

**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.)	Related Docket No.

**ORDER APPROVING THE RETENTION OF
KLEHR, HARRISON, HARVEY, BRANZBURG & ELLERS LLP
AS COUNSEL TO THE OFFICIAL COMMITTEE
OF UNSECURED CREDITORS IN THE DEBTOR’S CASE**

Upon the application (the “Application”) of the official committee of unsecured creditors (the “Committee”) of the above-captioned debtor (the “Debtor”) for an order pursuant to sections 1103(a), 327(a) and 328(a) of the Bankruptcy Code authorizing the Committee to employ Klehr, Harrison, Harvey, Branzburg & Ellers LLP (“Klehr Harrison”) as its counsel in this case *nunc pro tunc*, effective as of September 15, 2003, and all undefined terms herein having the meaning ascribed to them in the Application, and upon the annexed affidavit of Joanne B. Wills, and it appearing that proper notice of the Application has been given and that no further notice or hearing is required, and the Court being satisfied based on the representations made in the Application and affidavit that (i) Klehr Harrison represents no interest adverse to the estate or the Debtor’s creditors, (ii) Klehr Harrison is a “disinterested person” as that term is defined in section 101(14) of the Bankruptcy Code, and (iii) the employment of Klehr Harrison is necessary and would be in the best interests of the Committee and this estate, and after due deliberation, and sufficient cause appearing therefore, it is

ORDERED, that in accordance with sections 1103(a), 327(a) and 328(a) of the Bankruptcy Code, the Committee be, and hereby is, authorized and empowered to retain Klehr

Harrison as its counsel *nunc pro tunc*, effective as of September 15, 2003, to represent the Committee in this case under chapter 11 of the Bankruptcy Code, and it is further

ORDERED, that Klehr Harrison shall be compensated in accordance with the procedures set forth in sections 330 and 331 of the Bankruptcy Code and such Bankruptcy Rules as may be then applicable, from time to time, and such procedures as may be fixed by order of this Court.

The Honorable Mary F. Walrath
Chief United States Bankruptcy Judge

Dated: _____, 2003
Wilmington, Delaware