

**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 ROSARIO M. VIGNALI IN SUPPORT OF
EMPLOYMENT AS PROFESSIONAL TO RENDER SERVICES
IN THE ORDINARY COURSE OF BUSINESS**

STATE OF NEW YORK]
ss:
COUNTY OF WESTCHESTER]

ROSARIO M. VIGNALI, being duly sworn, upon his oath, deposes and says:

1. I am an attorney admitted to practice in the State of New York. I am a member of the firm of WILSON, ELSER, MOSKOWITZ, EDELMAN & DICKER LLP, which maintains offices at 3 Gannett Drive, White Plains, New York (the "Professional").

2. Prior to the commencement of the above-captioned Chapter 11 case (the "Case") by Met-Coil Systems Corporation, debtor and debtor in possession (the "Debtor"), the Debtor retained the Professional to provide advice and assistance in connection with the defense of products liability claims.

3. The Debtor owes the Professional approximately \$25,000 for pre-petition services rendered from February 26, 2003 through August 26, 2003.

4. The Debtor has requested that the Professional provide legal services to the Debtor post-petition, and the Professional has consented to provide such services.

5. To the best of my knowledge, the Professional has no connections with the Debtor, its creditors, other parties-in-interest, their respective attorneys or accountants, or the United States Trustee.

6. The Professional may have performed services in the past, and may perform services in the future, in matters unrelated to the Case, for persons that are parties-in-interest in the Case. As part of its customary practice, the Professional is retained in cases, proceedings and transactions involving many different parties, some of whom may represent or be employed by the Debtor, claimants and parties-in-interest in the Case.

7. I hereby represent that insofar as I have been able to ascertain, neither I, nor any member of, or professional employed by, the Professional, holds or represents any interest adverse to the Debtor or its estate with respect to the matters on which the Professional is to be employed.

8. I understand that if in any calendar month period, the Professional incurs fees and expenses in rendering services for the Debtor in an aggregate amount which exceeds \$50,000, that, prospectively, all compensation to the Professional for fees and expenses for that calendar month shall be subject to approval by this Court upon the filing of appropriate application(s) for interim or final allowance of compensation in accordance with §§331 and 330 of the Bankruptcy Code.

9. No promises have been made by me, the Professional, or by any member, counsel or associate thereof as to compensation in connection with this case other than in accordance with the provisions of the Bankruptcy Code.


10. I hereby represent that neither I, nor any member of, or professional employed by, the Professional has agreed to share or will share any portion of the compensation to be received

from the Debtor with any other person other than the members and regular employees of the Professional, other than as permitted pursuant to §504(b)(1) of the Bankruptcy Code.

11. If at any time during the period of its employment, the Professional should discover any facts bearing on the matters described herein, the Professional will supplement the information contained in this Affidavit.

Dated: White Plains, NY
September 15, 2003


WILSON, ELSER, MOSKOWITZ, EDELMAN &
DICKER LLP

By: 
ROSARIO M. VIGNALI
Its: PARTNER

Address: 3 Gannett Drive
White Plains, NY 10604

Telephone Number: (914) 323-7000
Facsimile Number: (914) 323-7001

Sworn to before me this
15th day of September, 2003.


Notary Public

ENZA SKALA
Notary Public, State of New York
No. 01SK5017625
Qualified in Rockland County
Commission Expires Sept. 7, 2005