

**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.	)	

**Re: D.I. 6**

**ORDER (A) AUTHORIZING (I) PAYMENT OF EMPLOYEE WAGES, SALARIES, COMMISSIONS, BONUSES AND ACCRUED PREPETITION BENEFITS, (II) CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS, (III) PAYMENT OF FUNDS DEDUCTED FROM PAYROLL, AND (IV) REIMBURSEMENT OF EMPLOYEE EXPENSES, AND (B) DIRECTING ALL BANKS TO HONOR RELATED CHECKS**

Upon the motion (the "**Motion**")<sup>1</sup>

of the debtor and debtor in possession (the "**Debtor**") in the above-captioned Chapter 11 case (the "**Case**"), for entry of an Order, pursuant to §§ 363(b), 507(a)(4) and 105(a) of title 11 of the United States Code (the "**Bankruptcy Code**") (a) authorizing (i) payment of employee wages, salaries, commissions, bonuses and accrued prepetition benefits in accordance with the policies and practices established by the Debtor prior to the commencement of the Case, (ii) the continuation of the Debtor's employee benefit programs postpetition, (iii) contributions to employee benefit plans, (iv) payment of funds deducted from payroll, and (v) reimbursement of employee expenses, and (b) authorizing and directing all banks to honor related checks for payment of prepetition employee claims (D.I. 6); and upon the Kuoni Affidavit; and it appearing that the Court has jurisdiction over the Motion pursuant to 28 U.S.C. § 157(b)(2)(A); and due and adequate notice of the Motion 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 Motion is in the best interests of

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

the Debtor, its estate and its creditors; and after due deliberation and sufficient cause appearing therefor;

IT IS HEREBY ORDERED THAT:

(1) The Motion is granted.

(2) The Debtor is authorized, but not required, in its sole discretion, to pay or honor all (a) Prepetition Compensation, ~~Benefits, and Deductions, up to \$216,000,~~ (b) Employee Benefit Plans, ~~including up to \$440,000 for the Debtor's medical plan~~ (c) Prepetition Expenses ~~up to \$46,000~~ and (d) funds deducted from payroll, including, without limitation, payroll-related Trust Fund Taxes, federal and state withholding taxes, Social Security taxes, Medicare taxes, union dues, charitable contributions and garnishment contributions, that accrued or accumulated prior to the Petition Date but remained unpaid as of the Petition Date, in accordance with the Debtor's stated policies with respect thereto.

(3) All applicable banks and other financial institutions are hereby authorized and directed to receive, process, honor and pay any and all checks drawn on the Debtor's payroll or other disbursement accounts to pay such amounts as indicated in the preceding paragraph regardless of whether such checks were presented prior to or after the Petition Date, provided that sufficient funds are available in the applicable accounts to make the payments.

(4) All applicable banks are hereby authorized to rely upon the Debtor's representation that a particular payment is authorized under this Order.

(5) The Debtor is authorized to reissue checks to cover amounts owing on any checks covered by this Order that have been dishonored and to reimburse Employees for any resulting charges.

(6) Nothing in the Motion or this Order, nor the Debtor's payment of claims pursuant to this Order, shall be deemed or construed: (a) as an admission as to the validity of any claim against the Debtor; (b) as a waiver of the Debtor's rights to dispute any claim; (c) to waive or release any right, claim, defense or counterclaim of the Debtor or its estate, or to estop the Debtor or its estate from asserting any right, claim, defense or counterclaim; (d) as an approval or assumption of any agreement, contract or lease, pursuant to § 365 of the Bankruptcy Code; or (e) as an admission that any obligation is entitled to administrative expense priority or any such contract or agreement is executory or unexpired for purposes of § 365 of the Bankruptcy Code or otherwise.

(7) The Debtor is authorized and empowered to take such actions as may be necessary and appropriate to implement the terms of this Order.

(8) This Court shall retain jurisdiction with respect to all matters relating to interpretation or implementation of this Order.

Dated: \_\_\_\_\_, 2003

Wilmington, Delaware

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UNITED STATES BANKRUPTCY JUDGE

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