

**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.)

AFFIDAVIT OF JOANNE B. WILLS

STATE OF DELAWARE)
) ss.
COUNTY OF NEW CASTLE)

Joanne B. Wills, being duly sworn, deposes and says:

1. I am an attorney at law admitted to practice in the State of Delaware, among other jurisdictions and courts. I am a member of the firm of Klehr, Harrison, Harvey, Branzburg & Ellers LLP (“Klehr Harrison”), which firm maintains offices at 919 Market Street, Suite 1000, Wilmington, Delaware 19801, as well as in Philadelphia, Pennsylvania and Cherry Hill, New Jersey. I am familiar with the matters set forth herein and make this affidavit in support of the application of the Official Committee of Unsecured Creditors (the "Committee") of Met-Coil Systems Corporation (the “Debtor”) seeking approval to retain Klehr Harrison *nunc pro tunc*, effective as of September 15, 2003, as counsel to the Committee pursuant to 11 U.S.C. §§ 1103(a), 327(a) and 328(a).

2. To the best of my knowledge and information, Klehr Harrison neither holds nor represents any interest adverse to the Committee, the Debtor, its creditors or other parties in interest or its respective attorneys in this Case. In order to make this determination, I caused a search of Klehr Harrison's computerized conflict system to be performed upon the following: (i) the Debtor’s name as it appears in its petition; (ii) the parties listed on the Debtor’s list of largest unsecured creditors; (iii) the members of the Committee; (iv) Mestek, Inc.; (v) Manufacturers

Bank; and (vi) other estate professionals retained in this Case. As other information becomes available, further searches will be implemented, and supplemental disclosures will be made as necessary.

3. Based upon information currently available to me, Klehr Harrison has no connection with the Debtor, its creditors, or any other party in interest herein, or the United States Trustee or any person employed in the office of the United States Trustee, except as follows:

(a) Klehr Harrison has been involved in several bankruptcy cases in which one or more of the Debtor's professionals are or were involved. There is however no connection with any such professional that constitutes an actual or potential interest adverse to the interests of the Committee's constituency or the estate in general.

4. In addition to the foregoing, due to the size and diversity of its practice, Klehr Harrison may have represented or otherwise dealt with, and may now be representing or otherwise dealing with various persons (and its attorneys and accountants) who are or may consider themselves creditors, equity security holders or parties in interest in this Case but who are not presently so identified. However, such representations or involvement, if any, do not relate to the Debtor or its estate.

5. No agreement exists, nor will any be made, to share any compensation received by Klehr Harrison for its services in this Case with any other person or firm.

6. Klehr Harrison is willing to be retained by the Committee as its counsel and will make appropriate applications to this Court for compensation and reimbursement of out-of-pocket expenses, all in accordance with the provisions of the Bankruptcy Code, the Bankruptcy Rules and the Local Rules of this Court, and any Orders of the Court entered in this Case.

/s/Joanne B. Wills
Joanne B. Wills

Sworn to before me this
18th day of September, 2003

/s/Denise S. Kraft
Notary Public