

**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.	)	<b>Re: D.I. 14</b>

**CERTIFICATION OF COUNSEL**

I, James C. Carignan, hereby certify as follows regarding the Final Order Authorizing Debtor To (A) Use Cash Collateral And Grant Replacement Liens And (B) Obtain Post-Petition Financing Pursuant To Section 364(c) Of The Bankruptcy Code (the “Final DIP Order”):

1. On August 26, 2003, the above-captioned debtor and debtor-in-possession (the “Debtor”) filed the Emergency Motion Of Debtor And Debtor In Possession For Interim And Final Order Authorizing Debtor To (A) Use Cash Collateral And Grant Replacement Liens And (B) Obtain Post-Petition Financing Pursuant To Section 364(c) Of The Bankruptcy Code (D.I. 14) (the “Motion”), seeking interim and final relief. The Debtor attached a proposed DIP Financing Order (the “DIP Order”) and a Post Petition Loan And Security Agreement (the “Loan Agreement”) as exhibits to the Motion.

2. On August 28, 2003, the Court entered the First Interim Order Authorizing Debtor To (A) Use Cash Collateral And Grant Replacement Liens And (B) Obtain Post-Petition Financing Pursuant To Section 364(c) Of The Bankruptcy Code (D.I. 38) (the “First Interim Order”).

3. On September 5, 2003, the Court entered the Second Interim Order Authorizing Debtor To (A) Use Cash Collateral And Grant Replacement Liens And (B) Obtain Post-Petition Financing (D.I. 85) (the “Second Interim Order”).

4. On September 23, 2003, the Court entered the Third Interim Order Authorizing Debtor To (A) Use Cash Collateral And Grant Replacement Liens And (B) Obtain Post-Petition Financing Pursuant To 11 U.S.C. § 364(c) Of The Bankruptcy Code (D.I. 121) (the “Third Interim Order”). The Third Interim Order set forth several dates by which various parties-in-interest were required to object prior to entry of a Final DIP Financing Order. (Third Interim Order, ¶ 32).

5. On October 17, 2003, the Official Committee of Unsecured Creditors (the “Committee”) of the Debtor filed the Limited Objection And Reservation Of Rights Of The Official Committee Of Unsecured Creditors To Entry Of Final Order Authorizing Debtor To (a) Use Cash Collateral And Grant Replacement Liens And (b) Obtain Post-Petition Financing Pursuant To Section 364(c) Of The Bankruptcy Code (D.I. 189) (the “Limited Objection”). The Limited Objection was the only pleading filed objecting to the Motion.

6. The Debtor and the Committee were able to resolve the Committee’s Limited Objection by making minor revisions to the Final DIP Order and the First Amended Post-Petition Loan And Security Agreement (the “Amended Loan Agreement”). The Committee and Mestek, Inc. have approved the Final DIP Order and the Amended Loan Agreement. The Final DIP Order is attached hereto as Exhibit “A”. The Amended Loan Agreement is attached hereto as Exhibit “B”. A black-lined version of the Final DIP Order, showing the changes made to the Third Interim Order, is attached as Exhibit “C”. A black-lined version of the Amended

Loan Agreement, showing the changes made to the Loan Agreement filed with the Motion, is attached as Exhibit "D".

7. On October 20, 2003, the Court held a hearing (the "Hearing") on, among other things, the relief sought in the Motion. At the Hearing, the Court approved the relief requested in the Motion and requested that the Final DIP Order be submitted under certification of counsel.

WHEREFORE, the Debtor respectfully requests that the Court enter the Final DIP Order attached hereto as Exhibit "A" and thereby approve the Amended Loan Agreement attached hereto as Exhibit "B".

Dated: October 21, 2003

MORRIS, NICHOLS, ARSHT & TUNNELL

/s/ James C. Carignan

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