

EXHIBIT B

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:)	
)	Chapter 11
Met-Coil Systems Corporation,)	
)	Case No. 03-12676 (MFW)
)	
Debtor.)	
		<u>Re: D.I. 11</u>

**INTERIM ORDER AUTHORIZING DEBTOR TO EMPLOY AND
COMPENSATE PROFESSIONALS FOR SERVICES RENDERED
IN THE ORDINARY COURSE OF BUSINESS**

Upon the application (the "**Application**")¹
of the debtor and debtor in possession (the "**Debtor**") in the above-captioned Chapter 11 case (the "**Case**"), for entry of an Order authorizing debtor to employ and compensate professionals for services rendered in the ordinary course of business (D.I. 11); and upon the Kuoni Affidavit; and it appearing that the Court has jurisdiction over the Application pursuant to 28 U.S.C. § 157(b)(2)(A); and due and adequate notice of the Application having been given; and it appearing that no other or further notice need be given; and this Court having determined that granting the relief requested in the Application is in the best interests of the Debtor, its estate and its creditors; and after due deliberation and sufficient cause appearing therefor;

IT IS HEREBY ORDERED THAT:

1. The Application is granted: on an interim basis as set forth herein and the Debtor shall notice for hearing the balance of the relief sought in the Application.

¹ All capitalized terms used herein but not defined herein shall have the meanings given them in the Motion.□

2. Upon the entry of this Order, the Debtor is authorized to retain (i) Deutsch, Levy & Engel, Chartered; (ii) Baker & McKenzie; (iii) Clayton Group Services, Inc.; and (iv) John Kilian and John Gibler (collectively, the "Retained Ordinary Course Professionals").

3. ~~2.~~ The Debtor may employ and retain the Retained Ordinary Course Professionals listed on ~~Exhibit A~~ to the Application and incorporated herein by reference on terms substantially similar to those in effect prior to the Petition Date, and on an as-needed basis during the course of the Case, without the need to file individual retention applications for each, provided that such professionals do not represent or hold any interest adverse to the Debtor or its estate on the matters for which they are being engaged. Within thirty (30) days of the entry of this Order, each Retained Ordinary Course Professional set forth on ~~Exhibit A~~ to the Application shall file an affidavit substantially in the form of **Exhibit B** to the Application ("Affidavit").

~~3. The Debtor shall file with the Court and serve on the United States Trustee for the District of Delaware, counsel to any official committee(s) of unsecured creditors (if and when appointed), counsel to the postpetition lender and all parties who have filed requests for notices in the Case (the "Notice Parties"), a notice list identifying any additional Ordinary Course Professionals retained by the Debtor during the course of the Case. Thereafter, prior to being eligible to receive compensation from the Debtor, each such additional Ordinary Course Professional shall file with the Court and serve on the Notice Parties an Affidavit, substantially in the form of that annexed to the Application as~~
Exhibit B.

4. Upon the filing of an Affidavit by ~~any~~ Retained Ordinary Course Professional, the ~~Notice Parties~~ United States Trustee for the District of Delaware, counsel to

any official committee(s) of unsecured creditors (if and when appointed), counsel to the postpetition lender and all parties who have filed requests for notices in the Case (the "Notice Parties") shall have ten (10) business days to object to such retention (the "**Objection Deadline**"). If no objection is filed with the Court prior to the Objection Deadline, such Retained Ordinary Course Professional's retention shall be approved on a final basis. If an objection is filed prior to the Objection Deadline, the retention shall be set for hearing.

5. The arrangements for compensation reached between the Debtor and each Retained Ordinary Course Professional shall be based reasonably upon the nature, extent and value of such services, the time spent on such services, and the cost of comparable services other than in a case under chapter 11 of the Bankruptcy Code, as well as for the reimbursement of actual and necessary expenses, not exceeding the value of such expenses.

6. All transactions between the Debtor and each Retained Ordinary Course Professional shall be subject to § 329 of the Bankruptcy Code as well as to all other applicable provisions of the Bankruptcy Code regulating the fairness and reasonable worth of services rendered by professionals seeking and receiving compensation.

7. Each Retained Ordinary Course Professional retained in accordance with the terms of this Order may be paid by the Debtor on a monthly basis without formal application to the Court in an amount equal to one hundred percent (100%) of the monthly fees and disbursements incurred by such professional, upon submission to the Debtor of an appropriate invoice setting forth in reasonable detail the nature of the services rendered (without prejudice to the Debtor's right to dispute any such invoices); provided, that the fees and disbursements to each Retained Ordinary Course Professional (other than the remediation consultants) do not exceed the sum of \$50,000.00 in any calendar month.

8. If the amount of fees and disbursements billed by ~~an~~ Retained Ordinary Course Professional exceeds the maximum amount set forth above, the payment of such Retained Ordinary Course Professional's fees and expenses for that calendar month will be subject to the approval of the Court in accordance with §§ 330 and 331 of the Bankruptcy Code. This paragraph shall not apply to the remediation consultants ~~set forth on Exhibit A to the Motion~~ who are Retained Ordinary Course Professionals.

9. The Debtor is authorized to pay a retainer in the amount of \$~~_____~~ to Baker & McKenzie, \$~~_____~~ 165,000 to Clayton Group Services, Inc., and \$70,000.00 to Deutsch, Levy & Engel, Chartered. ~~The Debtor also is authorized to pay additional retainers to Ordinary Course Professionals on notice to the United States Trustee and any committee who shall have an opportunity to object.~~

10. The procedures established by this Order for the retention and payment of the Retained Ordinary Course Professionals will not apply to those law firms and other professionals which either are not Retained Ordinary Course Professionals or that are retained by or to be retained by the Debtor pursuant to separate Orders of this Court.

Dated: _____, 2003

Wilmington, Delaware

UNITED STATES BANKRUPTCY JUDGE

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