwin & Carlton, P.C. and Mehaffey & Weber, P.C., Counsel for Debtor-in-Possession, From Escrow Fund, and

The Court, having found that proper notice of the filing of this Motion had been given as required, finds that the Motion should be granted.

IT IS THEREFORE ORDERED that the Motion for Payment of Balance of Funds to Godwin & Carlton, P.C. and Mehaffey & Weber, P.C., Counsel for Debtor-in-Possession, From Escrow Fund is hereby granted.

IT IS FURTHER ORDERED that the Chapter 7 Trustee herein, Mark A. Weisbart, Esq., is hereby authorized to pay to Applicants the sum of $16,240.77, representing payment in full of the funds sought by Applicants from the Escrow Fund.

SIGNED this 6th day of December, 1994.

HONORABLE DONALD R. SHARP,
UNITED STATES BANKRUPTCY JUDGE

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF TEXAS
BEAUMONT DIVISION

IN RE:	§	
	§	
TRINITY WATER RESERVE, INC., d/b/a DEVERS CANAL SYSTEM,	§	**Case No. 93-10408-DRS-7**
	§	
	§	**Chapter 7**
Debtor.	§	

EOD JAN 18'95

ORDER

On this day, came on for consideration the First Interim Application for Approval of Payment of Fees by Lain, Faulkner & Co. ("Application"). After consideration of the Application and the arguments presented therein, and finding that notice of the Application was proper, it is the opinion of this Court that the Application should be granted.

IN IS THEREFORE ORDERED, that:

1. The First Interim Application for Approval of Payment of Fees by Lain, Faulkner & Co. is hereby granted; and

2. The Trustee shall compensate Lain, Faulkner & Co. in the amount of $5,044.63 representing fees and out-of-pocket expenses incurred from May 1, 1994 through June 30, 1994.

SIGNED the 17th day of January, 1995.

HONORABLE DONALD R. SHARP
UNITED STATES BANKRUPTCY JUDGE

JCW\11604\0003DOCS\ORDPYMT.LAI

AFTER ENTRY, RETURN TO:
Mark A. Weisbart
Akin, Gump, Strauss, Hauer & Feld, L.L.P.
1700 Pacific Ave., Suite 4100
Dallas, Texas 75201-4618
ATTORNEYS FOR TRUSTEE

REC'D JAN 20 1995

462

EOD JAN 20 1995

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF TEXAS
BEAUMONT DIVISION

IN RE:	§	
	§	
TRINITY WATER RESERVE, INC.	§	**CASE NO. 93-10408-DRS-7**
d/b/a DEVERS CANAL SYSTEM	§	
	§	**Chapter 7**
Debtors.	§	

ORDER GRANTING EXPEDITED MOTION TO
PAY ADMINISTRATIVE EXPENSES (1994 PROPERTY TAXES)

CAME ON for consideration this 20th day of January, 1995, the Expedited Motion for Payment of Administrative Expenses (1994 Property Taxes). The Court having considered the pleadings on file finds that Order should be entered on an expedited manner in order to avoid payment of penalties of 1994 property taxes. The Court finds that the filing of the motion itself is proper notice and that the Order should be granted. Therefore, it is

ORDERED that the Expedited Motion to Pay Administrative Expense (1994 Property Taxes) is hereby GRANTED. It is further

ORDERED that the Trustee is authorized to pay the 1994 property taxes as contained in the motion. It is further

ORDERED that the estate's liability for 1994 property taxes shall be limited to the amounts due and owing as of January 31, 1995.

SIGNED the 20th day of January, 1995.

THE HONORABLE DONALD R. SHARP
UNITED STATES BANKRUPTCY JUDGE

RECD JAN 23 1995

AFTER ENTRY, RETURN TO:

David F. Staber
AKIN, GUMP, STRAUSS, HAUER & FELD, L.L.P.
1700 Pacific Ave., Suite 4100
Dallas, TX 75201
COUNSEL FOR CHAPTER 7 TRUSTEE

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF TEXAS
BEAUMONT DIVISION

FEB 3 3 29 PM '95

IN RE:	§	
	§	
TRINITY WATER RESERVE, INC.	§	CASE NO. 93-10408
d/b/a DEVERS CANAL SYSTEM	§	CHAPTER 7
	§	
DEBTOR	§	

EOD FEB 0 6 '95

ORDER

COMES NOW before the Court for consideration the First Interim Application of Akin, Gump, Strauss, Hauer & Feld, L.L.P. for Allowance of Attorney's Fees and Reimbursement of Expenses ("Application"). Applicant is the attorney for Mark A. Weisbart, Chapter 7 Trustee for Trinity Water Reserve. Applicant is seeking approval of attorney's fees in the amount of $57,527.00 and expenses in the amount of $12,760.25, for a total of $70,287.25. The Court, having reviewed the Application, is of the opinion that the requested fees are excessive.

Applicant has charged hourly rates in excess of the customary fees allowed in the Eastern District of Texas. The customary fees are $180/hr. for partners, $150/hr. for senior level associates, and $50/hr for paralegals. Despite Applicant's urging, the Court can find no justification in this case for allowing rates in excess of the customary fee.

In addition, Applicant has charged hourly rates for positions classified as case clerk and docket clerk. The Court has no indication of the qualifications of these individuals. They were not classified as paralegals, so the Court must assume that they have no formal legal training. It would appear that their duties

are clerical in nature; as such, they should be absorbed by overhead and not billed at paraprofessional rates.

Finally, throughout the Application, Applicant has engaged in multiple billing. Interoffice conferences attended by several attorneys from the firm have been billed by each individual attorney. Such multiple billing will not be allowed by this Court.

Applicant's fees have been appropriately reduced according to each of the above stated reasons. Applicant's expenses are allowed in full. It is therefore

ORDERED that the Trustee shall immediately pay to Applicant the amount of $48,467.50 for its attorney's fees of which $15,484.00 shall be paid from the Escrow Fund described fully in the Application, and the amount of $12,760.25 for its expenses of which $3,015.37 shall be paid from the Escrow Fund, for a total of $61,227.75. It is further

ORDERED that all further requested relief is hereby DENIED.

SIGNED this 6th day of February 1995.

DONALD R. SHARP
UNITED STATES BANKRUPTCY JUDGE

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF TEXAS
BEAUMONT DIVISION

IN RE:	§	
	§	
TRINITY WATER RESERVE, INC., d/b/a DEVERS CANAL SYSTEM,	§	**Case No. 93-10408-DRS-7**
	§	
	§	**Chapter 7**
Debtor.	§	

ORDER

EOD NOV 23 '94

On this day, came on for consideration the First Interim Application for Approval of Payment of Fees by Daniel A. Thornton ("Application"). After consideration of the Application and the arguments presented therein, and finding that notice of the Application was proper, it is the opinion of this Court that the Application should be granted.

IN IS THEREFORE ORDERED, that:

1. The First Interim Application for Approval of Payment of Fees by Daniel B. Thornton is hereby granted; and

2. The Trustee shall compensate Daniel A. Thornton in the amount of $3,238.60 representing fees and out-of-pocket expenses incurred from April 29, 1994 through July 28, 1994.

SIGNED the 22nd day of November, 1994.

HONORABLE DONALD R. SHARP
UNITED STATES BANKRUPTCY JUDGE

AFTER ENTRY, RETURN TO:
Mark A. Weisbart
Akin, Gump, Strauss, Hauer & Feld, L.L.P.
1700 Pacific Ave., Suite 4100
Dallas, Texas 75201-4618
ATTORNEYS FOR TRUSTEE

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF TEXAS
BEAUMONT DIVISION

IN RE:	§	
	§	
TRINITY WATER RESERVE,	§	CASE NO. 93-10408-DRS-11
INC.,	§	
D/B/A/ DEVERS CANAL SYSTEM,	§	EOD SEP-1'94
	§	
DEBTOR		

ORDER GRANTING WITHDRAWAL OF FUNDS FOR FEES AND EXPENSES OF BROWN & POTTS, L.L.P. FROM THE ESCROW ACCOUNT CREATED BY THE SAN JACINTO RIVER AUTHORITY

ON THIS DATE, the Court considered the "Supplement to Second Interim Application to Draw Against Retainer and Revenues of the Debtor For Allowance For Fees and Expenses to Brown & Potts, L.L.P., Counsel for Debtor-In-Possession," (hereinafter "Fee Application") and the Limited Objection (the "Objection") of the Chapter 7 Trustee ("Trustee") to the Fee Application. The Court having found that no other objections to the Fee Application have been filed, and, the Court, having been advised that Mark A. Weisbart, Chapter 7 Trustee herein, and Movant agree to the terms of this order, hereby finds as follows:

1. The fees and expenses sought by Movant in the amount of Thirty-Three Thousand Eight Hundred Six Dollars and Ninety-Three Cents ($33,806.93) were reasonable and necessary to the administration of this estate.

2. Movant is entitled to be paid for fees, the sum of Twenty-Four Thousand Nine Hundred Ninety-Seven Dollars ($24,997.00) from the Escrow Fund created by San Jacinto River Authority ("Escrow Fund"), immediately upon approval of this Agreed Order by the Court and entry by the Clerk.

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3. Trustee agrees that Movant is entitled to be paid for expenses, the sum of One Thousand Five Hundred Eighty-Four Dollars and Sixty One Cents ($1,584.61) from the Escrow Fund, immediately upon approval of this Agreed Order by the Court and entry by the Clerk.

IT IS THEREFORE ORDERED that the Trustee is authorized to pay Brown & Potts, L.L.P. the amount of $24,997 in fees, and $1,584.61 in expenses, for a total of $26,581.61 from the Escrow Fund in partial payment of the sum sought by Movant in the Fee Application.

IT IS FURTHER ORDERED that the remaining balance of $7,225.32 shall be allowed as a Chapter 11 administrative expense claim in this case.

SIGNED this 16 day of September 1994.

UNITED STATES BANKRUPTCY JUDGE

APPROVED:

Dated: 8-22-94

Mark A. Weisbart
Chapter 7 Trustee
Akin, Gump, Strauss, Hauer & Feld
1700 Pacific Avenue
4100 First City Center
Dallas, Texas 75201-4618
(214) 969-2800
(214) 969-4343 (facsimile)

BROWN & POTTS, L.L.P.
401 West 15th Street
Suite 850
Austin, Texas 78701
(512) 469-7474
(512) 469-7480 (facsimile)

BY: Susan E. Potts Dated: 8/19/94

Susan E. Potts
SBN: 16182600

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IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF TEXAS
BEAUMONT DIVISION

IN RE:	$	
	$	
TRINITY WATER RESERVE, INC.	$	CASE NO. 93-10408-DRS-7
D/B/A DEVERS CANAL SYSTEM,	$	
	$	
DEBTOR.		

EOD AUG 05 '94

AGREED ORDER REGARDING MOTION TO AUTHORIZE PAYMENT TO GODWIN & CARLTON, P.C. AND MEHAFFY & WEBER, P.C., COUNSEL FOR DEBTOR-IN-POSSESSION, FROM ESCROW FUND

ON THIS DATE, the Court considered the Motion and the Limited Objection (the 'Objection') of the Chapter 7 Trustee (the "Trustee") to the Motion to Authorize Payment (the "Motion") to Godwin & Carlton, P.C. and Mehaffy & Weber, P.C. ("Movants"), Counsel for Debtor-in-Possession, From Escrow Fund, and

The Court, having found that no other objections to the Motion have been filed, and

The Court, having been advised that Mark A. Weisbart, Chapter 7 Trustee herein, and Movants have entered into an agreement as follows:

1. Trustee agrees that Movants are entitled to be paid the sum of Forty Thousand and No/100 Dollars ($40,000.00) from the Escrow Fund, in partial payment of the sum sought by Movants in the Motion, immediately upon approval of this Order by the Court and entry

by the Clerk,

finds that the agreement between Trustee and Movants should be, in all things, approved.

IT IS THEREFORE ORDERED that the foregoing agreement between Trustee and Movants as described above is, in all things, approved.

IT IS FURTHER ORDERED that the Trustee is authorized to pay Movants the sum of Forty Thousand and No/100 Dollars ($40,000.00) from the Escrow Fund, in partial payment of the sum sought by Movants in the Motion.

SIGNED this 5th day of August, 1994.

THE HONORABLE DONALD R. SHARP,
UNITED STATES BANKRUPTCY JUDGE

APPROVED:

Date: August 1, 1994

Mark A. Weisbart, Esq.
Chapter 7 Trustee
1700 Pacific Avenue
Suite 4100
Dallas, Texas 75201-4618
(214)-969-2800
(214)-969-4343 (facsimile)

AKIN, GUMP, STRAUSS, HAUER & FELD, L.L.P.
1700 Pacific Avenue
Suite 4100
Dallas, Texas 75201-4618
(214)-969-2800
(214)-969-4343 (facsimile)

COUNSEL FOR TRUSTEE

GODWIN & CARLTON, P.C.
901 Main Street
Suite 3300
Dallas, Texas 75202
(214) 939-4400
(214) 760-7332 (facsimile)

By: Thomas S. Hoekstra
Thomas S. Hoekstra
SBN: 09773300

Date: August 1, 1994

COUNSEL FOR DEBTOR

John J. Durkey
Mehaffy & Weber, P.C.
2615 Calder Avenue
Beaumont, Texas 77704
(409) 835-5011
(409) 835-5177 (facsimile)

LOCAL COUNSEL FOR DEBTOR

Submitted by:

Thomas S. Hoekstra
SBN: 09773300
GODWIN & CARLTON, P.C.
901 Main Street
Suite 3300
Dallas, Texas 75202
(214) 939-4400
(214) 740-7332 (facsimile)

ORIGINAL

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF TEXAS
BEAUMONT DIVISION

IN RE:	§	
	§	
TRINITY WATER RESERVE, INC.	§	CASE NO. 93-10408-DRS-7
D/B/A DEVERS CANAL SYSTEM,	§	
	§	
DEBTOR.		

EOD JUL '95

ORDER AUTHORIZING CHAPTER 7 TRUSTEE
TO MAKE INTERIM DISBURSEMENT OF EXCESS FUNDS TO DEBTOR

ON THIS DATE, the Court considered the "Motion for Order Authorizing Interim Disbursement of Excess Funds to Debtor" ("Motion") filed herein by Trinity Water Reserve, Inc. d/b/a Devers Canal System ("Debtor"). The Court finds that all creditors and parties-in-interest were provided notice and an opportunity to object to the Motion. The Court further finds that no objections were filed to the Motion.

After considering the evidence adduced and arguments of counsel, the Court additionally finds that cause exists to, in all things, grant the relief requested in the Motion. The Court additionally finds that granting the relief requested in the Motion is in the best interest of Debtor's bankruptcy estate.

IT IS THEREFORE ORDERED that Mark A. Weisbart, Chapter 7 Trustee, shall pay to Debtor the sum of One Million Nine Hundred Thousand Dollars ($1,900,000.00) within three (3) days after the entry of this Order.

IT IS FURTHER ORDERED that Mark A. Weisbart, Trustee, is hereby authorized and directed to promptly invest and reinvest

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some or all of the remaining funds of the estate in an amount as may be determined by the Trustee in his sole discretion in direct U.S. Treasury obligations in such maturities as the Trustee, in his sole discretion, may select, to be held in the name of Mark A. Weisbart, Chapter 7 Trustee, subject to further order of the Court. All interest accrued on such invested funds shall remain the property of the estate.

IT IS FURTHER ORDERED that the Chapter 7 Trustee shall reduce the Trustee's Bond in the amount of One Million Nine Hundred Thousand Dollars ($1,900,000.00).

IT IS FURTHER ORDERED that the entry of this Order shall be without prejudice to the entry of a further order on distribution of excess funds to the Debtor.

SIGNED this 5th day of July, 1995.

HONORABLE DONALD R. SHARP,
UNITED STATES BANKRUPTCY JUDGE

APPROVED AS TO FORM AND CONTENT:

Mark A. Weisbart,
Chapter 7 Trustee
Creel & Atwood, P.C.
1600 Pacific Avenue
Suite 3100
Dallas, Texas 75201

J. Coke Peacock, II
ORGAIN, BELL & TUCKER, L.L.P.
470 Orleans Street
Beaumont, Texas 77701

FILED
U.S. BANKRUPTCY COURT
EASTERN DISTRICT OF TEXAS
AUG 29 10 20 AM '95
CLERK OF COURT
BY DEPUTY

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF TEXAS
BEAUMONT DIVISION

IN RE:	§	
	§	
TRINITY WATER RESERVE, INC.	§	**CASE NO. 93-10408-S**
d/b/a DEVERS CANAL SYSTEM,	§	
	§	**CHAPTER 7**
DEBTOR	§	

EOD AUG 29 '95

ORDER GRANTING FINAL APPLICATION OF DANIEL A. THORNTON FOR PAYMENT OF FEES AND REIMBURSEMENT OF EXPENSES

On this day came on for consideration the Final Application of Daniel A. Thornton for Payment of Fees and Reimbursement of Expenses. Upon consideration of the Application, and finding that Notice of the Final Application was proper and no objections thereto were filed, it is the opinion of the Court that the Application should be granted. Wherefore, it is

ORDERED that the Final Application of Daniel A. Thornton is hereby approved; and

ORDERED that the Trustee shall compensate Daniel A. Thornton in the amount of $2,329.32 for the remaining fees and expenses due Mr. Thornton pursuant to the Application.

DATED: August 29, 1995.

HONORABLE ~~C. HOUSTON ABEL~~
UNITED STATES BANKRUPTCY JUDGE

~~MARK: YOU DICTATED DONALD SHARP AS THE JUDGE??~~

2 of 5

FILED
U.S. BANKRUPTCY COURT
DISTRICT OF TEXAS
OCT 31 1995 A.M. P.M.
CLERK, U.S. BANKRUPTCY COURT
BY:
DEPUTY

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF TEXAS
BEAUMONT DIVISION

IN RE:	§	
	§	
TRINITY WATER RESERVE, INC.	§	**CASE NO. 93-10408-S**
d/b/a DEVERS CANAL SYSTEM,	§	
	§	
DEBTOR	§	**CHAPTER 7**

EOD NOV - 6 95

ORDER GRANTING THIRD MOTION FOR DISBURSEMENT OF FUNDS

ON THIS DAY CAME ON FOR CONSIDERATION, the Third Motion for Disbursement of Funds filed by Mark A. Weisbart, Trustee ("Trustee"), and upon finding that appropriate notice and opportunity for hearing was provided to all creditors and parties in interest, and that no objection to the Motion was filed, it is hereby

ORDERED that the Trustee may disburse funds to pay the Court approved fees and expenses pursuant to the orders entered by the court (the "Fee Orders") addressing the following fee applications:

1. Final Application for Allowance of Fees and Expenses as to Brown & Potts, L.L.P., Godwin & Carlton, P.C., Mehaffey & Weber, P.C., HDR Engineering, Inc., and Lloyd, Gosselink, Fowler, Blevins & Mathews, P.C.

2. Final Application for Payment of Fees and Expenses to Dan Thornton.

3. First Interim Application of Creel & Atwood for allowance of fees and expenses.

4. Final Application of Akin, Gump, Strauss, Hauer & Feld for Allowance of Attorneys Fees and Reimbursement of Out-of-Pocket Expenses.

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ORDERED that as to Brown & Potts, L.L.P., Godwin & Carlton, P.C., Mehaffey & Weber, P.C., Trustee has authority to reimburse the Debtor, or the Debtor's principal, Paul Glass, to the extent that Debtor or Mr. Glass had previously advanced funds to these professionals to pay their fees and expenses as now approved by the Court pursuant to these professionals' respective Fee Orders.

ORDERED that as to Lloyd, Gosselink, Fowler, Blevins & Mathews, P.C. and HDR Engineering, Inc., Trustee has authorization to make payment directly to San Jacinto River Authority, which has previously advanced funds to these professionals as set forth in the order initially approving the employment of these professionals.

ORDERED that the Trustee has authorization to pay directly those court approved fees and expenses of Dan Thornton, Creel & Atwood, and Akin, Gump, Strauss, Hauer & Feld as approved under their respective Fee Orders.

ORDERED that the Trustee is authorized to disburse the additional sum of $1.1 million dollars to the Debtor's principal, Paul Glass.

DATED: October 31, 1995

HONORABLE DONALD R. SHARP
UNITED STATES BANKRUPTCY JUDGE

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF TEXAS
BEAUMONT DIVISION

U.S. BANKRUPTCY COURT
EASTERN DISTRICT OF TX
FILED
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CLERK, U.S. BANKRUPTCY COURT
BY

IN RE:	§	
	§	
TRINITY WATER RESERVE, INC.	§	CASE NO. 93-10408-S
d/b/a DEVERS CANAL SYSTEM,	§	
	§	CHAPTER 7
DEBTOR.	§	

EOD NOV 14'95

ORDER GRANTING FOURTH MOTION FOR DISBURSEMENT OF FUNDS

ON THIS DAY CAME ON FOR CONSIDERATION, the Fourth Motion for Disbursement of Funds (the "Motion") filed by Mark A. Weisbart, Trustee ("Trustee"), and for cause shown, the Court finds that the Motion should be approved. Wherefore, it is

ORDERED that the Trustee may disburse funds to pay the allowed pre-petition unsecured and secured claims against this Estate, and it is further

ORDERED that the Trustee shall disburse $750.00 to the Devers Canal Rice Producers Association as requested in the Motion.

ORDERED that the Trustee has authority to pay discovery costs not exceeding $500.00 in the aggregate for third party copying and deposition charges related to the Trustee's Objection to Claims.

DATED: November 9, 1995.

HONORABLE DONALD R. SHARP
UNITED STATES BANKRUPTCY JUDGE

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file Trinity 8/2 pleadings

EOD AUG 2'95

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF TEXAS
BEAUMONT, TEXAS

IN RE:	§	
	§	
TRINITY WATER RESERVE, INC.,	§	CASE NO. 93-10408-S-7
	§	
DEBTOR.	§	

AGREED ORDER AND PURCHASE AND SALE AGREEMENT

NOW COME, Trinity Water Reserve, Inc. ("Debtor"), Paul M. Glass ("Glass"), Individually, Kathleen N. Boyt, Jefferson E. Boyt, Mark C. Boyt, Ila Boyt Maxwell, the C.K. Boyt Trusts, John Barrett Jeffrey and Julia Byrn (Jeffrey) Rathgeber and Ronald J. Sommers, Chapter 7 Trustee for the Estate of Patrick E. Boyt ("Bondholders") and PaineWebber Incorporated ("PaineWebber") and Mark A. Weisbart ("Trustee")in his capacity as Chapter 7 Trustee of the Bankruptcy estate of Trinity Water Reserve, Inc. (the "Estate") and enter into this Agreed Order and Purchase and Sale Agreement (the "Agreed Order") with regard to the Bonds.

ARTICLE 1

DEFINITIONS

1.1 **Bonds.** All of the currently outstanding Trinity River Authority of Texas Devers Canal System Revenue Bonds, Series 1969 in the total face amount of Three Million Nine Hundred Ninety Thousand and No/100 ($3,990,000.00) Dollars (consisting of Seven Hundred Ninety-Eight [798] bearer bonds, bearing bond numbers 103 through 900, inclusive, each in the face amount of Five Thousand and No/100 ($5,000.00) Dollars), together with all coupons thereon, from 1992 through 2009.

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1.2. Bondholders. For the purposes of this Order, the Bondholders are the following persons who own the face amount of Bonds opposite their names:

Ila Boyt Maxwell	$1,000,000
C. K. Boyt Trusts	975,000
John Barrett Jeffrey	500,000
Julia Byrn (Jeffrey) Rathgeber	500,000
Kathleen N. Boyt	495,000
Ronald J. Sommers, Chapter 7 Trustee for the Estate of Patrick E. Boyt	270,000
Jefferson E. Boyt	125,000
Mark C. Boyt	125,000
	$3,990,000

1.3 **Debtor.** Trinity Water Reserve, Inc., a Delaware corporation

1.4 **Glass.** Paul M. Glass, the sole stockholder of Trinity Water Reserve, Inc.

1.5 **Trustee.** Mark A. Weisbart, Chapter 7 Trustee in this case.

1.6 **PaineWebber.** PaineWebber Incorporated, which has a security interest in and is the holder of the Bonds of Ila Boyt Maxwell, the C. K. Boyt Trusts and Ronald J. Sommers, Chapter 7 Trustee for the Estate of Patrick E. Boyt. The term also includes all of PaineWebber's subsidiaries and affiliates.

1.7 **Claims.** The claims asserted in the proofs of claims filed by the Bondholders and PaineWebber in this case including, without limitation, claims no. 37, 38, 39, 40, 41, 42, 43, 46, 51, 52, 53, 54, 71, 72, 73, 74 and 75.

1.8 **Objections.** All objections filed by the Debtor Glass and the Trustee to the Claims and all amendments to said original objections.

1.9 **Responses.** All of the responses filed by the Bondholders and PaineWebber to the Objections.

1.10 **Escrow Agent.** Texas Commerce Bank, National Association

1.11 **Closing**. The Closing will commence at 10:00 a.m. at the offices of the Escrow Agent within three (3) business days after the later of the date that this Order becomes final and no longer appealable or the date that this transaction is approved as required in Section 7.2 below.

1.12 **Estate**. The Bankruptcy Estate of Trinity Water Reserve, Inc., Case No. 93-10408-S-7, now pending in the United States Bankruptcy Court for the Eastern District of Texas, Beaumont Division

ARTICLE 2

BACKGROUND

2.1 The Bankruptcy Court has jurisdiction over this action pursuant to 28 U.S.C. Section 1334. This is a core proceeding pursuant to 28 U.S.C. Section 157(b)(2)(a), B and O.

2.2 Venue is proper in this court under 28 U.S.C. Section 1409.

2.3 The Debtor filed a voluntary petition for relief under Chapter 11 of the Bankruptcy Code on March 30, 1993, in United States Bankruptcy Court for the Eastern District of Texas, Beaumont Division. On April 25, 1994, this case was converted to a case under Chapter 7, and Mark A. Weisbart was duly appointed and qualified as Chapter 7 Trustee. Since his appointment in the case the Trustee has disbursed Two Million Seventy-Four Thousand Three Hundred Twenty-One and 11/100 ($2,074,321.11) Dollars from the Estate.

2.4 On or about November 18, 1969, the Trinity River Authority of Texas (the "TRA") issued the Bonds. The issuance of the Bonds was certified and authorized by the Office of the Attorney General of the State of Texas.

2.5 The current owners of the Bonds are the Bondholders, and they own the Bonds in the principal amounts set forth above. PaineWebber has possession of and is the holder of the Bonds belonging to Ila Boyt Maxwell, the C. K. Boyt Trusts and Ronald J. Sommers as Trustee of the

Chapter 7 Estate of Patrick E. Boyt and claims a security interest in those Bonds to secure certain debts owed by these persons to PaineWebber. PaineWebber also has possession of the Bonds owned by Mark C. Boyt and Jefferson E. Boyt but has and claims no security interest in those Bonds. The Bonds belonging to Kathleen N. Boyt, John Barrett Jeffrey and Julia Byrn (Jeffrey) Rathgeber are held for them in safekeeping by First Liberty National Bank, Liberty, Texas.

2.6 On or about June 27, 1994, the Trustee, pursuant to that certain Final Judgment Approving Sale entered in Adv. Pro. No. 94-1048-S on March 2, 1995, sold the Devers Canal System and all of the associated water rights to the San Jacinto River Authority of Texas for the sum of Thirteen Million Eight Hundred Thousand and No/100 ($13,800,000.00) Dollars with all the liens and encumbrances on the assets sold attaching to the proceeds of said sale (the "Sale")

ARTICLE 3

AGREEMENTS OF GLASS AND THE DEBTOR

3.1 Paul M. Glass, the sole stockholder of the Debtor, agrees that he will pay to the Bondholders by delivery to the Escrow Agent the sum of Three Million Four Hundred Thousand and No/100 ($3,400,000.00) Dollars from the proceeds of the Sale for one hundred percent (100%) of the Bonds upon delivery of the Bonds to the Escrow Agent at the Closing.

3.2 Glass agrees that he will cause the Three Million Four Hundred Thousand and No/100 ($3,400,000.00) Dollars paid to the Escrow Agent for his account by the Trustee pursuant to the terms of this Agreed Order to be used for the purchase of the Bonds as described in this Agreed Order. Glass agrees that he will use such funds solely for such purpose. To implement these agreements, Glass directs the Trustee to pay the $3,400,000 directly to the Escrow Agent for the account of and on behalf of Glass for purchase of the Bonds as described in this Agreed Order.

3.3 Glass waives his right and agrees never to assert the Claims assigned to him pursuant to Section 4.2 of this Agreed Order against either the Estate or the Trustee, or to assign the Claims to any other person or entity.

3.4 Trustee, Debtor and Glass release any and all claims, demands, judgments, damages, debts, costs, expenses, liabilities, contracts, agreements, obligations, accounts, defenses, suits, actions, causes of action, or claims for relief of any kind or character whatsoever, known or unknown, suspected or unsuspected, in contract or in tort, at law or in equity, whether heretofore or hereafter accruing, against the Bondholders and PaineWebber, their officers, directors, employees, shareholders, agents, attorneys, consultants and other representatives that they or any person or entity claiming by, through, or under them, ever had or now have or may have in the future against the Bondholders and PaineWebber for or by reason of any matter, cause, or thing done, admitted to, or suffered to be done, or omitted to be done, by any of the Bondholders or PaineWebber, whether negligent, willful, or otherwise, at any time prior to and including the date of this Agreed Order.

ARTICLE 4

AGREEMENTS OF THE BONDHOLDERS AND PAINEWEBBER

Upon performance of the obligations of Glass, the Debtor, and Trustee under this Agreement, the Bondholders and PaineWebber agree as follows:

4.1 The Bondholders and PaineWebber agree that they will deliver one hundred percent (100%) of the Bonds to Texas Commerce Bank, National Association, as Escrow Agent, pursuant to the terms of this Agreement one (1) day prior to the Closing.

4.2 Bondholders assign absolutely and without limitation all of the Claims filed by them in this case to Glass in further consideration of the purchase and sale contemplated by this Agreement. PaineWebber, as secured party, consents to such assignment.

4.3 Bondholders, severally and not jointly, agree to indemnify Debtor, its officers and directors, employees, shareholders, agents, attorneys, consultants and other representatives, and the heirs, successors and assigns of such parties from any and all claims, demands, judgments, damages, costs or other liability of any kind whatsoever arising directly or indirectly from the status of the Bondholders as Bondholders or arising directly or indirectly from the Claims filed in this case by the Bondholders or PaineWebber which were asserted or could have been asserted in the Claims. Such indemnification shall be separate and limited to the individual Bondholders and the related Claims of each separate Bondholder and persons claiming by, through or under them, but not as to the Bonds or claims of any other Bondholder or third party not claiming by, through or under them. PaineWebber is not indemnifying Debtor or anyone else.

4.4 Bondholders and PaineWebber release any and all claims, demands, judgments, damages, debts, costs, expenses, liabilities, contracts, agreements, obligations, accounts, defenses, suits, actions, causes of action, or claims for relief of any kind or character whatsoever, known or unknown, suspected or unsuspected, in contract or in tort, at law or in equity, whether heretofore or hereafter accruing, against the Trustee and the Debtor, its officers, directors, employees, shareholders, agents, attorneys, consultants and other representatives that they or any person or entity claiming by, through, or under them, ever had or now have or may have in the future against the Trustee or the Debtor for or by reason of any matter, cause, or thing done, admitted to, or suffered to be done, or omitted to be done, by the Debtor or Glass, Individually, whether negligent, willful, or otherwise, at any time prior to and including the date of this Agreed Order.

ARTICLE 5

AGREEMENTS OF TRUSTEE

5.1 Trustee agrees that he will transfer $3,400,000 of the proceeds of the Sale from the Estate to the Escrow Agent for the account of and on behalf of Glass to enable Glass to pay the purchase price of the Bonds at the Closing. The payment of the purchase price and the transactions contemplated hereunder will constitute a complete release of the Claims against the Estate, but will not otherwise affect the obligations or rights of the holder(s) of the Bonds.

5.2 Trustee hereby withdraws all his Objections to the Claims with prejudice.

ARTICLE 6

CLOSING

6.1 Closing shall be at the offices of Texas Commerce Bank, National Association, the Escrow Agent, at its offices in Houston, Texas, Beaumont, Texas and Dallas, Texas.

6.2 When the Three Million Four Hundred Thousand and No/100 ($3,400,000.00) Dollar purchase price ("Purchase Price") has been transferred from Glass to the Escrow Agent, and the Escrow Agent is in possession of the Bonds by virtue of the Bonds having been delivered to the Escrow Agent in accordance with this Agreement, then the Escrow Agent will distribute the Purchase Price to or for the account of the Bondholders for the account of Paul Glass as payment by him for the Bonds as follows:

PaineWebber	$1,825,564
John Barrett Jeffrey	$451,128
Julia B. (Jeffrey) Rathgeber	$451,128
Kathleen N. Boyt	$446,617
Jefferson E. Boyt	$112,782
Mark C. Boyt	$112,782
	$3,400,000

6.3 The Escrow Agent shall, simultaneously with the distribution of the Purchase Price, immediately deliver the Bonds into a safety deposit box in the name of the Trustee and Glass at Texas Commerce Bank, National Association, 5177 Richmond Avenue, Houston, Texas, which Bonds may only be removed from said box upon the joint approval of Glass and the Trustee. Glass and the Trustee agree that the Bonds will not be removed from said box prior to the closing of the Estate pursuant to Section 350 of the Bankruptcy Code, at which time the Trustee will unconditionally release the Bonds to Glass.

6.4 PaineWebber and the below named Bondholders hereby agree that the debts owed PaineWebber by the Bondholders are as follows, and PaineWebber agrees to accept said sums and the Bondholders agree to pay such sums in full payment of all amounts due PaineWebber from the below named Bondholders:

Name	Total Debit	Fees & Expenses	Total Debit Owed	Balance Due Bondholder
Ila Boyt Maxwell	$571,171	$85,830	$657,001	$152,467
C. K. Boyt Trust	$577,141	$86,725	$663,866	$122,075
Patrick E. Boyt, Elizabeth Boyt and Ronald J. Sommers, Trustee	$82,818	$12,445	$95,263	$134,892

PaineWebber has agreed as part of the consideration for this Agreement to pay Two Hundred Thousand and No/100 ($200,000.00) Dollars of its attorneys' fees and expenses for its own account and not to charge any of the Bondholders for that amount of its attorneys' fees and

expenses. The above numbers reflect the effect of this agreement. The benefit of this Agreement has been distributed ratably among all the Bondholders so that the effect to them is receipt of Three Million Six Hundred Thousand and No/100 ($3,600,000.00) Dollars total consideration for all of the Bonds.

6.5 Effective upon receipt of payment as provided herein, PaineWebber releases any and all claims, demands, judgments, damages, debts, costs, expenses, liabilities, contracts, agreements, obligations, accounts, defenses, suits, actions, causes of action, or claims for relief of any kind or character whatsoever, known or unknown, suspected or unsuspected, in contract or in tort, at law or in equity, whether heretofore or hereafter accruing, against Ila Boyt Maxwell, the C. K. Boyt Trusts and Patrick E. or Elizabeth Boyt or Ronald J. Sommers, Chapter 7 Trustee for the Estate of Patrick E. Boyt, their agents, successors, assigns, attorneys, consultants and other representatives that it or any person or entity claiming by, through, or under it, ever had or now have or may have in the future against Ila Boyt Maxwell, the C.K. Boyt Trusts, Patrick E. or Elizabeth Boyt or Ronald J. Sommers, Chapter 7 Trustee for the Estate of Patrick E. Boyt for or by reason of any matter, cause, or thing done, admitted to, or suffered to be done, or omitted to be done, by any of Ila Boyt Maxwell, the C.K. Boyt Trusts, Patrick E. or Elizabeth Boyt or Ronald J. Sommers, Chapter 7 Trustee for the Estate of Patrick E. Boyt, whether negligent, willful, or otherwise, at any time prior to and including the date of this Agreed Order.

6.6 Effective upon receipt of the payments provided herein, Ila Boyt Maxwell, the C. K. Boyt Trusts, Patrick E. and Elizabeth Boyt and Ronald J. Sommers, Chapter 7 Trustee for the Estate of Patrick E. Boyt release any and all claims, demands, judgments, damages, debts, costs, expenses, liabilities, contracts, agreements, obligations, accounts, defenses, suits, actions, causes of action, or claims for relief of any kind or character whatsoever, known or unknown, suspected or

unsuspected, in contract or in tort, at law or in equity, whether heretofore or hereafter accruing, against PaineWebber, its officers, directors, employees, shareholders, agents, attorneys, consultants and other representatives that they or any person or entity claiming by, through, or under them, ever had or now have or may have in the future against PaineWebber for or by reason of any matter, cause, or thing done, admitted to, or suffered to be done, or omitted to be done, by PaineWebber, whether negligent, willful, or otherwise, at any time prior to and including the date of this Agreed Order.

ARTICLE 7

MISCELLANEOUS

7.1 This Agreed Order represents compromise and settlement of disputed claims and objections, and nothing herein or in any of the other documents, instruments or orders contemplated by this Agreed Order shall be deemed to be an admission and shall not be admissible in evidence in any proceeding other than a proceeding to enforce the terms of this Agreed Order.

7.2 All of the obligations of Ronald J. Sommers, Chapter 7 Trustee for the Estate of Patrick E. Boyt (herein called Ronald J. Sommers, Trustee), are subject to the approval of the United States Bankruptcy Court of the Southern District of Texas, where said proceeding is now pending.

7.3 There is no Section 7.3.

7.4 This Agreed Order may be executed in multiple counterparts and will only become effective when at least one counterpart has been executed by every party for whom a signature is reflected below. All executed counterparts will be delivered to J. Hoke Peacock II who shall file the original signature pages with the clerk of this Court prior to entry of this Agreed Order so that any party may obtain a certified copy of same.

7.5 The Trustee is hereby authorized and directed to transfer the sum of Three Million Four Hundred Thousand and No/100 ($3,400,000.00) Dollars to the Escrow Agent for the account of and on behalf of Glass pursuant to the terms of this Agreed Order.

7.6 Upon Closing, The Trustee is authorized to receive from the Estate the sum of One Hundred Sixty-Four Thousand One Hundred Thirty-Nine and 63/100 ($164,139.63) Dollars as interim compensation under Section 330 of the Bankruptcy Code.

August 2, 1995

Hon. Donald R. Sharp
United States Bankruptcy Judge

THIS ORDER AND AGREEMENT IS ACCEPTED AND AGREED TO IN FORM AND SUBSTANCE ON THE DATE SET FORTH BESIDE EACH PARTIES' SIGNATURE BELOW AND APPROVED AS TO FORM ONLY BY UNDERSIGNED COUNSEL FOR EACH PARTY:

Trinity Water Reserve, Inc., Debtor

By:_____ Date:_____
Paul M. Glass

_____ Date:_____
Paul M. Glass, Individually

Thomas S. Hoekstra Date: July 6, 1995
Thomas S. Hoekstra
Attorney in Charge
GODWIN & CARLTON, P.C.
901 Main Street, Suite 3300
Dallas, Texas 75202
(214) 939-4400

ATTORNEY FOR TRINITY WATER RESERVE, INC., DEBTOR

Date:_____

Mark A. Weisbart
Chapter 7 Trustee
CREEL & ATWOOD, P.C.
1600 Pacific Avenue, Suite 3100
Dallas, Texas 75201

_____ Date:_____
Jefferson E. Boyt

_____ Date:_____
Mark C. Boyt

_____ Date:_____
Kathleen N. Boyt

_____ Date:_____
Ila Boyt Maxwell

C. K. Boyt Trusts

By:_____ Date:_____
Lamar Maxwell

By:_____
Patrick E. Boyt

_____ Date: July 5, 1995
J. Hoke Peacock II
Attorney in Charge
ORGAIN, BELL & TUCKER, L.L.P.
470 Orleans St.
Beaumont, TX 77701
(409) 838-6412

ATTORNEYS FOR JEFFERSON E. BOYT, MARK C. BOYT, KATHLEEN N. BOYT, ILA BOYT MAXWELL and the C. K. BOYT TRUSTS

_____ Date:_____
John Barrett Jeffrey

Date:_____

Julia Byrn (Jeffrey) Rathgeber

Date:_____

Edward B. Pickett
Attorney in Charge
PICKETT & PICKETT, P.C.
P. O. Box 10225
Liberty, Texas 77575
(409) 336-5604

ATTORNEY FOR JOHN BARRETT JEFFREY and JULIA BYRN (JEFFREY) RATHGEBER

Date: 7/5/95

Jeffrey M. Hirsch (Subject to Section 7.2 above)
Attorney in Charge
NATHAN, WOOD & SOMMERS
2700 Post Oak Blvd., Suite 3500
Houston, Texas 77056-3705
(409) 713-960-0303

ATTORNEY FOR RONALD J. SOMMERS, CHAPTER 7 TRUSTEE FOR THE ESTATE OF PATRICK E. ROYT

PaineWebber Incorporated

By:_____ Date:_____

Date: July 7, 1995

Jack Bird
Attorney in Charge
JENKENS & GILCHRIST
1445 Ross Avenue, Suite 3200
Dallas, Texas 75202-2799
(214) 855-4500

ATTORNEY FOR PAINEWEBBER INCORPORATED

Date: _____

Julia Byrn (Jeffrey) Rathgeber

Date: July 6, 1995

Edward B. Pickett
Attorney in Charge
PICKETT & PICKETT, P.C.
P. O. Box 10225
Liberty, Texas 77575
(409) 336-5604

ATTORNEY FOR JOHN BARRETT JEFFREY and JULIA BYRN (JEFFREY) RATHGEBER

Date: _____

Jeffrey M. Hirsch (Subject to Section 7.2 above)
Attorney in Charge
NATHAN, WOOD & SOMMERS
2700 Post Oak Blvd., Suite 3500
Houston, Texas 77056-5705
(409) 713-960-0303

ATTORNEY FOR RONALD J. SOMMERS, CHAPTER 7 TRUSTEE FOR THE ESTATE OF PATRICK E. BOYT

PaineWebber Incorporated

By: _____ Date: _____

Date: _____

Jack Bird
Attorney in Charge
JENKENS & GILCHRIST
1445 Ross Avenue, Suite 3200
Dallas, Texas 75202-2799
(214) 855-4500

ATTORNEY FOR PAINEWEBBER INCORPORATED

SCHEDULE B

APPLICATION FOR COMPENSATION

COMPUTATION OF COMMISSIONS (cases filed before 10/94)

Total Receipts			$14,278,335.52
	$14,278,335.52	15% of First $1,000	$150.00
Less	-1,000.00	($150 Maximum)	
Balance	$14,277,335.52	6% of Next $2,000	$120.00
Less	-2,000.00	($120 Maximum)	
Balance	$14,275,335.52	3% of Balance	$428,260.07
		TOTAL COMMISSION	$428,530.07

UNREIMBURSED EXPENSES

Case Clerk	$62.50
Photocopy/Duplication Expense	$191.00
Miscellaneous Expense	$805.49
Paralegal Expense	$1,527.70
Parking	$75.00
Telephone Expense	$13.19
Postage	$74.11
Travel	$1,407.00
TOTAL UNREIMBURSED EXPENSES	$4,155.99

Records:

Trustee did not take possession of business or personal records of the debtor. ___X_____

Notice of intent to abandon books and records of debtor filed on _____

Compensation and Expenses Worksheet

Case Number: 93-10408 DRS
Debtor: Trinity Water Reserve, Inc. DBA

1. COMPUTATION OF COMPENSATION

Total disbursements to other than the debtor are: $14,278,335.52

Pursuant to 11 U.S.C. § 326, compensation is computed as follows:

	$14,278,335.52	15% of First $1,000	$150.00
Less -	$1,000.00	($150 Maximum)	
Balance	$14,277,335.52	6% of Next $2,000	$120.00
Less -	$2,000.00	($120 Maximum)	
Balance	$14,275,335.52	3% of Balance	$428,260.07

TOTAL COMPENSATION CALCULATED:	$428,530.07
Less Previously Paid Compensation:	$349,139.63
TOTAL COMPENSATION REQUESTED:	**$79,390.44**

2. TRUSTEE EXPENSES

The Trustee has incurred the following expenses:

04/05/94	PHONE: Telephone Expense 1 @ 1.60 Long Distance	$1.60
04/21/94	MISC: Miscellaneous Expense 1 @ 90.20 Car rental	$90.20
04/21/94	MISC: Miscellaneous Expense 1 @ 22.97 Meal	$22.97
04/21/94	PARK: Parking 1 @ 24.00	$24.00
04/21/94	TRAVEL: Travel 1 @ 79.00 Air fare	$79.00
04/22/94	MISC: Miscellaneous Expense 1 @ 105.81 Motel	$105.81
04/22/94	TRAVEL: Travel 1 @ 79.00 Air fare	$79.00
04/29/94	TRAVEL: Travel 1 @ 131.00 Air fare	$131.00
05/02/94	PHONE: Telephone Expense 1 @ 0.41 Long Distance call	$0.41
05/14/94	PHONE: Telephone Expense 1 @ 4.00 Long Distance call	$4.00

Compensation and Expenses Worksheet

Case Number: 93-10408 DRS
Debtor: Trinity Water Reserve, Inc. DBA

05/23/94	PARK: Parking 1 @ 7.00	$7.00
05/23/94	TRAVEL: Travel 1 @ 158.00 Air fare	$158.00
06/02/94	MISC: Miscellaneous Expense 1 @ 20.00 Cab fare	$20.00
06/02/94	PARK: Parking 1 @ 7.00	$7.00
06/02/94	TRAVEL: Travel 1 @ 161.00 Air fare	$161.00
06/03/94	PHONE: Telephone Expense 1 @ 4.28 Long Distance call	$4.28
06/10/94	MISC: Miscellaneous Expense 1 @ 45.27 Rental car	$45.27
06/10/94	MISC: Miscellaneous Expense 1 @ 126.47 Motel	$126.47
06/10/94	PARK: Parking 1 @ 12.00	$12.00
06/10/94	TRAVEL: Travel 1 @ 325.00 Air fare	$325.00
11/03/94	PARK: Parking 1 @ 7.00	$7.00
11/03/94	TRAVEL: Travel 1 @ 158.00 Air fare	$158.00
05/11/95	PARK: Parking 1 @ 7.00	$7.00
05/11/95	PARK: Parking 1 @ 4.00	$4.00
05/11/95	TRAVEL: Travel 1 @ 158.00 Air fare	$158.00
05/15/95	MISC: Miscellaneous Expense 1 @ 65.27 Rental car	$65.27
05/15/95	PARK: Parking 1 @ 7.00	$7.00
05/15/95	TRAVEL: Travel 1 @ 158.00 Air fare	$158.00
06/26/96	PARA: Paralegal Expense 0.8 @ 65.00 Prepare checks for closing	$52.00
07/11/96	PARA: Paralegal Expense 1 @ 65.00 Reconcile wire transfers, prepare check, phone call to bank and EPI.	$65.00
07/31/96	PARA: Paralegal Expense 0.5 @ 65.00 Prepare deposit from assignment of permits.	$32.50
08/07/96	PARA: Paralegal Expense 0.3 @ 65.00 Prepare checks and reconcile deposits.	$19.50
08/16/96	PARA: Paralegal Expense 1 @ 65.00 Review MMA; transfer funds to checking, call bank, disburse 13 checks	$65.00

Compensation and Expenses Worksheet

Case Number: 93-10408 DRS
Debtor: Trinity Water Reserve, Inc. DBA

	for payment of claims.	
08/29/96	PARA: Paralegal Expense 0.5 @ 65.00 Review checking & saving; transfer funds; prepare deposit; run Form II.	$32.50
09/09/96	PARA: Paralegal Expense 0.5 hours @ 50.00 / hour Reconcile checking and savings accounts (3 accounts); Generate Form 2 and review.	$25.00
09/11/96	PARA: Paralegal Expense 0.3 hours @ 15.00 / hour Telephone conference with Sam Baker at UST in Tyler regarding Trustee Bond amount on Trinity case bank balances and increase in Bond.	$4.50
09/20/96	PARA: Paralegal Expense 0.5 @ 65.00 Review all bank accounts; run form II; conference with attorney; send forms to Debtor.	$32.50
09/27/96	PARA: Paralegal Expense 0.5 @ 65.00 Review bank accounts and run Form II for trustee; review ledger printouts and reconcile bank statements.	$32.50
11/01/96	PARA: Paralegal Expense 0.8 @ 65.00 Review bank accounts; transfer funds; prepare disbursements; xerox orders re: disbursements and federal express funds to Debtor.	$52.00
11/14/96	PARA: Paralegal Expense 1.5 @ 65.00 Review bank accounts; process three transfers of funds and prepare 30 disbursement checks; conference with bank.	$97.50
11/15/96	PARA: Paralegal Expense 1 @ 65.00 Conference with bank; review bank accounts; prepare remaining clalims checks; process two transfers.	$65.00
11/20/96	PARA: Paralegal Expense 0.8 @ 65.00 Review savings account; prepare three disbursement checks for fourth motion for distribution of funds; transfer funds.	$52.00
11/27/96	PARA: Paralegal Expense 0.3 @ 0.00 Review bank account and correspondence for check not received; telephone calls with attorney's office re: same.	$0.00
11/30/96	PARA: Paralegal Expense 0.3 @ 0.65 Review bank account and correspondence for check not received; telephone call with attorney's office.	$0.20
12/04/96	PARA: Paralegal Expense 0.3 @ 65.00 Transfer funds; prepare documents to SJRA.	$19.50
12/12/96	PARA: Paralegal Expense 1 @ 65.00 Run Form II; transfers; pay claim; pay administrative claims; review all bank accounts.	$65.00
12/27/96	PARA: Paralegal Expense 0.5 @ 65.00 Review accounts; run Form II; transfer from savings to checking and	$32.50

Compensation and Expenses Worksheet

Case Number: 93-10408 DRS
Debtor: Trinity Water Reserve, Inc. DBA

	prepare numerous disbursements.	
01/17/97	PARA: Paralegal Expense 0.5 @ 65.00 Review Form II and review accounts; prepare deposit.	$32.50
03/28/97	PARA: Paralegal Expense 2.5 @ 65.00 Review all bank accounts for 12 month period; reconcile and rebalance each account for 12 month period; conference with bank re: wire transfer.	$162.50
04/10/97	PARA: Paralegal Expense 0.4 hours @ 50.00 / hour Generate Form 2 and begin refview of claims paid in case and begin preparation of schedule summary.	$20.00
06/03/97	PARA: Paralegal Expense 0.5 hours @ 50.00 / hour Bank statement reconciliations for March and April 1997 and prepare new Forms 1 and 2.	$25.00
06/04/97	PARA: Paralegal Expense 1 @ 65.00 Research bank accounts for bank error charges; correct transfer of funds; generate account ledger; fax information to bank; reconcile statements.	$65.00
07/24/97	PARA: Paralegal Expense 0.3 hours @ 50.00 / hour Transfer funds and prepare disbursement for renewal of Trustee Bond.	$15.00
08/26/97	PARA: Paralegal Expense 1 @ 65.00 Reconciled bank statements and update bank account and financial files; June and July, 1996.	$65.00
09/11/97	PARA: Paralegal Expense 0.5 hours @ 50.00 / hour Reconcile June and July 1997 bank statements.	$25.00
11/04/97	PARA: Paralegal Expense 0.2 hours @ 50.00 / hour Bank statement reconciliations for September and October 1997.	$10.00
11/04/97	PARA: Paralegal Expense 0.4 hours @ 50.00 / hour Review Form 2, Motion and Court's Order, conference with Trustee, transfer funds and prepare disbursement, prepare letter, and send to Jim Rourke.	$20.00
11/20/97	PARA: Paralegal Expense 0.8 hours @ 50.00 / hour Review Motiona nd ORder and discuss with Trustee, transfer funds and prepare disbursement check.	$40.00
12/09/97	PARA: Paralegal Expense 0.2 hours @ 50.00 / hour Review and reconcile bank statements.	$10.00
12/09/97	PARA: Paralegal Expense 0.5 hours @ 50.00 / hour Telephone conference with Bonding Company, review letter, prepare letter to Bonding Company.	$25.00
12/10/97	PARA: Paralegal Expense 0.8 hours @ 50.00 / hour Review bank accounts and run Form 2; conference with UST and Trustee regarding Trsutee's bond, fax documentation for bond to UST and letter to Maxson Mahoney regarding same.	$40.00

Compensation and Expenses Worksheet

Case Number: 93-10408 DRS
Debtor: Trinity Water Reserve, Inc. DBA

01/10/98	CLERK: Case Clerk 1 hour @ 25.00 / hour Review Form 2 and begin draft of Final Report to close case.	$25.00
01/12/98	PARA: Paralegal Expense 0.2 hours @ 65.00 / hour Banking reconciliations for October and November 1997.	$13.00
01/21/98	CLERK: Case Clerk 1.5 hours @ 25.00 / hour Continued review of Form 2 and prepare Schedule A for Final Report.	$37.50
02/20/98	PARA: Paralegal Expense 0.2 hours @ 65.00 / hour Banking reconciliations for December 1997 and January 1998.	$13.00
04/01/98	PARA: Paralegal Expense 0.3 15s @ 65.00 / 15 Run current Form 2 for interest in 1997 and fax same to Paul Glass.	$19.50
04/03/98	PHONE: Telephone Expense 1 @ 2.90 Long Distance call	$2.90
04/07/98	PARA: Paralegal Expense 0.4 hours @ 50.00 / hour Review of bank account statements and files, review claims files for claims paid.	$20.00
07/01/98	COPY: Photocopy/Duplication Expense 1 order @ 191.00 / order A-Legal Copy Service	$191.00
07/28/98	POST: Postage 1 charge @ 1.01 / charge	$1.01
09/24/98	POST: Postage 1 charge @ 3.00 / charge	$3.00
10/20/98	MISC: Miscellaneous Expense 1 @ 22.81 Outside copy service and document retrieval	$22.81
11/07/98	PARA: Paralegal Expense 2.5 hours @ 65.00 / hour Access PACER and import claims register; input Trustee expenses; begin review and revisions of claims for preparation of claims analysis and proposed distribution.	$162.50
11/14/98	POST: Postage 1 charge @ 0.78 / charge	$0.78
01/31/99	POST: Postage 1 charge @ 0.32 / charge	$0.32
01/31/99	POST: Postage 1 charge @ 69.00 / charge	$69.00
02/01/99	MISC: Miscellaneous Expense 2.57 @ 0.60 Pull docket sheets from PACER	$1.54
02/04/99	MISC: Miscellaneous Expense 1 @ 0.00 Document retrieval	$0.00
02/09/99	MISC: Miscellaneous Expense 1 @ 132.34 Court Systems Documents Retrieval Service	$132.34
02/23/99	MISC: Miscellaneous Expense 1 @ 45.74 Document retrieval service and copies	$45.74
05/06/99	MISC: Miscellaneous Expense 1 @ 100.00 Photocopying and mail out of final report.	$100.00
05/11/99	MISC: Miscellaneous Expense 1 @ 27.07	$27.07

SCHEDULE C

EXPENSES OF ADMINISTRATION

	(1) Amount Claimed	(2) Amount Allowed	(3) Previously Paid	(4) Due
	$	$	$	$
1. 11 U.S.C. Sec.507(a)(1) Court Costs and Fees	150.00	150.00	0.00	150.00
2. 11 U.S.C. Sec.503(b)(1)(A) Preservation of estate	0.00	0.00	0.00	0.00
A. Transportation	0.00	0.00	0.00	0.00
B. Storage	0.00	0.00	0.00	0.00
C. Wages	0.00	0.00	0.00	0.00
D. Estate Share FICA	0.00	0.00	0.00	0.00
E. Insurance	0.00	0.00	0.00	0.00
F. Upkeep	0.00	0.00	0.00	0.00
G. Others Royalty Due Greehill Petroleum	750.00	750.00	750.00	0.00
H. Canal Restoration	163,593.41	163,593.41	163,593.41	0.00
I. Chapter 11 Professional Fees	246,181.94	246,181.94	246,181.94	0.00
J. Reimbursement Expenses-PaulGlass	1,100,000.00	1,100,000.00	1,100,000.00	0.00
3. 11 U.S.C. Sec. 503(b)(2) Post-Petition taxes and related penalties	31,225.86	31,225.86	31,225.86	0.00
4. 11 U.S.C. Sec. 503(b)(2) Compensation and Reimbursement				
A.Compensation of Trustee	428,530.07	428,530.07	349,139.63	79,390.44
B.Expenses of Trustee	4,155.99	4,155.99	0.00	4,155.99
C. Expenses of Trustee out of pocket	1,611.66	1,611.66	1,611.66	0.00
D. Accountant for Trustee	9,661.96	9,661.96	9,661.96	0.00
E. Canal Consultant for Trustee	5,567.92	5,567.92	5,567.92	0.00
F. Attorney for Trustee	324,341.80	324,341.80	324,341.80	0.00
5. Court Special Charges (Excess Notices)	0.00	0.00	0.00	0.00
6. U.S. Trustee fees	1,084.43	1,084.43	1,084.43	0.00
7. Other : Trustee Bond	10,692.00	10,692.00	10,692.00	0.00
TOTALS:	$2,327,547.04	$2,327,547.04	$2,243,850.61	$83,696.43

SCHEDULE D

SECURED CLAIMS

Claim No.	Amount Claimed	Amount Not Determined	Amount Allowed	Previously Paid	Due
6	8,396.18	8,396.18	10,162.83	10,162.83	0.00
17	42,467.79	42,467.79	42,467.79	51,403.48	0.00
44	6,729.75	6,729.75	6,729.75	8,145.76	0.00
45	15,941.56	15,941.56	14,251.49	19,295.84	0.00
49	246.42	246.42	246.42	298.27	0.00
	73,781.70	73,781.70	73,858.28	89,306.18	0.00

IDENTIFICATION OF SECURED PARTIED AFFECTED:

Claim No.	Name of Creditor	Claim No.	Name of Creditor
6	EAST CHAMBERS COUNTY CONS.	17	LIBERTY INDEPENDENT SCHOOL DISTRICT
44	CHAMBERS COUNTY	45	DEVERS ISD
49	CHAMBERS COUNTY		

SCHEDULE E

PRIORITY CLAIMS OTHER THAN ADMINISTRATIVE EXPENSES IN THE FOLLOWING ORDER OF PRIORITY

	(1) Amount Claimed	(2) Amount Allowed	(3) Previously Paid	(4) Due
	$	$	$	$
1. For Credit extended Sec. 364(a)(1)	0.00	0.00	0.00	0.00
2. Claims from failure of "adequate protection" Sec. 307(a)(b)	0.00	0.00	0.00	0.00
3. "Gap Claims" Sec. 507(a)(2)	0.00	0.00	0.00	0.00
4. Wages, etc. Sec. 507(a)(3)	0.00	0.00	0.00	0.00
5. Contributions to benefit plans Sec. 507(a)(4)	0.00	0.00	0.00	0.00
6. Consumer deposits Sec. 507(a)(6)	0.00	0.00	0.00	0.00
7. Alimony/Child Support Sec. 507(a)(7)	0.00	0.00	0.00	0.00
8. Taxes Sec. 507(a)(8)	16,324.92	19,169.52	19,169.52	0.00
9. Other: No Basis				
TOTALS:	$16,324.92	$19,169.52	$19,169.52	$0.00

PRIORITY PARTIES AFFECTED:

Claim No.	Name of Creditor	Claim No.	Name of Creditor
11	ANAHUAC INDEPENDENT SCHOOL DIST.	13	LIBERTY COUNTY
24	TEXAS EMPLOYMENT COMMISSION	65	TEXAS EMPLOYMENT COMMISSION

FILED UNSECURED CLAIMS TOTAL: $15,859,372.30
SUBORDINATE UNSECURED CLAIM: $

EXHIBIT A

ANALYSIS OF CLAIMS REGISTER

Case Number: 93-10408 | Page 1 | Date: May 13, 1999

Debtor Name: Trinity Water Reserve, Inc. DBA | Claim Class Sequence

Code #	Creditor Name & Address	Claim Class	Notes	Scheduled	Claimed	Allowed
210	United States Bankruptcy Court 660 N. Central Expressway Suite 300B Plano, TX 75074	Administrative		$0.00	$150.00	$150.00
	Subtotal for Class Administrative			$0.00	$150.00	$150.00
6 100 100	EAST CHAMBERS COUNTY CONS. 2600 CITADEL PLAZA, STE 110 HOUSTON, TX 77008	Secured	Interest calculated at 8%.	$0.00	$8,396.18	$10,162.83
17 120 120	LIBERTY INDEPENDENT SCHOOL DISTRICT C/O JERRY SHIEVER 4409 MONTROSE BLVD., STE. 201 HOUSTON, TX 77006	Secured		$0.00	$42,467.79	$42,467.79
18 100 100	AFCO CREDIT CORPORATION 4600 COLLEGE BLVD. OVERLAND, PARK, KS 66211	Secured		$0.00	$6,717.36	$0.00
30 120 120	TEXAS COMMERCE BANK, LIBERTY C/O MS. KAREN BARCIA CONSUMER COLLECTIONS, 2ND FLOOR 950 CORBINDALE HOUSTON, TX 77024	Secured	Order disallowing	$0.00	$0.00	$0.00
31 120 120	TEXAS COMMERCE BANK, LIBERTY C/O MS. KAREN BARCIA CONSUMER COLLECTIONS, 2ND FLOOR 950 CORBINDALE HOUSTON, TX 77024	Secured	Order disallowing	$0.00	$0.00	$0.00
32 120 120	TEXAS COMMERCE BANK, LIBERTY C/O MS. KAREN BARCIA CONSUMER COLLECTIONS, 2ND FLOOR 950 CORBINDALE HOUSTON, TX 77024	Secured	Order disallowing	$0.00	$0.00	$0.00
44 120 120	CHAMBERS COUNTY C/O JAMES H. BURSHTYN P.O. BOX 17428 AUSTIN TX 78760	Secured	Interest at 8%.	$0.00	$6,729.75	$6,729.75
45 100 100	DEVERS ISD C/O ROBERT PAUL RANDOLPH P.O. BOX 162256 AUSTIN TX 78716	Secured		$0.00	$15,941.56	$14,251.49
49 120 120	CHAMBERS COUNTY C/O JAMES H. BURSHTYN P.O. BOX 17428 AUSTIN TX 78760	Secured	Interest at 8%.	$0.00	$246.42	$246.42
	Subtotal for Class Secured			$0.00	$80,499.06	$73,858.28
11 350 350	ANAHUAC INDEPENDENT SCHOOL DIST. P. O. BOX 638 ANAHUAC, TX 77514	Priority	Interest at 8%.	$0.00	$1,648.04	$1,994.81
13 350 350	LIBERTY COUNTY C/O KIMBERLY KUHLER 3001 N. LAMAR BOULEVARD	Priority	Interest at 8%.	$0.00	$9,991.01	$12,093.23

EXHIBIT A

ANALYSIS OF CLAIMS REGISTER

Case Number: 93-10408 | Page 2 | Date: May 13, 1999

Debtor Name: Trinity Water Reserve, Inc. DBA | Claim Class Sequence

Code #	Creditor Name & Address	Claim Class	Notes	Scheduled	Claimed	Allowed
	STE. 306, STEEN BUILDING AUSTIN, TX 78705					
24 350 350	TEXAS EMPLOYMENT COMMISSION C/O STEVE WHITE TEC BUILDING AUSTIN, TX 78778	Priority		$0.00	$2,467.59	$2,675.92
65 350 350	TEXAS EMPLOYMENT COMMISSION T.E.C. BLDG. - TAX DEPT. AUSTIN, TX 78778	Priority	Interest at 3.21%.	$0.00	$2,218.28	$2,405.56
80 310 310	JEFFREY A. HOFFPAUIR PO BOX 1347 WINNIE, TX 77665	Priority	Order disallowing	$0.00	$12,200.00	$0.00
	Subtotal for Class Priority			$0.00	$28,524.92	$19,169.52
1 400 400	LIBERTY AUTOMOTIVE & HARDWARE 800 MAIN STREET LIBERTY, TX 77575	Unsecured	Interest at 3.21%.	$0.01	$988.61	$1,072.08
2 400 400	S.K. HATCHER WELDING WORKS P. O. BOX 263 DAISETTA, TX 77533	Unsecured	Interest at 3.21%.	$0.00	$780.00	$845.85
3 400 400	MANNING'S SCHOOL SUPPLY 711 NORTH 11TH STREET BEAUMONT, TX 77702	Unsecured	Interest @ 3.21%.	$0.00	$85.57	$92.79
4 400 400	CON EQUP, INC. 15422 LILLJA HOUSTON, TX 77060	Unsecured	Order disallowing	$0.00	$5,076.71	$0.00
5 400 400	TRINITY VALLEY TRACTORS, INC. P. O. BOX 160 DAYTON, TX 77535-O160	Unsecured	Interest at 3.21%.	$0.00	$1.48	$1.60
7 400 400	DR. CASTLE AND VIGNES 608 TRAVIS LIBERTY, TX 77575	Unsecured	Order disallowing	$0.00	$115.00	$0.00
8 400 400	BRANCE-KRACHY CO., INC. P. O. BOX 1724 HOUSTON, TX 77251-1724	Unsecured	Interest at 3.21%.	$0.00	$26.56	$28.80
9 400 400	REED-STOWE & CO. 12770 COIT ROAD AT LBJ FREEWAY, SUITE 1107 DALLAS, TX 75251-O367	Unsecured	Amended by Claim No. 69	$0.00	$37,017.91	$0.00
10 400 400	MAYOR, DAY, CALDWELL & KEETON C/O BASIL NICHOLS 700 LOUISIANA, STE. 1900 HOUSTON, TX 77002	Unsecured	Interest at 3.21%.	$0.00	$83,468.37	$90,515.39
12 400 400	BADO EQUIPMENT P. O. BOX 262347 HOUSTON, TX 77207	Unsecured	Interest at 3.21%.	$0.00	$990.06	$1,073.65
14 400 400	SOUTHWESTERN BELL TELEPHONE COMPANY 3920 FM 1960 WEST, SUITE 222 HOUSTON, TX 77068	Unsecured	Interest @3.21%.	$0.00	$143.52	$155.64
15 400 400	JOE M. NALL & ASSOCIATES P. O. BOX 8214 DALLAS, TX 75205-O367	Unsecured	Interest at 3.21%.	$0.00	$2,790.99	$3,026.63

EXHIBIT A

ANALYSIS OF CLAIMS REGISTER

Case Number: 93-10408 | Page 3 | Date: May 13, 1999

Debtor Name: Trinity Water Reserve, Inc. DBA | Claim Class Sequence

Code #	Creditor Name & Address	Claim Class	Notes	Scheduled	Claimed	Allowed
16 400 400	American Express Travel Related Ser AMERICAN EXPRESS P. O. BOX 53779 PHOENIX, AZ 85072-3779	Unsecured		$0.00	$853.54	$925.60
19 400 400	BURNHAM CHEVROLET-OLDS-CADILLAC P. O. BOX 1928 LIBERTY, TX 77575	Unsecured	ORDER DISALLOWING	$0.00	$89.19	$0.00
20 400 400	Chevron Travel Card Services CHEVRON U.S.A. P. O. BOX 2001 CONCORD, CA 94529-OOOL	Unsecured	Interest @3.21%.	$0.00	$1,717.68	$1,862.70
21 400 400	AT & T 1 OAK WAY BERKLEY HEIGHTS, NH 07922-0000	Unsecured	Interest at 3.21%.	$0.00	$506.25	$548.99
22 400 400	AT & T 2 GATEHALL DRIVE P.O. BOX 827 PARSIPPANY, NJ 07054	Unsecured	Interest at 3.21%.	$0.00	$929.62	$1,008.11
23 400 400	GULF STATES UTILITIES P.O. BOX 2951 BEAUMONT, TX 77704	Unsecured	Interest amount @3.21	$0.00	$5,597.72	$5,593.90
25 400 400	DAVIDSON & TROILO, P. C. C/O THOMAS H. PETERSON 613 N.W. LOOP 410, SUITE 1000 SAN ANTONIO, TX 78216-5584	Unsecured	Amended by Claim No. 35.	$0.00	$321,784.79	$0.00
26 400 400	ALOHA LEASING C/O BENNETT FUNDING GROUP, INC. TWO CLINTON SQUARE SYRACUSE, NY 13202	Unsecured	Interest at 3.21%.	$0.00	$927.41	$1,005.71
27 400 400	DEVERS CANAL RICE PRODUCERS ASSOCIATION, INC. C/O JOHN BROOMAS P. O. BOX 276 DEVERS, TX 77538	Unsecured	Claim was withdrawn on 6/23/94.	$0.00	$1,000,000.00	$0.00
28 400 400	K & F ENTERPRISES 2900 WESLAYAN, SUITE 530 HOUSTON, TX 77027	Unsecured	Order disallowing	$0.00	$2,254.11	$0.00
29 400 400	COASTAL WELDING SUPPLY, INC. P. O. BOX 3029 BEAUMONT, TX 77704	Unsecured	Interest at 3.21%.	$0.00	$463.14	$502.24
33 400 400	PAYNE WATER WELL DRILLING & SERVICE ROUTE 3, BOX 10 DAYTON, TX 77535	Unsecured	Interest at 3.21%.	$0.00	$2,534.75	$2,748.75
34 400 400	WATERMAN INDUSTRIES SALES, INC. P. O. BOX 458 EXETER, CA 93221	Unsecured	Interest at 3.21%.	$0.00	$1,000.68	$1,085.16
35 400 400	DAVIDSON & TROILO, P. C. C/O THOMAS H. PETERSON 613 N.W. LOOP 410, SUITE 1000 SAN ANTONIO, TX 78216-5584	Unsecured	Amends Claim No. 25; Interest at 3.21%. Assigned to Glaco, Inc.	$0.00	$321,784.79	$348,952.24
36 400 400	TEXAS WATER COMMISSION C/O JENNY WYMAN, BANKRUPTCY COORDIN	Unsecured	Amended by Claim #78	$0.00	$150.00	$0.00

EXHIBIT A

ANALYSIS OF CLAIMS REGISTER

Case Number: 93-10408 | Page 4 | Date: May 13, 1999

Debtor Name: Trinity Water Reserve, Inc. DBA | Claim Class Sequence

Code #	Creditor Name & Address	Claim Class	Notes	Scheduled	Claimed	Allowed
	P. O. BOX 13087 AUSTIN, TX 78711-3087					
37 400 400	ILA BOYT MAXWELL P. O. BOX 398 DEVERS, TX 77538	Unsecured	Assigned to Paine Webber, Inc. Received prorata portion of 3.4 million pursuant to Agreed Order of Purchase and Sale entered Aug. 2, 1995. Any additional amounts claimed were disallowed.	$0.00	$1,053,333.00	$0.00
38 400 400	PATRICK E. BOYT AND ELIZABETH J. BOYT P. O. BOX 575 DEVERS, TX 77538	Unsecured	Assigned to PaineWebber, Inc. Received prorata portion of 3.4 million pursuant to Agreed Order of Purchase and Sale entered Aug. 2, 1995. Any additional amounts claimed were disallowed.	$0.00	$284,400.00	$0.00
39 400 400	KATHLEEN N. BOYT P. O. BOX 566 DEVERS, TX 77538	Unsecured	Assigned to PaineWebber, Inc. Received prorata portion of 3.4 million pursuant to Agreed order of Purchase and Sale entered Aug. 2, 1995. Any additional amounts claimed were disallowed.	$0.00	$209,571.56	$446,617.00
40 400 400	JEFFERSON E. BOYT 1921 PAYNE AVE. AUSTIN, TX 78757	Unsecured	Received prorata portion of 3.4 million pursuant to Agreed Order of Purchase and Sale entered Aug. 2, 1995. Any additional amounts claimed were disallowed.	$0.00	$131,666.67	$112,782.00
41 400 400	MARK C. BOYT P. O. BOX 575 DEVERS, TX 77538	Unsecured	Received prorata portion of 3.4 million pursuant to Agreed Order of Purchase and Sale entered Aug. 2, 1995. Any additional amounts claimed were disallowed.	$0.00	$131,666.67	$112,782.00
42 400 400	RAY LACOUR, I.E. OF LEILA JEFFREY E 302 COWPERWOOD REGENCY BLDG. 6001 SAVOY DR. HOUSTON, TX 77036	Unsecured	Assigned to Jeffery & Rathgeber Received prorata portion of 3.4 million pursuant to Agreed Order of Purchase and Sale entered Aug. 2, 1995. Any additional amounts claimed were disallowed.	$0.00	$1,053,333.33	$451,128.00
43 400 400	RAY LACOUR, I.E. OF LEILA JEFFREY E 302 COWPERWOOD REGENCY BLDG. 6001 SAVOY DR. HOUSTON, TX 77036	Unsecured	TRANSFERRED TO JOHN JEFFERY ETAL 7/14/94 DUPLICATE OF CLAIM #42 Received prorata portion of 3.4 million pursuant to Agreed Order of Purchase and Sale entered Aug. 2, 1995. Any additional amounts claimed were disallowed.	$0.00	$1,053,333.33	$451,128.00
46 400 400	LAMAR B. MAXWELL ET AL TRUST, SUE B. BOYT TRUST D/B/A C. K. BOYT TRUSTS P.O. BOX 575 DEVERS TX 77538	Unsecured	Received prorata portion of 3.4 million pursuant to Agreed Order of Purchase and Sale entered Aug. 2, 1995. Any additional amounts claimed were disallowed.	$0.00	$1,052,000.00	$0.00
47 400 400	RONALD J. FREEMAN 301 CONGRESS, SUITE 1400 AUSTIN TX 78701	Unsecured	Contingent claim for disbursement - paid outside estate.	$0.00	$0.00	$0.00
48 400 400	JAMES O. MILLER P.O. BOX 207 DEVERS TX 77538	Unsecured	Order disallowing	$0.00	$0.00	$0.00
50 400 400	G.A.S. TECHNICAL SERVICES CO. 6001 SAVOY DR., SUITE 505 HOUSTON, TX 77036	Unsecured	Interest at 3.21%.	$0.00	$35,819.32	$38,843.45

EXHIBIT A

ANALYSIS OF CLAIMS REGISTER

Case Number: 93-10408 | Page 5 | Date: May 13, 1999

Debtor Name: Trinity Water Reserve, Inc. DBA | Claim Class Sequence

Code #	Creditor Name & Address	Claim Class	Notes	Scheduled	Claimed	Allowed
51 400 400	PAINEWEBBER, INC. C/O ANDREW E. JILLSON 1445 ROSS AVENUE, STE. 3200 DALLAS TX 75202-2799	Unsecured	Received prorata portion of 3.4 million pursuant to Agreed Order of Purchase and Sale entered Aug. 2, 1995. Any additional amounts claimed were disallowed.	$0.00	$2,495,000.00	$1,825,564.00
52 400 400	PAINEWEBBER, INC. C/O ANDREW E. JILLSON 1445 ROSS AVENUE, STE. 3200 DALLAS TX 75202-2799	Unsecured	Received prorata portion of 3.4 million pursuant to Agreed Order of Purchase and Sale entered Aug. 2, 1995. Any additional amounts claimed were disallowed.	$0.00	$1,052,000.00	$0.00
53 400 400	PAINEWEBBER, INC. C/O ANDREW E. JILLSON 1445 ROSS AVENUE, STE. 3200 DALLAS TX 75202-2799	Unsecured	Received prorata portion of 3.4 million pursuant to Agreed Order of Purchase and Sale entered Aug. 2, 1995. Any additional amounts claimed were disallowed.	$0.00	$284,400.00	$0.00
54 400 400	PAINEWEBBER, INC. C/O ANDREW E. JILLSON 1445 ROSS AVENUE, STE. 3200 DALLAS TX 75202-2799	Unsecured	Received prorata portion of 3.4 million pursuant to Agreed Order of Purchase and Sale entered Aug. 2, 1995. Any additional amounts claimed were disallowed.	$0.00	$1,053,333.00	$0.00
55 400 400	U.S. TRUSTEE, TIM O NEAL 300 NATIONSBANK CENTER TOWER 111 N. COLLEGE TYLER, TX 75702	Unsecured	Interest at 3.21%.	$0.00	$1,000.00	$1,084.43
56 400 400	JAMES O. MILLER P.O. BOX 207 DEVERS TX 77538	Unsecured	Amendment of Claim No. 48; Interest @3.21%.	$0.00	$476.00	$516.19
57 400 400	MOSS BLUF GAS STORAGE COMPANY, INC. C/O HENRY ADAIR 200 WESTLAKE PARK BLVD., SUITE 1000 HOUSTON, TX 77079	Unsecured	Order disallowing	$0.00	$0.00	$0.00
58 400 400	PURCELL TIRE CO. ATTN: WILLIAM TURNBOUGH P.O. BOX 100 POTOSI, MO. 63664	Unsecured	Interest at 3.21%.	$0.00	$3,276.94	$3,553.60
59 400 400	SWAT, INC. P.O. BOX 1299 WINNIE, TX 77665	Unsecured	Interest at 3.21%.	$0.00	$165.00	$178.93
60 400 400	LAW OFFICES OF RONALD J. FREEMAN 301 CONGRESS, SUITE 1400 AUSTIN, TEXAS 78701	Unsecured	Contingent claim for disbursement. Claim paid outside estate.	$0.00	$0.00	$0.00
61 400 400	TRINITY VALLEY TRACTORS, INC. P. O. BOX 160 DAYTON, TEXAS	Unsecured	Interest at 3.21%.	$0.00	$1.45	$1.57
62 400 400	DRS. CASTLE AND VIGNES, ASSOC. C/O TAMMI CARRAWAY ROBINSON, ATTY. 4606 F.M. 1960 WEST, STE. 308 HOUSTON, TX 77069	Unsecured	See, Claim No. 7; Interest at 3.21%.	$0.00	$115.00	$249.42
63 400 400	CHEVRON TRAVEL CARD SERVICES ATTN: CUSTOMER REPRESENTATIVE P. O. BOX 5010 CONCORD, CA 94524-0010	Unsecured	Order disallowing	$0.00	$1,717.68	$0.00

EXHIBIT A

ANALYSIS OF CLAIMS REGISTER

Case Number: 93-10408 | Page 6 | Date: May 13, 1999

Debtor Name: Trinity Water Reserve, Inc. DBA | Claim Class Sequence

Code #	Creditor Name & Address	Claim Class	Notes	Scheduled	Claimed	Allowed
64 400 400	AMERICAN EXPRESS TRAVEL RELATED SER C/O BECKET & WATKINS P. O. BOX 3001 MALVERN, PA 19355-0701	Unsecured	Interest at 3.21%.	$0.00	$2,201.98	$2,387.89
66 400 400	DAVIDSON, EAGLESON & CO. 2925 BRIARPARK, SUITE 600 HOUSTON, TX 77042	Unsecured	Interest at 3.21%. Assigned to Glaco	$0.00	$2,009.70	$2,179.37
67 400 400	LIBERTY ELECTRIC COMPANY, INC. P. O. BOX 507 LIBERTY, TX 77575	Unsecured	Interest at 3.21%.	$0.00	$3,413.18	$3,701.35
68 400 400	GARTH ANDRESS ST. RT. 90 DEVERS, TX 77538	Unsecured		$0.00	$0.00	$0.00
69 400 400	REED-STOWE & CO., INC. 12770 COIT ROAD, STE. 1107 DALLAS, TX 75251	Unsecured	Amends Claim No.9 Assigned to Glaco	$0.00	$37,017.91	$40,143.24
70 400 400	AT&T INFORMATION SYSTEMS INC. 1 OAK WAY BERKLEY HEIGHTS, NJ 07922-0000	Unsecured	Interest at 3.21%.	$0.00	$107.49	$116.57
71 400 400	JOHN BARRETT JEFFREY JULIA BYRN (JEFFREY) RATHGEBER C/O EDWARD PICKETT P.O. BOX 10225 LIBERTY, TX 77575	Unsecured	Received prorata portion of 3.4 million pursuant to Agreed order of Purchase and Sale entered Aug. 2, 1995. Any additional amounts claimed were disallowed.	$0.00	$1,053,333.33	$0.00
72 400 400	RONALD J. SOMMERS, TRUSTEE 2700 POST OAK BLVD., STE. 2500 HOUSTON, TX 77056-5705	Unsecured	Received prorata portion of 3.4 million pursuant to Agreed order of Purchase and Sale entered Aug. 2, 1995. Any additional amounts claimed were disallowed.	$0.00	$284,400.00	$0.00
73 400 400	JEFFERSON E. BOYT 1921 PAYNE AVE. AUSTIN, TX 78757	Unsecured	Received prorata portion of 3.4 million pursuant to Agreed Order of Purchase and Sale entered Aug. 2, 1995. Any additional amounts claimed were disallowed.	$0.00	$135,000.00	$0.00
74 400 400	KATHLEEN N. BOYT P. O. BOX 566 DEVERS, TX 77538	Unsecured	Received prorata portion of 3.4 million pursuant to Agreed Order of Purchase and Sale entered Aug. 2, 1995. Any additional amounts claimed were disallowed.	$0.00	$160,000.00	$0.00
75 400 400	JOHN BARRETT JEFFREY JULIA BYRN (JEFFREY) RATHGEBER C/O EDWARD PICKETT P.O. BOX 10225 LIBERTY, TX 77575	Unsecured	Received prorata portion of 3.4 million pursuant to Agreed Order of Purchase and Sale entered Aug. 2, 1995. Any additional amounts claimed were disallowed.	$0.00	$0.00	$0.00
76 400 400	PAYNE WATER WELL DRILLING SERVICE RT. 3, BOX 10 DAYTON, TX 77535	Unsecured	Order disallowing	$0.00	$2,534.75	$0.00
77 400 400	GTE CENTRAL ANDERSON FINACIAL NETWORK/GTE 404 BROCK DRIVE, ILLI BLOOMINGTON, IL 61701	Unsecured	Interest at 3.21%.	$0.00	$1,609.28	$1,745.15

EXHIBIT A

ANALYSIS OF CLAIMS REGISTER

Case Number: 93-10408 | Page 7 | Date: May 13, 1999

Debtor Name: Trinity Water Reserve, Inc. DBA | Claim Class Sequence

Code #	Creditor Name & Address	Claim Class	Notes	Scheduled	Claimed	Allowed
78 400 400	TEXAS NATURAL RESOURCE CONSERVATION C/O HAL F. MORRIS ASSISTANT ATTORNEY GENERAL P. O. BOX 12548 AUSTIN, TX 78711-2548	Unsecured	Amendment of Claim No. 36; Interest @3.21%.	$0.00	$2,420.00	$2,624.31
79 400 400	PAUL GLASS 6001 SAVOY, STE 565 HOUSTON, TX 77036	Unsecured	Amended by Claim #82	$0.00	10,000,000.00	$0.00
81 400 400	NORMAN L. RUNNELS, SR. STAR RT. BOX 51-A 1946 CR 109 DEVERS, TX 77538	Unsecured	Order disallowing	$0.00	$33,189.00	$1,000.00
82 400 400	Paul Glass 6001 Savoy #565 Houston, TX 77036	Unsecured	Interese at 3.21 Claim filed as subordinated claim, subordinate to all general unsecured claims. With interest, claim would exceed $11,900,000.00	$0.00	11,000,000.00	11,900,000.00
	Subtotal for Class Unsecured			$0.01	$34,405,924.02	$15,859,372.30
		Unsecured		$0.00	$0.00	$0.00
	Subtotal for Class Unsecured			$0.00	$0.00	$0.00
	Case Totals:			$0.01	$34,515,098.00	$15,952,550.10

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

c

cname
CLAIMS REGISTER

Last Date to File Claims: 07/31/95 93-10408
Last Date to File Claims for Governmental Unit: **/**/**
Trinity Water Reserve, Inc.

Name and Address of Claimant	Amount of Claims Filed and Allowed	
No: 1 Filed: 04/12/93	Filed Amt: 988.61	unsecured
Liberty Automotive & Hardware 800 Main Street Liberty, TX 77575	988.61	Total ok
No: 2 Filed: 04/13/93	Filed Amt: 780.00	unsecured
S.K. Hatcher Welding Works P. O. Box 263 Daisetta, TX 77533	780.00	Total ok
No: 3 Filed: 04/13/93	Filed Amt: 85.57	unsecured
Manning's School Supply 711 North 11th Street Beaumont, TX 77702	85.57	Total ok
No: 4 Filed: 04/13/93	Filed Amt: 5076.71	unsecured
Con Equp, Inc. 15422 Lillja Houston, TX 77060	5076.71	Total Objection disallowed
No: 5 Filed: 04/13/93	Filed Amt: 1.48	unsecured
Trinity Valley Tractors, Inc. P. O. Box 160 Dayton, TX 77535-0160	1.48	Total ok
No: 6 Filed: 04/14/93	Filed Amt: 0.00 8396.18	secured
East Chambers County Cons. 2600 Citadel Plaza, Ste 110 Houston, TX 77008	8396.18	Total Objection allowed in the amt of 8396.18
No: 7 Filed: 04/15/93	Filed Amt:	

115.00 unsecured

Dr. Castle And Vignes
608 Travis
Liberty, TX 77575

objection disallowed

115.00 Total

No: 8 Filed: 04/16/93 Filed Amt:
26.56 unsecured

Brance-Krachy Co., Inc.
P. O. Box 1724
Houston, TX 77251-1724

ok

26.56 Total

No: 9 Filed: 04/19/93 Filed Amt:
37017.91 unsecured

Reed-Stowe & Co.
12770 Coit Road At LBJ
Freeway, Suite 1107
Dallas, TX 75251-0367

amended by ok claim # 69

37017.91 Total

No: 10 Filed: 04/21/93 Filed Amt:
83468.37 unsecured

Mayor, Day, Caldwell & Keeton
c/o Basil Nichols
700 Louisiana, Ste. 1900
Houston, TX 77002

ok

83468.37 Total

No: 11 Filed: 04/23/93 Filed Amt:
0.00

Anahuac Independent School Dist.
P. O. Box 638
Anahuac, TX 77514

1648.04 priority tax ok

1648.04 Total

No: 12 Filed: 04/26/93 Filed Amt:
990.06 unsecured

Bado Equipment
P. O. Box 262347
Houston, TX 77207

ok

990.06 Total

No: 13 Filed: 04/26/93 Filed Amt:
0.00

Liberty County
c/o Kimberly Kuhler
3001 N. Lamar Boulevard
Ste. 306, Steen Building
Austin, TX 78705

9991.01 priority tax ok

9991.01 Total

No: 14 Filed: 05/18/93 Filed Amt:
143.52 unsecured

Southwestern Bell Telephone Company
3920 FM 1960 West, Suite 222
Houston, TX 77068

ok

143.52 Total

No: 15 Filed: 05/20/93 Filed Amt:
2790.99 unsecured

Joe M. Nall & Associates
P. O. Box 8214
Dallas, TX 75205-0367

2790.99 Total ok

No: 16 Filed: 05/20/93 Filed Amt:
American Express Travel Related Service 853.54 unsecured
American Express
P. O. Box 53779
Phoenix, AZ 85072-3779

853.54 Total ok

No: 17 Filed: 05/27/93 Filed Amt:
0.00 objection

Liberty Independent School District
c/o Jerry Shiever
4409 Montrose Blvd., Ste. 201
Houston, TX 77006

42467.79 priority tax allowed as secured
42467.79 Total -42,467.79

No: 18 Filed: 05/28/93 Filed Amt:
0.00
6717.36 secured objection disallowed

AFCO Credit Corporation
4600 College Blvd.
Overland, Park, KS 66211

6717.36 Total

DESCRIPTION: WITHDRAWN 8/9/93

No: 19 Filed: 06/02/93 Filed Amt:
89.19 unsecured objection disallowed

Burnham Chevrolet-Olds-Cadillac
P. O. Box 1928
Liberty, TX 77575

89.19 Total

No: 20 Filed: 06/14/93 Filed Amt:
Chevron Travel Card Services 1717.68 unsecured
Chevron U.S.A.
P. O. Box 2001
Concord, CA 94529-0001

1717.68 Total ok

No: 21 Filed: 06/28/93 Filed Amt:
506.25 unsecured

AT & T
1 Oak Way
Berkley Heights, NH 07922-0000

506.25 Total ok

No: 22 Filed: 07/02/93 Filed Amt:
697.21 unsecured objection allowed in the amount of 929.62

AT & T
2 Gatehall Drive

P.O. Box 827
Parsippany, NJ 07054

232.41 other priority
929.62 Total

No: 23 Filed: 07/13/93

Filed Amt:
5597.72 unsecured

Objection allowed in the amount of $5,158.39

Gulf States Utilities
P.O. Box 2951
Beaumont, TX 77704

5597.72 Total

No: 24 Filed: 07/21/93

Filed Amt:
0.00

Texas Employment Commission
c/o Steve White
TEC Building
Austin, TX 78778

2467.59 priority tax

ok

2467.59 Total

No: 25 Filed: 08/03/93

Filed Amt:
321784.79 unsecured
Amended by 35

Amended

Davidson & Troilo, P. C.
c/o Thomas H. Peterson
613 N.W. Loop 410, Suite 1000
San Antonio, TX 78216-5584

321784.79 Total

No: 26 Filed: 07/30/93

Filed Amt:
0.00
927.41 secured

Objection allowed in the amt of 927.41

Aloha Leasing
c/o Bennett Funding Group, Inc.
Two Clinton Square
Syracuse, NY 13202

927.41 Total

No: 27 Filed: 08/03/93

Filed Amt:
1000000.00 unsecured

Objection disallowed/ claim withdrawn

Devers Canal Rice Producers
Association, Inc.
c/o John Broomas
P. O. Box 276
Devers, TX 77538

1000000.00 Total

DESCRIPTION: WITHDRAWN 6/23/94

No: 28 Filed: 08/03/93

Filed Amt:
2254.11 unsecured

Objection disallowed

K & F Enterprises
2900 Weslayan, Suite 530
Houston, TX 77027

2254.11 Total

No: 29 Filed: 08/04/93

Filed Amt:
463.14 unsecured

ok

Coastal Welding Supply, Inc.
P. O. Box 3029
Beaumont, TX 77704

463.14 Total

No: 30 Filed: 08/09/93

Filed Amt:

0.00

Texas Commerce Bank, Liberty
c/o Ms. Karen Barcia
Consumer Collections, 2nd Floor
950 Corbindale
Houston, TX 77024

4120.23 secured

4120.23 Total

Objection previously paid disallowed

No: 31 Filed: 08/09/93

Filed Amt:
0.00

Texas Commerce Bank, Liberty
c/o Ms. Karen Barcia
Consumer Collections, 2nd Floor
950 Corbindale
Houston, TX 77024

4344.34 secured

4344.34 Total

Objection previously paid disallowed

No: 32 Filed: 08/09/93

Filed Amt:
0.00

Texas Commerce Bank, Liberty
c/o Ms. Karen Barcia
Consumer Collections, 2nd Floor
950 Corbindale
Houston, TX 77024

4667.47 secured

4667.47 Total

Objection previously paid disallowed

No: 33 Filed: 08/10/93

Filed Amt:
2534.75 unsecured

Payne Water Well
Drilling & Service
Route 3, Box 10
Dayton, TX 77535

2534.75 Total

ok

No: 34 Filed: 08/10/93

Filed Amt:
1000.68 unsecured

Waterman Industries Sales, Inc.
P. O. Box 458
Exeter, CA 93221

1000.68 Total

ok

No: 35 Filed: 08/11/93

Filed Amt: Amendment of 25
321784.79 unsecured Amendment of 25

Davidson & Troilo, P. C.
c/o Thomas H. Peterson
613 N.W. Loop 410, Suite 1000
San Antonio, TX 78216-5584

assigned to Glaco Inc

321784.78 Total

ok

DESCRIPTION: Transferred to Glaco, Inc.

No: 36 Filed: 08/11/93

Filed Amt:
150.00 unsecured
Amended by 78

Texas Water Commission
c/o Jenny Wyman, Bankruptcy Coordinator
P. O. Box 13087
Austin, TX 78711-3087

150.00 Total

Amended by

No: 37 Filed: 08/12/93

Filed Amt:
0.00
1053333.00 secured

Ila Boyt Maxwell
P. O. Box 398
Devers, TX 77538

assigned to Pure Water

1053333.00 Total

Objection disallowed to the extent not paid under agreed Order and Release & Settlement of Aug 2, 1995

131666.67 secured

1921 Payne Ave.
Austin, TX 78757

0.00

Patrick E. Boyt and
Elizabeth J. Boyt
P. O. Box 575
Devers, TX 77538

284400.00 secured

284400.00 Total

No: 39 Filed: 08/12/93

Filed Amt:
209571.56 unsecured
521400.00 secured

Kathleen N. Boyt
P. O. Box 566
Devers, TX 77538

730971.56 Total

No: 40 Filed: 08/12/93

Filed Amt:
0.00
131666.67 secured

Jefferson E. Boyt
1921 Payne Ave.
Austin, TX 78757

131666.67 Total

No: 41 Filed: 08/12/93

Filed Amt:
0.00
131666.67 secured

Mark C. Boyt
P. O. Box 575
Devers, TX 77538

131666.67 Total

No: 42 Filed: 08/12/93

Filed Amt:
0.00
1053333.33 secured

Ray LaCour, I.E. of Leila Jeffrey Est.
302 Cowperwood Regency Bldg.
6001 Savoy Dr.
Houston, TX 77036

Duplicated by 43
1053333.33 Total

No: 43 Filed: 08/25/93

Filed Amt:
0.00
1053333.33 secured
Duplicate of 42

Ray LaCour, I.E. of Leila Jeffrey Est.
302 Cowperwood Regency Bldg.
6001 Savoy Dr.
Houston, TX 77036

1053333.38 Total

DESCRIPTION: TRANSFERRED TO JOHN JEFFERY ETAL 7/14/94

No: 44 Filed: 08/27/93

Filed Amt:
0.00

Chambers County
c/o James H. Burshtyn
P.O. Box 17428
Austin TX 78760

6729.75 priority tax

6729.75 Total

No: 45 Filed: 08/31/93

Filed Amt:
0.00

Devers ISD

c/o Robert Paul Randolph
P.O. Box 162256
Austin TX 78716

15941.56 priority tax
15941.56 Total

No: 46 Filed: 09/03/93

Filed Amt:
0.00
1052000.00 secured
1052000.00 Total

Lamar B. Maxwell et al Trust,
Sue B. Boyt Trust d/b/a
C. K. Boyt Trusts
P.O. Box 575
Devers TX 77538

assigned to PaineWebber Inc

Same as #37

No: 47 Filed: 09/23/93

Filed Amt:
0.00
0.00 Total

Ronald J. Freeman
301 Congress, Suite 1400
Austin TX 78701

Objection - paid outside of estate

DESCRIPTION: unknown

No: 48 Filed: 09/28/93

Filed Amt:
0.00
Amended by 56
476.00 other priority
476.00 Total

James O. Miller
P.O. Box 207
Devers TX 77538

Objection withdrawn

No: 49 Filed: 09/29/93

Filed Amt:
0.00
246.42 priority tax
246.42 Total

Chambers County
c/o James H. Burshtyn
P.O. Box 17428
Austin TX 78760

Objection withdrawn as served 11/26/93

No: 50 Filed: 09/30/93

Filed Amt:
35819.32 unsecured
35819.32 Total

G.A.S. Technical Services Co.
6001 Savoy Dr., Suite 505
Houston, TX 77036

OK

No: 51 Filed: 09/30/93

Filed Amt:
0.00
2495000.00 secured
2495000.00 Total

PaineWebber, Inc.
c/o Andrew E. Jillson
1445 Ross Avenue, Ste. 3200
Dallas TX 75202-2799

Same as #34

No: 52 Filed: 03/01/94

Filed Amt:
0.00
1052000.00 secured
1052000.00 Total

PaineWebber, Inc.
c/o Andrew E. Jillson
1445 Ross Avenue, Ste. 3200
Dallas TX 75202-2799

Same as #34

No: 53 Filed: 03/01/94

Filed Amt:
0.00
284400.00 secured

PaineWebber, Inc.
c/o Andrew E. Jillson
1445 Ross Avenue, Ste. 3200
Dallas TX 75202-2799

284400.00 Total

Same as #37

No: 54 Filed: 03/01/94

Filed Amt:
0.00
1053333.00 secured

PaineWebber, Inc.
c/o Andrew E. Jillson
1445 Ross Avenue, Ste. 3200
Dallas TX 75202-2799

1053333.00 Total

Same as #37

No: 55 Filed: 05/20/94

Filed Amt:
1000.00 unsecured

U.S. Trustee,
Tim O Neal
300 NationsBank Center Tower
111 N. College
Tyler, TX 75702

1000.00 Total

ok

No: 56 Filed: 06/03/94

Filed Amt: Amendment of 48
0.00 Amendment of 48

James O. Miller
P.O. Box 207
Devers TX 77538

476.00 other priority
476.00 Total

Objects - otherwise general unsecured claim $476.00

No: 57 Filed: 06/01/94

Filed Amt:
0.00 unsecured

Moss Bluf Gas Storage Company, Inc.
c/o Henry Adair
200 Westlake Park Blvd., Suite 1000
Houston, TX 77079

0.00 Total

Objects - disallowed

DESCRIPTION: Water contract with Debtor

No: 58 Filed: 06/10/94

Filed Amt:
3276.94 unsecured

Purcell Tire Co.
Attn: William Turnbough
P.O. Box 100
Potosi, Mo. 63664

3276.94 Total

ok

No: 59 Filed: 06/10/94

Filed Amt:
165.00 unsecured

SWAT, Inc.
P.O. Box 1299
Winnie, TX 77665

165.00 Total

ok

No: 60 Filed: 07/07/94

Filed Amt:
0.00 unsecured

Law Offices of Ronald J. Freeman
301 Congress, Suite 1400
Austin, Texas 78701

Objects - paid outside estate

0.00 Total

No: 61 Filed: 07/13/94 Filed Amt:
1.45 unsecured

Trinity Valley Tractors, Inc.
P. O. box 160
Dayton, Texas

1.45 Total ok

No: 62 Filed: 07/15/94 Filed Amt:
115.00 unsecured

Drs. Castle and Vignes, Assoc.
c/o Tammi Carraway Robinson, Atty.
4606 F.M. 1960 West, Ste. 308
Houston, TX 77069

ok

115.00 Total

No: 63 Filed: 06/18/94 Filed Amt:
1717.68 unsecured objection disallowed

Chevron Travel Card Services
Attn: Customer Representative
P. O. Box 5010
Concord, CA 94524-0010

1717.68 Total

No: 64 Filed: 07/21/94 Filed Amt:
2201.98 unsecured

American Express Travel Related Service
c/o Becket & Watkins
P. O. Box 3001
Malvern, PA 19355-0701

ok

2201.98 Total

No: 65 Filed: 08/05/94 Filed Amt:
0.00

Texas Employment Commission
T.E.C. Bldg. - Tax Dept.
Austin, TX 78778

2218.28 priority tax ok

2218.28 Total

No: 66 Filed: 08/25/94 Filed Amt:
2009.70 unsecured

Davidson, Eagleson & Co.
2925 Briarpark, Suite 600
Houston, TX 77042
assigned to Glaco Inc.

ok

2009.70 Total

DESCRIPTION: Transferred to Glaco, Inc.

No: 67 Filed: 08/26/94 Filed Amt:
3413.18 unsecured

Liberty Electric Company, Inc.
P. O. Box 507
Liberty, TX 77575

ok

3413.18 Total

No: 68 Filed: 08/29/94 Filed Amt:
0.00

Garth Andress
St. Rt. 90
Devers, TX 77538

objection
disallowed

0.00 Total

DESCRIPTION: NO AMOUNT SPECIFIED

No: 69 Filed: 08/31/94

Filed Amt:
37017.91 unsecured

Reed-Stowe & Co., Inc.
12770 Coit Road, Ste. 1107
Dallas, TX 75251 assigned to Glaco, Inc

ok

31475.04 other priority
68492.95 Total

DESCRIPTION: Transferred to Glaco, Inc. on 12/18/95

No: 70 Filed: 09/06/94

Filed Amt:
107.49 unsecured

AT&T Information Systems Inc.
1 Oak Way
Berkley Heights, NJ 07922-0000

ok

107.49 Total

No: 71 Filed: 09/08/94

Filed Amt:
0.00
1053333.33 secured

Same as #37

John Barrett Jeffrey
Julia Byrn (Jeffrey) Rathgeber
c/o Edward Pickett
P.O. Box 10225
Liberty, TX 77575

1053333.33 Total

No: 72 Filed: 09/08/94

Filed Amt:
0.00
284400.00 secured

Same as #37

Ronald J. Sommers, Trustee
2700 Post Oak Blvd., Ste. 2500
Houston, TX 77056-5705

284400.00 Total

No: 73 Filed: 09/12/94

Filed Amt: Amendment of 40
0.00 Amendment of 40
135000.00 secured

Same as #37

Jefferson E. Boyt
1921 Payne Ave.
Austin, TX 78757

135000.00 Total

No: 74 Filed: 09/09/94

Filed Amt:
160000.00 unsecured
521400.00 secured

Same as #37

Kathleen N. Boyt
P. O. Box 566
Devers, TX 77538

681400.00 Total

No: 75 Filed: 09/12/94

Filed Amt: Amendment of 71
0.00 Amendment of 71
1103561.64 secured

Same as #37

John Barrett Jeffrey
Julia Byrn (Jeffrey) Rathgeber
c/o Edward Pickett
P.O. Box 10225

1103561.64 Total

Eastern District of Texas
CLAIMS REGISTER

05/05/99 Last Date to File Claims: 07/31/95 93-10408 Page 12
Last Date to File Claims for Governmental Unit: **/**/**
Trinity Water Reserve, Inc.

Name and Address of Claimant	Amount of Claims Filed and Allowed	Remarks
No: 78 Filed: 10/26/94 Texas Natural Resource Conservati c/o Hal F. Morris Assistant Attorney General P. O. Box 12548 Austin, TX 78711-2548	Filed Amt: 2,420.00 g	Amendment of 36 ok
No: 79 Filed: 11/06/95 Paul Glass 6001 Savoy, Ste 565 Houston, TX 77036	Filed Amt: 10,000,000.00 g	Amended by 82
No: 80 Filed: 10/17/97 Jeffrey A. ~~Hoffpauir~~ PO Box 1347 Winnie, TX 77665	Filed Amt: 12,200.00 o	Objection disallowed for 2/1
No: 81 Filed: 03/30/98 Norman L. runnels, Sr. Star Rt. Box 51-A 1946 CR 109 Devers, TX 77538	Filed Amt: 33,189.00 o	objection allowed for $1,000 as general unsecured claim
No: 82 Filed: 04/08/99 Paul Glass 6001 Savoy, Ste 565 Houston, TX 77036	Filed Amt: 11,000,000.00 g	Amendment of 79 ok - filed as subordinated claim

GTtxeo

UNITED STATES BANKRUPTCY COURT
Eastern District of Texas
Beaumont Division

IN RE:	Case No.: 93 - 10408
Trinity Water Reserve, Inc.	
Debtor(s).	Chapter: 7

Notice of Entry of Order

Please Take Notice that an Order (document 507-1) was entered on the docket on **May 3, 1999.**

Agreed Order Granting In Part, Denying In Part [500-1]
Claims Objection To Claim of Norman Runnels, Sr. Number 81
by Mark Weisbart .

Dated: 05/03/99

James D. Tokoph
Clerk, U.S. Bankruptcy Court

NOTICE

Please be informed that noticing procedures have changed for this court. This notice is being served in lieu of the actual order. Should any further action be contemplated on this matter, the actual order should be referenced.

Copies of the actual order may be obtained by contacting one of the following:

Intranet, Inc.	(800)333-8818
Legal Document Retrieval	(800)487-2245
Nightrider	(409)838-2922
Professional Filing Service	(409)832-6304

UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF TEXAS
BEAUMONT DIVISION

IN RE:	§	
TRINITY WATER RESERVE, INC. d/b/a	§	
Devers Canal System	§	CASE NO. 93-10408
	§	CHAPTER 7
DEBTOR.	§	

TRUSTEE'S REPORT OF PROPOSED FINAL DISTRIBUTIONS

The undersigned Trustee of the estate hereby submits to the Court and to the United States Trustee this Report of Proposed Final Distributions.

1. The Court has entered orders which have become final, and which dispose of all objections to claims, all objections to the Trustee's Final Report, all Applications for Compensation, and all other matters which must be determined by the Court before final distribution can be made.

2. The Trustee proposes to make final distribution of the funds of the estate as follows, and will make such distribution unless written objection thereto is made, filed and served on the Trustee and on the United States Trustee.

1.	BALANCE ON HAND		$125,614.78
2.	ADMINISTRATIVE EXPENSES TO BE PAID *(NOTE)	$83696.43	
3.	SECURED CLAIMS TO BE PAID *(NOTE)	$0.00	
4.	PRIORITY CLAIMS TO BE PAID *(NOTE)	$0.00	
5.	UNSECURED CLAIMS TO BE PAID *(NOTE)	$41918.35	
6.	OTHER DISTRIBUTIONS TO BE PAID *(NOTE)	$0.00	
7.	TOTAL DISTRIBUTIONS TO BE MADE (SUM OF LINES 2 THROUGH 6)		$125,614.78
8.	ZERO BALANCE AFTER ALL DISTRIBUTIONS (LINE 1 LESS LINE 7)		$0.00

*(SEE ATTACHED SCHEDULE OF PAYEES AND AMOUNTS)

Date: 5-12, 1999.

MARK A. WEISBART, CHAPTER 7 TRUSTEE

PROPOSED DISTRIBUTION

Case Number: 93-10408 Date: May 26, 1999

Debtor Name: Trinity Water Reserve, Inc. DBA \ Devers Canal System

Claim #	Payee Name	Class	Priority	Amt Claimed * Amt Allowed	Paid to Date	Claim Balance	Proposed Payment	Interest Paid To Date	Proposed Interest	Total Proposed Pymt	Funds Remaining
Beginning Balance											$125,614.78
Claim Type -											
	Mark A. Weisbart, Trustee - Fees COMPENSATION	Admin		$428,530.07 * $428,530.07	$349,139.63	$79,390.44	$79,390.44	$0.00	$0.00	$79,390.44	$46,224.34
	Mark A. Weisbart, Trustee - Exp EXPENSES	Admin		$4,155.99 * $4,155.99	$0.00	$4,155.99	$4,155.99	$0.00	$0.00	$4,155.99	$42,068.35
	Subtotal For Claim Type			$432,686.06 * $432,686.06	$349,139.63	$83,546.43	$83,546.43	$0.00	$0.00	$83,546.43	
Claim Type 210 - Court Costs											
	United States Bankruptcy Court	Admin	210	$150.00 * $150.00	$0.00	$150.00	$150.00	$0.00	$0.00	$150.00	$41,918.35
	Subtotal For Claim Type 210			$150.00 * $150.00	$0.00	$150.00	$150.00	$0.00	$0.00	$150.00	
Subtotals For Class Administrative		100.00000 %		$432,836.06 * $432,836.06	$349,139.63	$83,696.43	$83,696.43	$0.00	$0.00	$83,696.43	
Claim Type 100 - Secured Claims											
6	EAST CHAMBERS COUNTY CONS.	Sec	100	$8,396.18 * $10,162.83	$10,162.83	$0.00	$0.00	$1,766.65	$0.00	$0.00	$41,918.35
45	DEVERS ISD	Sec	100	$15,941.56 * $19,295.84	$19,295.84	$0.00	$0.00	$3,354.28	$0.00	$0.00	$41,918.35

Claim #	Payee Name	Class	Priority	Amt Claimed * Amt Allowed	Paid to Date	Claim Balance	Proposed Payment	Interest Paid To Date	Proposed Interest	Total Proposed Pymt	Funds Remaining
	Subtotal For Claim Type 100			$24,337.74 * $29,458.67	$29,458.67	$0.00	$0.00	$5,120.93	$0.00	$0.00	
	Claim Type 120 - General Secured Interest										
17	LIBERTY INDEPENDENT SCHOOL DISTRICT	Sec	120	$42,467.79 * $51,403.48	$51,403.48	$0.00	$0.00	$8,933.69	$0.00	$0.00	$41,918.35
44	CHAMBERS COUNTY	Sec	120	$6,729.75 * $8,145.76	$8,145.76	$0.00	$0.00	$1,416.01	$0.00	$0.00	$41,918.35
49	CHAMBERS COUNTY	Sec	120	$246.42 * $298.27	$298.27	$0.00	$0.00	$51.85	$0.00	$0.00	$41,918.35
	Subtotal For Claim Type 120			$49,443.96 * $59,847.51	$59,847.51	$0.00	$0.00	$10,401.55	$0.00	$0.00	
	Subtotals For Class Secured	100.00000 %		$73,781.70 * $89,306.18	$89,306.18	$0.00	$0.00	$15,522.48	$0.00	$0.00	
	Claim Type 350 - Priority Taxes										
11	ANAHUAC INDEPENDENT SCHOOL DIST.	Priority	350	$1,648.04 * $1,994.81	$1,994.81	$0.00	$0.00	$346.77	$0.00	$0.00	$41,918.35
13	LIBERTY COUNTY	Priority	350	$9,991.01 * $12,093.23	$12,093.23	$0.00	$0.00	$2,102.22	$0.00	$0.00	$41,918.35

Claim #	Payee Name	Class	Priority	Amt Claimed * Amt Allowed	Paid to Date	Claim Balance	Proposed Payment	Interest Paid To Date	Proposed Interest	Total Proposed Pymt	Funds Remaining
	Claim Type 350 - Priority Taxes										
24	TEXAS EMPLOYMENT COMMISSION	Priority	350	$2,467.59 * $2,675.92	$2,675.92	$0.00	$0.00	$208.33	$0.00	$0.00	$41,918.35
65	TEXAS EMPLOYMENT COMMISSION	Priority	350	$2,218.28 * $2,405.56	$2,405.56	$0.00	$0.00	$187.28	$0.00	$0.00	$41,918.35
	Subtotal For Claim Type 350			$16,324.92 * $19,169.52	$19,169.52	$0.00	$0.00	$2,844.60	$0.00	$0.00	
	Subtotals For Class Priority	100.00000 %		$16,324.92 * $19,169.52	$19,169.52	$0.00	$0.00	$2,844.60	$0.00	$0.00	
	Claim Type 400 - General Unsecured Claims										
1	LIBERTY AUTOMOTIVE & HARDWARE	Unsec	400	$988.61 * $1,072.08	$1,072.08	$0.00	$0.00	$83.47	$0.00	$0.00	$41,918.35
2	S.K. HATCHER WELDING WORKS	Unsec	400	$780.00 * $845.85	$845.85	$0.00	$0.00	$65.85	$0.00	$0.00	$41,918.35
3	MANNING'S SCHOOL SUPPLY	Unsec	400	$85.57 * $92.79	$92.79	$0.00	$0.00	$7.22	$0.00	$0.00	$41,918.35
5	TRINITY VALLEY TRACTORS, INC.	Unsec	400	$1.48 * $1.60	$1.60	$0.00	$0.00	$0.12	$0.00	$0.00	$41,918.35

Claim #	Payee Name	Class	Priority	Amt Claimed * Amt Allowed	Paid to Date	Claim Balance	Proposed Payment	Interest Paid To Date	Proposed Interest	Total Proposed Pymt	Funds Remaining
Claim Type 400 - General Unsecured Claims											
8	BRANCE-KRACHY CO., INC.	Unsec	400	$26.56 * $28.80	$28.80	$0.00	$0.00	$2.24	$0.00	$0.00	$41,918.35
10	MAYOR, DAY, CALDWELL & KEETON	Unsec	400	$83,468.37 * $90,515.39	$90,515.39	$0.00	$0.00	$7,047.02	$0.00	$0.00	$41,918.35
12	BADO EQUIPMENT	Unsec	400	$990.06 * $1,073.65	$1,073.65	$0.00	$0.00	$83.59	$0.00	$0.00	$41,918.35
14	SOUTHWESTERN BELL TELEPHONE COMPANY	Unsec	400	$143.52 * $155.64	$155.64	$0.00	$0.00	$12.12	$0.00	$0.00	$41,918.35
15	JOE M. NALL & ASSOCIATES	Unsec	400	$2,790.99 * $3,026.63	$3,026.63	$0.00	$0.00	$235.64	$0.00	$0.00	$41,918.35
16	American Express Travel Related Ser	Unsec	400	$853.54 * $925.60	$925.60	$0.00	$0.00	$72.06	$0.00	$0.00	$41,918.35
20	Chevron Travel Card Services	Unsec	400	$1,717.68 * $1,862.70	$1,862.70	$0.00	$0.00	$145.02	$0.00	$0.00	$41,918.35
21	AT & T	Unsec	400	$506.25 * $548.99	$548.99	$0.00	$0.00	$42.74	$0.00	$0.00	$41,918.35

Claim #	Payee Name	Class	Priority	Amt Claimed * Amt Allowed	Paid to Date	Claim Balance	Proposed Payment	Interest Paid To Date	Proposed Interest	Total Proposed Pymt	Funds Remaining
	Claim Type 400 - General Unsecured Claims										
22	AT & T	Unsec	400	$929.62 * $1,008.11	$1,008.11	$0.00	$0.00	$78.49	$0.00	$0.00	$41,918.35
23	GULF STATES UTILITIES	Unsec	400	$5,597.72 * $5,593.90	$5,593.90	$0.00	$0.00	$435.51	$0.00	$0.00	$41,918.35
26	ALOHA LEASING	Unsec	400	$927.41 * $1,005.71	$1,005.71	$0.00	$0.00	$78.30	$0.00	$0.00	$41,918.35
29	COASTAL WELDING SUPPLY, INC.	Unsec	400	$463.14 * $502.24	$502.24	$0.00	$0.00	$39.10	$0.00	$0.00	$41,918.35
33	PAYNE WATER WELL	Unsec	400	$2,534.75 * $2,748.75	$2,748.75	$0.00	$0.00	$214.00	$0.00	$0.00	$41,918.35
34	WATERMAN INDUSTRIES SALES, INC.	Unsec	400	$1,000.68 * $1,085.16	$1,085.16	$0.00	$0.00	$84.48	$0.00	$0.00	$41,918.35
35	DAVIDSON & TROILO, P. C.	Unsec	400	$321,784.79 * $348,952.24	$348,952.24	$0.00	$0.00	$27,167.45	$0.00	$0.00	$41,918.35
37	ILA BOYT MAXWELL	Unsec	400	$1,053,333.00 * $0.00	$0.00	$0.00	$0.00	$0.00	$0.00	$0.00	$41,918.35

Claim #	Payee Name	Class	Priority	Amt Claimed * Amt Allowed	Paid to Date	Claim Balance	Proposed Payment	Interest Paid To Date	Proposed Interest	Total Proposed Pymt	Funds Remaining
	Claim Type 400 - General Unsecured Claims										
38	PATRICK E. BOYT AND	Unsec	400	$284,400.00 * $0.00	$0.00	$0.00	$0.00	$0.00	$0.00	$0.00	$41,918.35
39	KATHLEEN N. BOYT	Unsec	400	$209,571.56 * $446,617.00	$446,617.00	$0.00	$0.00	$0.00	$0.00	$0.00	$41,918.35
40	JEFFERSON E. BOYT	Unsec	400	$131,666.67 * $112,782.00	$112,782.00	$0.00	$0.00	$0.00	$0.00	$0.00	$41,918.35
41	MARK C. BOYT	Unsec	400	$131,666.67 * $112,782.00	$112,782.00	$0.00	$0.00	$0.00	$0.00	$0.00	$41,918.35
42	RAY LACOUR, I.E. OF LEILA JEFFREY E	Unsec	400	$1,053,333.33 * $451,128.00	$451,128.00	$0.00	$0.00	$0.00	$0.00	$0.00	$41,918.35
43	RAY LACOUR, I.E. OF LEILA JEFFREY E	Unsec	400	$1,053,333.33 * $451,128.00	$451,128.00	$0.00	$0.00	$0.00	$0.00	$0.00	$41,918.35
46	LAMAR B. MAXWELL ET AL TRUST,	Unsec	400	$1,052,000.00 * $0.00	$0.00	$0.00	$0.00	$0.00	$0.00	$0.00	$41,918.35
50	G.A.S. TECHNICAL SERVICES CO.	Unsec	400	$35,819.32 * $38,843.45	$38,843.45	$0.00	$0.00	$3,024.13	$0.00	$0.00	$41,918.35

PROPOSED DISTRIBUTION

Claim #	Payee Name	Class	Priority	Amt Claimed * Amt Allowed	Paid to Date	Claim Balance	Proposed Payment	Interest Paid To Date	Proposed Interest	Total Proposed Pymt	Funds Remaining
Claim Type 400 - General Unsecured Claims											
51	PAINEWEBBER, INC.	Unsec	400	$2,495,000.00 * $1,825,564.00	$1,825,564.00	$0.00	$0.00	$0.00	$0.00	$0.00	$41,918.35
52	PAINEWEBBER, INC.	Unsec	400	$1,052,000.00 * $0.00	$0.00	$0.00	$0.00	$0.00	$0.00	$0.00	$41,918.35
53	PAINEWEBBER, INC.	Unsec	400	$284,400.00 * $0.00	$0.00	$0.00	$0.00	$0.00	$0.00	$0.00	$41,918.35
54	PAINEWEBBER, INC.	Unsec	400	$1,053,333.00 * $0.00	$0.00	$0.00	$0.00	$0.00	$0.00	$0.00	$41,918.35
55	U.S. TRUSTEE,	Unsec	400	$1,000.00 * $1,084.43	$1,084.43	$0.00	$0.00	$84.43	$0.00	$0.00	$41,918.35
56	JAMES O. MILLER	Unsec	400	$476.00 * $516.19	$516.19	$0.00	$0.00	$40.19	$0.00	$0.00	$41,918.35
58	PURCELL TIRE CO.	Unsec	400	$3,276.94 * $3,553.60	$3,553.60	$0.00	$0.00	$276.66	$0.00	$0.00	$41,918.35
59	SWAT, INC.	Unsec	400	$165.00 * $178.93	$178.93	$0.00	$0.00	$13.93	$0.00	$0.00	$41,918.35
61	TRINITY VALLEY TRACTORS, INC.	Unsec	400	$1.45 * $1.57	$1.57	$0.00	$0.00	$0.12	$0.00	$0.00	$41,918.35

Claim #	Payee Name	Class	Priority	Amt Claimed * Amt Allowed	Paid to Date	Claim Balance	Proposed Payment	Interest Paid To Date	Proposed Interest	Total Proposed Pymt	Funds Remaining
	Claim Type 400 - General Unsecured Claims										
62	DRS. CASTLE AND VIGNES, ASSOC.	Unsec	400	$115.00 * $249.42	$249.42	$0.00	$0.00	$9.71	$0.00	$0.00	$41,918.35
64	AMERICAN EXPRESS TRAVEL RELATED SER	Unsec	400	$2,201.98 * $2,387.89	$2,387.89	$0.00	$0.00	$185.91	$0.00	$0.00	$41,918.35
66	DAVIDSON, EAGLESON & CO.	Unsec	400	$2,009.70 * $2,179.37	$2,179.37	$0.00	$0.00	$169.67	$0.00	$0.00	$41,918.35
67	LIBERTY ELECTRIC COMPANY, INC.	Unsec	400	$3,413.18 * $3,701.35	$3,701.35	$0.00	$0.00	$288.17	$0.00	$0.00	$41,918.35
69	REED-STOWE & CO., INC.	Unsec	400	$37,017.91 * $40,143.24	$40,143.24	$0.00	$0.00	$37,017.91	$0.00	$0.00	$41,918.35
70	AT&T INFORMATION SYSTEMS INC.	Unsec	400	$107.49 * $116.57	$116.57	$0.00	$0.00	$9.08	$0.00	$0.00	$41,918.35
71	JOHN BARRETT JEFFREY	Unsec	400	$1,053,333.33 * $0.00	$0.00	$0.00	$0.00	$0.00	$0.00	$0.00	$41,918.35
72	RONALD J. SOMMERS, TRUSTEE	Unsec	400	$284,400.00 * $0.00	$0.00	$0.00	$0.00	$0.00	$0.00	$0.00	$41,918.35

Claim #	Payee Name	Class	Priority	Amt Claimed * Amt Allowed	Paid to Date	Claim Balance	Proposed Payment	Interest Paid To Date	Proposed Interest	Total Proposed Pymt	Funds Remaining
	Claim Type 400 - General Unsecured Claims										
73	JEFFERSON E. BOYT	Unsec	400	$135,000.00 * $0.00	$0.00	$0.00	$0.00	$0.00	$0.00	$0.00	$41,918.35
74	KATHLEEN N. BOYT	Unsec	400	$160,000.00 * $0.00	$0.00	$0.00	$0.00	$0.00	$0.00	$0.00	$41,918.35
75	JOHN BARRETT JEFFREY	Unsec	400	$0.00 * $0.00	$0.00	$0.00	$0.00	$0.00	$0.00	$0.00	$41,918.35
77	GTE CENTRAL	Unsec	400	$1,609.28 * $1,745.15	$1,745.15	$0.00	$0.00	$135.87	$0.00	$0.00	$41,918.35
78	TEXAS NATURAL RESOURCE CONSERVATION	Unsec	400	$2,420.00 * $2,624.31	$2,624.31	$0.00	$0.00	$204.31	$0.00	$0.00	$41,918.35
81	NORMAN L. RUNNELS, SR.	Unsec	400	$33,189.00 * $1,000.00	$1,000.00	$0.00	$0.00	$0.00	$0.00	$0.00	$41,918.35
	Subtotal For Claim Type 400			$12,035,183.88 * $3,959,372.30	$3,959,372.30	$0.00	$0.00	$77,354.51	$0.00	$0.00	
	Claim Type 699 - Subordinated Unsecured Claims										
82	Paul Glass	Unsec	699	$11,000,000.00 * $11,900,000.00	$7,616,210.00	$4,283,790.00	$41,918.35	$0.00	$0.00	$41,918.35	$0.00

PROPOSED DISTRIBUTION

Date: May 26, 1999

Case Number: 93-10408

Debtor Name: Trinity Water Reserve, Inc. DBA \ Devers Canal System

Claim #	Payee Name	Class	Priority	Amt Claimed * Amt Allowed	Paid to Date	Claim Balance	Proposed Payment	Interest Paid To Date	Proposed Interest	Total Proposed Pymt	Funds Remaining
	Subtotal For Claim Type 699			$11,000,000.00 * $11,900,000.00	$7,616,210.00	$4,283,790.00	$41,918.35	$0.00	$0.00	$41,918.35	
	Subtotals For Class Unsecured	73.25322 %		$23,035,183.88 * $15,859,372.30	$11,575,582.30	$4,283,790.00	$41,918.35	$77,354.51	$0.00	$41,918.35	
	<< Totals > >			$23,558,126.56 * $16,400,684.06	$12,033,197.63	$4,367,486.43	$125,614.78	$95,721.59	$0.00	$125,614.78	$0.00

Proposed distribution is dependent on the Court's rulings on administrative expenses, contest of claims, and/or objections made to this proposed distribution.

UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF TEXAS
SHERMAN DIVISION

IN RE	§	
Trinity Water Reserve, Inc. DBA	§	
Devers Canal System	§	CASE NO. 93-10408-DRS
	§	CHAPTER 7
DEBTOR(S).	§	

ORDER APPROVING TRUSTEE'S FINAL REPORT
AND ALLOWING COMPENSATION

The Trustee has filed a Final Report along with Applications for Compensation and a Report of Proposed Distribution. Notice of the filing of such Final Report and Applications were given to the creditors in this proceeding and any objections, if filed, have been resolved. After having reviewed said Final Report and Applications, it hereby ordered that:

1. Mark A. Weisbart, Trustee, is allowed compensation of $428,530.07, of which $349,139.63 has previously been paid.

2. Mark A. Weisbart, Trustee, is allowed reimbursement of $4,155.99, of which $0.00 has previously been paid.

3. United States Bankruptcy Court, is allowed reimbursement of $150.00, of which $0.00 has previously been paid.

Date:_____

_____
HONORABLE Donald R. Sharp
UNITED STATES BANKRUPTCY JUDGE