

**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,)
)

**DECLARATION OF EDWIN J. HARRON IN SUPPORT OF
APPLICATION FOR ORDER AUTHORIZING PROPOSED LEGAL
REPRESENTATIVE FOR FUTURE CLAIMANTS TO RETAIN AND EMPLOY
YOUNG CONAWAY STARGATT & TAYLOR, LLP AS COUNSEL
PURSUANT TO FEDERAL RULE OF BANKRUPTCY PROCEDURE 2014(a)**

EDWIN J. HARRON, ESQUIRE, pursuant to 28 U.S.C. § 1746, declares:

1. I am a partner in the firm of Young Conaway Stargatt & Taylor, LLP (“YCS&T” or the “Firm”), The Brandywine Building, 1000 West Street, 17th Floor, Wilmington, Delaware 19801. I am duly admitted to practice before the Supreme Court of Delaware, the United States District Court for the District of Delaware, and the United States Court of Appeals for the Third Circuit. I am authorized to make this declaration (the “Declaration”) on behalf of YCS&T. This Declaration is submitted pursuant to Rule 2014(a) of the Federal Rules of Bankruptcy Procedure in support of the Application of Eric D. Green (the “Future Claimants’ Representative”), in his capacity as the proposed legal representative for future claimants (the “Future Claimants”) in the above-captioned chapter 11 case for an order authorizing the employment of YCS&T as counsel to the Future Claimants’ Representative (the “Application”).

DISINTERESTEDNESS OF PROFESSIONALS

2. Based on the conflicts search conducted to date¹ and described herein, to the best of my knowledge, neither I, the firm, nor any partner, counsel or associate thereof, insofar as I have been able to ascertain, has any connection with the above-captioned Debtor, its creditors, the Future Claimants' Representative, or any other parties in interest, or their respective attorneys and accountants, and the United States Trustee or any person employed in the office of the United States Trustee, except as disclosed or as otherwise described herein.

3. YCS&T is a "disinterested person" as that term is defined in section 101(14) of the Bankruptcy Code, as modified by section 1107(b) of the Bankruptcy Code, in that the Firm, its partners, counsel and associates:

- (a) are not creditors, equity security holders or insiders of the Debtor;
- (b) are not and were not investment bankers for any outstanding security of the Debtor;
- (c) have not been, within three years before the date of the filing of the Debtor's chapter 11 petition, (i) investment bankers for a security of the Debtor, or (ii) an attorney for such an investment banker in connection with the offer, sale, or issuance of a security of the Debtor; and
- (d) are not and were not, within two years before the date of filing of the Debtor's chapter 11 petition, a director, officer, or employee of the Debtor or of any investment banker as specified in subparagraph (b) or (c) of this paragraph.

4. I am not related, and to the best of my knowledge, no attorney at the Firm is related, to any United States Bankruptcy Judge in this District or to the United States Trustee for such district or any employee thereof.

¹ YCS&T is still in the process of completing its conflicts review. YCS&T will supplement this Declaration as necessary when such searches are completed.

5. YCS&T has a large personal injury and workers' compensation practice and frequently represents clients adverse to many of the insurance companies who provide coverage to the Debtor and whose policies may be implicated during the course of these proceedings. Members of YCS&T also have acted as arbitrators in numerous matters where certain of the insurance companies involved with the Debtor were parties, either directly or indirectly, to the underlying dispute.

6. Three partners of the firm currently act as local counsel for various insurance companies in certain declaratory judgment actions pending in Delaware involving non-asbestos-related product liability, environmental and toxic tort coverage claims. Some of these insurers may provide insurance to the Debtor. The insurer-defendants in these matters include American International Group ("AIG")-related companies, including AIG Europe (UK) Limited; AIU Insurance Company, American Home Assurance Company, Birmingham Fire Insurance Company of Pennsylvania, Granite State Insurance Company, Insurance Company of the State of Pennsylvania, Landmark Insurance Company, Lexington Insurance Company, National Union Fire Insurance Company of Pittsburgh, Pa., and New Hampshire Insurance Company; Allianz Insurance Company and Allianz Underwriters Insurance Company; American Re-Insurance Company; Commonwealth Insurance Company; Continental Casualty Company; Employers Mutual Casualty Company; General Casualty Insurance Company of Wisconsin; Highlands Insurance Company; The Home Insurance Co., Insko Limited; International Insurance Company (including as successor to International Surplus Lines Insurance Company); Seaboard Surety Insurance Company; St. Paul Fire & Marine Insurance Company; Westport Insurance Company (as successor to Puritan Insurance Company); and Winterthur International America Insurance Company. These partners also serve as local counsel for certain AIG-related

companies, American Re-Insurance Company (as successor to American Excess Insurance Company), and Employers Mutual Casualty Company in one declaratory judgment action pending in Delaware which involves the enforcement of settlement agreements relating to certain unrelated asbestos claims. YCS&T also represents Continental Casualty Company, Commonwealth Insurance Company, and Winterthur International America Insurance Company in a “Y2K” coverage case brought by Owens-Corning.

7. YCS&T is a general practice, litigation-oriented firm which maintains a national, regional and local practice in the areas of corporate, bankruptcy, commercial, real estate, personal injury, employment and environmental law. YCS&T was selected by the Future Claimants’ Representative because of YCS&T’s extensive experience and knowledge in the field of debtors’ and creditors’ rights and business reorganizations under chapter 11 of the Bankruptcy Code. Moreover, YCS&T has substantial experience in bankruptcy cases affecting the rights of mass-tort claimants. YCS&T represented the legal representative for the unknown asbestos bodily injury claimants in the Celotex bankruptcy cases (Ch. 11 Case Nos. 90-100016-8B1 and 90-100017-8B1 (Bankr. M.D. Fla.)) and currently represents the legal representative for the unknown asbestos bodily injury claimants in The Babcock & Wilcox Company case (Ch. 11 Case No. 00-1092 (Bankr. E.D. La. 2000)), the Pittsburgh Corning Corporation case (Ch. 11 Case No. 00-22876 (JKF) (Bankr. W.D. Pa. 2000)), the Federal-Mogul Global case (Ch. 11 Case No. 01-10578 (Bankr. D. Del. 2001)), the Owens Corning case (Ch. 11 Case No. 00-3837 (Bankr. D. Del. 2000)), the Armstrong World Industries case (Ch. 11 Case No. 00-4471 (Bankr. D. Del. 2000)), the USG Corporation case (Ch. 11 Case No. 01-2094 (RJN) (Bankr. D. Del. 2001)), the North American Refractories Company case (Ch. 11 Case No. 02-20198 (JKF) (Bankr. W.D. Pa. 2002)), the Global Industrial Technologies case (Ch. 11 Case No. 02-21626

(JKF) (Bankr. W.D. Pa. 2002)), the AC and S case (Ch. 11 Case No. 02-12687 (RJN) (Bankr. D. Del. 2002)) and the Kaiser Aluminum Corporation case (Ch. 11 Case No. 02-10429 (JKF) (Bankr. D. Del. 2002)).² YCS&T also represents the debtor in the asbestos-related chapter 11 case of In re Fuller-Austin Insulation Company, (No. 98-2028 (JJF) (Bankr. D. Del. 1998)).

8. In addition, the Firm and certain of its partners, counsel and associates may have in the past represented, may currently represent, and likely in the future will represent parties in interest of the Debtor in connection with matters unrelated to the Debtor and this case.

9. None of the representations described above are materially adverse to the interests of the estate, any class of creditors or equity security holders, or the Future Claimants' Representative. Thus, YCS&T is disinterested and may act as counsel to the Future Claimants' Representative notwithstanding that it represents creditors in unrelated matters.

10. Neither I, the Firm, nor any partner, counsel, or associate thereof, insofar as I have been able to ascertain, represents any interest adverse either to the Future Claimants' Representative or the Debtor herein or its estate in the matter upon which the Firm is to be engaged.

11. YCS&T will periodically review its files during the pendency of this chapter 11 case to ensure that no conflicts or other disqualifying circumstances exist or arise. If any new relevant facts or relationships are discovered or arise, YCS&T will use reasonable efforts to identify such further developments and will promptly file a Supplemental Affidavit as Bankruptcy Rule 2014(a) requires.

² Eric Green is the legal representative for the future asbestos bodily injury claimants in the Babcock & Wilcox and Federal-Mogul cases. YCS&T represents Mr. Green in his role as the Future Claimants' Representative in each of these cases.

PROFESSIONAL COMPENSATION

12. The Firm intends to apply for compensation for professional services rendered in connection with this chapter 11 case subject to approval of this Court and in compliance with applicable provisions of the Bankruptcy Code, this Court’s Local Rules and Orders of this Court, on an hourly basis, plus reimbursement of actual, necessary expenses and other charges that the Firm incurs. YCS&T will charge hourly rates for its services in this case that are consistent with the rates charged by YCS&T in bankruptcy and non-bankruptcy matters of this type. These hourly rates are subject to periodic adjustments, without further notice to the Court or any other entity, to reflect economic and other conditions. The principal attorneys and paralegals designated to represent the Future Claimants’ Representative and their current standard hourly rates are:

James L. Patton, Jr. (Partner)	\$510 per hour
Edwin J. Harron (Partner)	\$375 per hour
Timothy P. Cairns (Associate)	\$205 per hour
Sean T. Greecher (Associate)	\$190 per hour
Stephanie Warren (Paralegal)	\$95 per hour

In addition, the Firm may hire certain contract professionals to perform certain projects or tasks. The Firm will bill any such contract professionals at a rate commensurate with their experience and any such contract professionals will be clearly denoted in the fee applications filed by YCS&T.

13. It is the Firm’s policy to charge its clients in all areas of practice for all other expenses incurred in connection with the client’s case. The expenses charged to clients include among other things, photocopying, witness fees, travel expenses, including airline

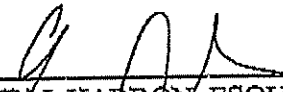
upgrade certificates, certain secretarial and other overtime expenses, filing and recordation fees, long distance telephone calls, postage, express mail and messenger charges, computerized legal research charges and other computer services, expenses for “working meals” and telecopier charges. The Firm will charge for these expenses in a manner and at rates consistent with charges made generally to the Firm’s other clients. The Firm believes that it is fairer to charge these expenses to the particular client rather than increasing the hourly rates and spreading the expenses among all clients.

14. No promises have been received by the Firm nor by any partner, counsel or associate thereof as to compensation in connection with this case other than in accordance with the provisions of the Bankruptcy Code. The Firm has no agreement with any other entity to share with such entity any compensation received by the Firm in connection with this chapter 11 case.

15. YCS&T further states pursuant to Federal Rule of Bankruptcy Procedure 2016(b) that it has not shared, nor agreed to share (a) any compensation it has received or may receive with another party or person, other than with the partners, counsel and associates of YCS&T, or (b) any compensation another person or party has received or may receive.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing

is true and correct.



EDWIN J. HARRON, ESQUIRE
Young Conaway Stargatt & Taylor, LLP
The Brandywine Building
1000 West Street – 17th Floor
P.O. Box 391
Wilmington, DE 19899-0391
Telephone: (302) 571-6600
Facsimile: (302) 571-1253