

EXHIBIT A

DECLARATION OF ERIC D. SCHWARTZ

**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 ERIC D. SCHWARTZ IN SUPPORT OF DEBTOR'S
APPLICATION FOR ENTRY OF ORDER AUTHORIZING RETENTION
AND EMPLOYMENT OF MORRIS, NICHOLS, ARSHT & TUNNELL AS
LOCAL COUNSEL FOR DEBTOR, *NUNC PRO TUNC* TO AUGUST 26, 2003**

Eric D. Schwartz, hereby declares under penalty of perjury that:

1. I am a partner with Morris, Nichols, Arsht & Tunnell ("**Morris Nichols**") which maintains an office for the practice of law at 1201 North Market Street, Wilmington, Delaware 19899. I am an attorney-at-law, duly admitted and in good standing to practice in the State of Delaware, as well as the United States District Court for the District of Delaware.

2. I submit this declaration (the "Declaration") in connection with the application (the "**Application**")¹ of the above-captioned debtor and debtor in possession (the "**Debtor**"), to retain and employ Morris Nichols as counsel to the Debtor, *nunc pro tunc* to August 26, 2003, and to provide certain disclosures under section 327(a) of title 11 of the United States Code (the "**Bankruptcy Code**") and rules 2014(a) and 2016 of the Federal Rules of Bankruptcy Procedure (the "**Bankruptcy Rules**").

3. All statements made herein are made based on knowledge, information and belief.

4. Neither I, Morris Nichols, nor any partner, counsel or associate thereof, insofar as I have been able to ascertain and to my knowledge, information and belief, has any

¹ All terms not otherwise defined herein have the meanings ascribed to such terms in the Application.

connection with the Debtor, its significant secured and unsecured creditors or any other significant parties in interest herein or their respective attorneys, or accountants, other than as described in, and subject to the limits of, this Declaration.

5. Due to the size and diversity of Morris Nichols' practice, Morris Nichols may have represented or otherwise dealt with or may now be representing or otherwise dealing with certain entities or persons (and their attorneys or accountants or both) who are or may consider themselves to be creditors, equity security holders, or parties interested in this case. However, Morris Nichols has not and will not represent any entity other than the Debtor in connection with this Chapter 11 case. In addition, Morris Nichols is or has been engaged in a number of matters in which attorneys and other professionals representing various parties in interest in this case are also involved; in a number of cases Morris Nichols and those professionals may represent or have represented the same clients. Moreover, due to the nature and size of its practice, Morris, Nichols has or has had relationships as local, co-counsel, or referring counsel with many major law firms in most, if not all, major cities in the United States, which may include law firms representing creditors or other parties-in-interest in this case, all such relationships are on matters unrelated to this case. Morris, Nichols is also a member of certain lawyer associations and networks, including the Terralex network and ALAS, a mutual insurance company owned by law firms, which may include law firms representing creditors or other parties-in-interest in this case. Furthermore, Morris, Nichols as part of its practice also has and continues to represent agents, trustees and similar entities in bankruptcy cases in which participants in the related facilities may be or believe they are creditors or other parties-in-interest in the above-captioned bankruptcy case; Morris, Nichols does not represent these parties and they are not generally part of Morris, Nichols' conflict system.

6. Morris Nichols has conducted, and continues to conduct, research into its relations with the Debtor, its creditors and its equity security holders and other parties interested in this case. As part of this inquiry, Morris Nichols obtained the names of individuals or entities that may be parties in interest in this Chapter 11 case (the “Potential Parties in Interest”). Morris Nichols then entered the names of Potential Parties in Interest into a computer database containing the names of all clients and conflict information concerning the clients of Morris Nichols. This inquiry revealed that certain of the Potential Parties in Interest were current or former Morris Nichols clients (the list of such clients is referred to herein as the “Client Match List”). Through the information generated from the above-mentioned computer inquiry, and through follow-up inquiries with Morris Nichols attorneys responsible for certain clients listed on the Client Match List, Morris Nichols determined that the representation of the clients on the Client Match List concerned matters unrelated to this Chapter 11 case. In particular, to the best of my knowledge, information and belief, (a) Morris Nichols currently serves as counsel to the entities identified on the schedule annexed hereto as Schedule 1 on matters unrelated to this case; and (b) Morris Nichols formerly represented those entities identified on the schedule annexed hereto as Schedule 2 on matters unrelated to this case since January 1, 2000. Morris, Nichols’ computer data base covers a period of time prior to January 1, 2000, however, as a matter of practice, Morris, Nichols has not listed on Schedule 2 former clients for such prior period (consistent with the disinterested time frames of two to three years).

7. In addition, two employees of the Office of the United States Trustee, Dion Wynn and Bonnie Anemone are former employees of Morris Nichols.

8. Neither I, Morris Nichols, nor any partner, counsel or associate thereof, insofar as I have been able to ascertain represent any interest adverse to the Debtor or its estate in the matters upon which we are proposed to be engaged.

9. Morris Nichols is a “disinterested person” as that term is defined in Bankruptcy Code section 101(14) in that Morris Nichols, its partners, counsel and associates:

- a. are not creditors (including by reason of unpaid fees and expenses for prepetition services), 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 (3) 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;
- d. are not and were not, within two (2) years before the date of the filing of the Debtor’s Chapter 11 petitions, a director, officer, or employee of the Debtor or of any investment banker as specified in subparagraph (b) or (c) of this paragraph; and
- e. do not have an interest materially adverse to the interest of the Debtor’s estate or of any class of creditors or equity security holders, by reason of any direct or indirect relationship to, connection with, or interest in, the Debtor or an investment banker specified in paragraph (b) or (c) above, or for any other reason.

10. Subject to Court approval in accordance with Bankruptcy Code sections 330 and 331, the Bankruptcy Rules, and the orders and local rules of this Court, the Debtor proposes to pay Morris Nichols its customary hourly rates in effect from time to time as set forth herein, plus reimbursement of actual, necessary expenses incurred by Morris Nichols on the Debtor’s behalf. The following are Morris Nichols’ current hourly rates for work of this nature:

| | |
|-----------------------------|----------------|
| Partners | \$360 to \$525 |
| Associates | \$220 to \$330 |
| Paraprofessionals | \$155 |
| File Clerks | .\$ 80 |

These hourly rates are subject to periodic adjustments to reflect economic and other conditions.

11. At the present time, attorneys and paralegals principally responsible for the representation of the Debtor and their current hourly rates are as follows:

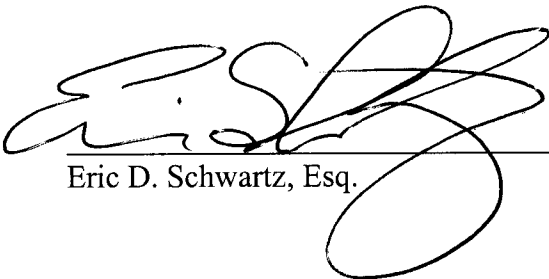
- | | | |
|-----|-------------------------------|----------------|
| (a) | Eric D. Schwartz (partner) | \$400 per hour |
| (b) | Jason W. Harbour (associate) | \$240 per hour |
| (c) | James C. Carignan (associate) | \$220 per hour |
| (c) | Angela Conway (paralegal) | \$155 per hour |

12. Morris Nichols will comply with all of the requirements of this Court and of the Bankruptcy Code and Bankruptcy Rules with respect to fee and expense applications of professionals employed by bankruptcy estates.

13. No promises have been received by Morris Nichols or by any partner, counsel or associate thereof as to compensation in connection with its representation of the Debtor in this case other than as set forth in the Application.

14. Morris Nichols has no agreement with any entity to share any compensation received by Morris Nichols.

Dated: September ²⁴~~23~~, 2003
Wilmington, Delaware



Eric D. Schwartz, Esq.

SCHEDULE 1

Current clients of Morris, Nichols, Arsht & Tunnell who are or may be creditors
or parties in interest or affiliates of creditors or parties in interest of the Debtor:

| | |
|-----------------------|----------------------|
| ADT Security Services | Neurosciences & Surg |
| AT&T | Northrop Grumman |
| Best Western | Pitney Bowes |
| Cincinnati Machines | Prudential Ins. Co. |
| CSC | Safety-Kleen |
| Danka Office Imaging | Sherwin Williams |
| Enpro Industries Inc. | Special Olympics PEA |
| General Electric | Spherion Corp. |
| Home Depot U.S.A. | Sprint |
| Honeywell | United Parcels |
| Hubbell Incorporated | Unova, Inc. |
| Laser Technology | Viewsonic |
| MCG Credit Corp. | Xerox |
| MidAmerican Energy | |

SCHEDULE 2

Former clients (since January 1, 2000) of Morris, Nichols, Arsht & Tunnell who are or may be creditors or parties in interest or affiliates of creditors or parties in interest of the

Debtor:

American Express FIN

Arch Wireless, Inc.

Avis

Baker & McKenzie

Bridgestone/Firestone

Citgo Petroleum Corp.

Corporate Express

Federal Express

International Paper

Laidlaw Industries

Laidlaw Transport

Overnite Transport

Parker Hannifin Corp.

United Airlines

Wells Fargo Bank

Qwest Broadcasting

Qwest Records, Inc.