

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

| | | |
|---|---|----------------------|
| _____ |) | |
| |) | |
| In re: |) | Chapter 11 |
| |) | |
| MET-COIL SYSTEMS CORPORATION, |) | Case No. 03-12676 |
| |) | |
| Debtor. |) | Adversary Proceeding |
| _____ |) | No. 03- 55626 |
| |) | |
| MET-COIL SYSTEMS CORPORATION, |) | |
| |) | |
| Plaintiff, |) | |
| |) | |
| v. |) | |
| |) | |
| THERESA MEJDRECH, DANIEL MEJDRECH, |) | |
| MARY BENO, MARK BENO, individually, and |) | |
| on behalf of all persons similar situated, |) | |
| JEANETTE DEVANE, BARBARA L. FRANTIK, |) | |
| THOMAS G. FRANTIK, LEE J. HERRERA, |) | |
| JANE KUTA, RICHARD KUTA, |) | |
| MICHAEL PAPADOULOS, ANDREW WROBLE, |) | |
| KAREN MULACEK, DEBORAH MEYER, |) | |
| as Executrix of the Estate of NICHOLAS MEYER, |) | |
| DENISE ANN EHRHART, DANIEL PELZER, |) | |
| SALLY PEPPING, VIRGINIA HALLMER, |) | |
| ANNE SCHREIBER and LAURA WROBLE, |) | |
| JOHN DOES 1-1000, AND JANE DOES 1-1000, |) | |
| |) | |
| Defendants. |) | |
| _____ |) | |

CERTIFICATION OF COUNSEL

1. On August 26, 2003, Met-Coil Systems Corporation (“**Met-Coil**”) filed a petition for reorganization relief under Chapter 11 of the Bankruptcy Code.
2. On or about August 27, 2003, Met-Coil filed a Complaint for Declaratory and Injunctive Relief (the “**Complaint**”) and a related Motion (the “**Motion**”) for a Preliminary

Injunction and Temporary Restraining Order Staying All TCE Related Claims and Lawsuits Against Mestek, Inc. (“**Mestek**”) and Honeywell International, Inc. (“**Honeywell**”).

3. Subsequent to the filing of the Complaint and Motion, Met-Coil and Mestek engaged in negotiations with plaintiffs’ counsel on the following matters:

- (a) *Mejdrech, et al. (collectively, the “**Mejdrech Class and Plaintiffs**”) v. The Lockformer Company, et al.*, No. 01-C-6107 (N.D. Ill.) (the “**Mejdrech Litigation**”), and
- (b) *Anne Schreiber (“**Schreiber**”) v. The Lockformer Company, et al.*, No. 01-C-6097 (N.D. Ill.) (the “**Schreiber Litigation**”).

4. Ultimately, these negotiations resulted in the execution of a certain letter agreement dated August 29, 2003 by and between Met-Coil, Mestek, the Mejdrech Class and Plaintiffs and Schreiber, a copy of which is attached hereto as Exhibit A and incorporated herein by reference (the “**Letter Agreement**”).

5. Pursuant to the Letter Agreement, the Mejdrech Class and Plaintiffs, Schreiber, Met-Coil and Mestek (collectively, the “**Parties**”) have agreed to the basic framework of a plan of reorganization and the treatment of the Mejdrech Class and Plaintiffs and Schreiber under that plan of reorganization, subject to the conditions of the Letter Agreement. Furthermore, the Mejdrech Class and Plaintiffs and Schreiber have agreed to a stay of the Mejdrech Litigation and Schreiber Litigation as to Mestek and Met-Coil for up to 150 days in order to allow the formulation of a confirmable plan consistent with the terms of the Letter Agreement.

6. Based upon the Letter Agreement, Met-Coil is submitting a proposed order granting up to a 150 day stay of the Mejdrech Litigation and Schreiber Litigation as to Mestek and the current and former officers, directors and employees of Mestek and Met-Coil, a copy of which is attached hereto as Exhibit B (the “**Proposed Order**”).

7. Counsel to Mestek, Counsel to the Mejdrech Class and Plaintiffs and Counsel to Schreiber have all reviewed the Proposed Order and this Certification of Counsel and agreed to the submission of these papers to the Court today.

8. Honeywell is not a party to the Letter Agreement. Neither the Letter Agreement nor the Proposed Order provide any relief to Honeywell, which is also a defendant in the Mejdrech Litigation and Schreiber Litigation, and which also was the subject of the Motion for injunctive relief.

9. In the Mejdrech Litigation, Honeywell asserted cross-claims against The Lockformer Company, Met-Coil, and Mestek for contribution under the Illinois Joint Tortfeasor Contribution Act and under the Comprehensive Environmental Response, Compensation and Liability Act. These cross-claims are stayed as to Met-Coil and The Lockformer Company based upon the automatic stay provisions of section 362 of the Bankruptcy Code. Pursuit of these cross-claims by Honeywell against Mestek in the Mejdrech Litigation would be stayed or enjoined upon entry of the Proposed Order.

10. In the Schreiber Litigation, Honeywell also asserted cross-claims against The Lockformer Company, Met-Coil and Mestek for contribution under the Illinois Joint Tortfeasor Contribution Act. These cross-claims were previously severed by the District Court. To the extent possible, Honeywell's pursuit of these cross-claims against Met-Coil and Mestek would be stayed based upon the automatic stay provisions of section 362 of the Bankruptcy Code. Likewise, any further pursuit of these cross-claims by Honeywell against Mestek in the Schreiber Litigation, if possible, would be stayed or enjoined upon entry of the Proposed Order.

11. The Parties to the Letter Agreement intend to disclose the terms of the Letter Agreement and the Proposed Order to the Honorable Harry D. Leinenweber, United States

District Court Judge in the Northern District of Illinois, Eastern Division, today, September 2, 2003. Judge Leinenweber is the presiding Judge in the Mejdrech Litigation and has a trial date set of September 8, 2003.

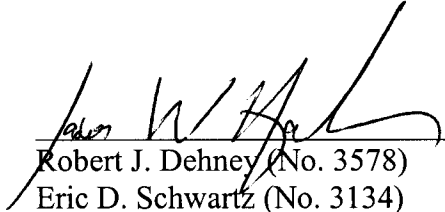
12. Likewise, the Parties to the Letter Agreement intend to disclose the terms of the Letter Agreement and the Proposed Order to the Honorable James B. Zagel, United States District Court Judge in the Northern District of Illinois, Eastern Division, as soon as possible. Judge Zagel is the presiding Judge in the Schreiber Litigation. Currently, there is a trial date set for March 1, 2004 in the Schreiber Litigation.

13. Met-Coil will be present in Court on Friday, September 5, 2003 at 11:30 a.m. (prevailing Eastern time) to address any issues that the Court may have regarding this

Certification of Counsel, the Letter Agreement and the Proposed Order and to hear any argument regarding Honeywell's cross-claims as to Mestek, to the extent necessary.

Dated: September 2, 2003

MORRIS, NICHOLS, ARSHT & TUNNELL



Robert J. Dehney (No. 3578)
Eric D. Schwartz (No. 3134)
Jason W. Harbour (No. 4176)
James C. Carignan (No. 4230)
1201 N. Market Street
P.O. Box 1347
Wilmington, Delaware 19899-1347
Telephone: (302) 658-9200
Facsimile: (302) 658-3989

-- and --

Ronald Barliant (IL ARDC No. 0112984)
David E. Morrison (IL ARDC No. 6217225)
GOLDBERG, KOHN, BELL, BLACK,
ROSENBLOOM & MORITZ, LTD.
55 East Monroe Street, Suite 3700
Chicago, Illinois 60603
Telephone: (312) 201-4000
Facsimile: (312) 332-2196

Proposed Counsel for
Met-Coil Systems Corporation