

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:)	
)	Chapter 11
)	
Met-Coil Systems Corporation,)	Case No. 03-12676 (MFW)
)	Hearing Date: November 18, 2003 at
Debtor.)	12:30 p.m. (EST)
)	Objection Deadline: November 11,
)	2003 at 4:00 p.m. (EST)

**DEBTOR'S APPLICATION FOR ENTRY OF ORDER AUTHORIZING
RETENTION AND EMPLOYMENT OF CBIZ VALUATION GROUP, INC.
EFFECTIVE AS OF OCTOBER 31, 2003**

Met-Coil Systems Corporation, debtor and debtor in possession (the "**Debtor**" or "**Met-Coil**") in the above-captioned Chapter 11 case (the "**Case**"), hereby presents this application (the "**Application**") for entry of an Order authorizing the Debtor to retain and employ CBIZ Valuation Group, Inc. ("**CBIZ**") as the valuation consultant for the Debtor, effective as of October 31, 2003. In support of the Application, the Debtor refers to and relies upon the Affidavit of Ray A. Sheeler (attached hereto as Exhibit A, the "**Sheeler Affidavit**") which is incorporated herein by reference, and respectfully states as follows:

JURISDICTION AND VENUE

1. This Court has jurisdiction over this Application pursuant to 28 U.S.C. §§ 157 and 1334. Consideration of the Application is a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(A) and (O).

2. Venue is proper in this District pursuant to 28 U.S.C. §§ 1408 and 1409.

3. The statutory predicates for the relief requested herein are § 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**").

INTRODUCTION

4. On August 26, 2003 (the "**Petition Date**"), the Debtor filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code.

5. The Debtor is operating its business as a debtor in possession pursuant to §§ 1107 and 1108 of the Bankruptcy Code. To date, no trustee or examiner has been appointed.

6. On September 11, 2003, the United States Trustee appointed an official committee of unsecured creditors (the "**Committee**").

RELIEF REQUESTED

7. By this Application, the Debtor respectfully requests that the Court enter an Order, pursuant to § 327(a) of the Bankruptcy Code, authorizing the Debtor to employ and retain CBIZ as its valuation consultant in the Case.

8. The Debtor and CBIZ have entered into that certain engagement letter dated October 13, 2003, a copy which of which is attached to the Sheeler Affidavit as **Exhibit 1** and incorporated herein by reference (the "**Engagement Letter**"). By this Application, the Debtor requests that the terms and conditions of the Engagement Letter be approved.

SERVICES RENDERED

9. The Debtor anticipates that CBIZ would develop an estimate of fair value for a 100 percent controlling interest of the Debtor utilizing, as appropriate, the following valuation approaches: income, market and asset-based.

10. Subject to this Court's approval of the Application, CBIZ is willing to serve as the Debtor's valuation consultant and to perform the services described above.

QUALIFICATIONS OF PROFESSIONALS

11. The Debtor seeks to retain CBIZ as its valuation consultant because CBIZ is one of the largest full-service valuation firms in the United States, has extensive experience providing valuations of both tangible and intangible assets in a wide range of industries and will provide efficient and cost effective services to the Debtor. The Debtor believes that CBIZ is both well-qualified and uniquely able to provide the desired valuation services in the Case in an efficient and timely manner.

DISINTERESTEDNESS OF PROFESSIONAL

12. CBIZ has completed a conflicts check that compares (a) the Debtor's name and the names of the Debtor's divisions and affiliates; (b) the names of the Debtor's postpetition lender; and (c) the names of the Debtor's 20 largest unsecured creditors listed on Exhibit 2 to the Sheeler Affidavit, against a list of CBIZ's current and former clients.

13. To the best of the Debtor's knowledge, based upon the Sheeler Affidavit and except as set forth herein, CBIZ does not hold or represent any interest adverse to the Debtor or its Chapter 11 estate, its creditors, or any other party in interest, and CBIZ is a "disinterested person" as such term is defined in section 101(14) of the Bankruptcy Code.

14. Except as set forth herein and in the Sheeler Affidavit, to the best of the Debtor's knowledge, neither CBIZ nor its members have any connections with the Debtor, its creditors, any other parties in interest, their current respective attorneys, the United States Trustee for the District of Delaware or any person employed in the Office for the United States Trustee of the District of Delaware.

15. CBIZ has not provided, and will not provide, professional services to any of the creditors, other parties-in-interest, or their attorneys with regard to any matter related to the Case.

COMPENSATION

16. CBIZ's requested compensation for professional services rendered to the Debtor will be based upon the hours actually expended by each assigned professional at each professional's hourly billing rate. The Debtor has agreed to compensate CBIZ for professional services rendered at its normal and customary hourly rates.

17. In the normal course of business, CBIZ revises its hourly rates in or about January 31st of each year. CBIZ requests that the rates listed below be revised to the hourly rates that will be in effect at such time.

18. CBIZ has advised the Debtor that the current hourly rates applicable to the proposed professionals who will perform services for the Debtor are as follows:

Ray A. Sheeler	Director
Z. Eric Stephens	Director
Gregory P. Wolk	Senior Manager
Sally M. Domijan	Manager

Other professionals at CBIZ will render services to the Debtor as needed. Generally, CBIZ's hourly rates are in the following ranges:

<u>Title</u>	<u>Rate per Hour</u>
Director	\$300.00
Senior Managers	\$275.00
Managers	\$225.00
Consultants	\$175.00

<u>Title</u>	<u>Rate per Hour</u>
Interns & Editor	\$ 90.00

19. CBIZ will also seek reimbursement for necessary expenses incurred, which shall include travel, photocopying, delivery service, postage, vendor charges and other out-of-pocket expenses incurred in providing professional services.

20. CBIZ intends to apply to the Court for the allowance of compensation for professional services rendered and reimbursement of expenses incurred in accordance with the applicable provisions of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure and the Local Bankruptcy Rules for the District of Delaware and any compensation procedure order entered in this Case. CBIZ has agreed to accept as compensation such sums as may be allowed by the Court. CBIZ understands that interim and final fee awards are subject to approval by this Court.

21. CBIZ has received an advance payment retainer of \$11,000.00 from the Debtor. CBIZ is not a prepetition creditor of the Debtor's estate.

NOTICE AND PRIOR APPLICATION

22. Notice of this Application has been given to (a) the Office of the United States Trustee for the District of Delaware; (b) counsel for the Debtor's postpetition secured lender; (c) the Committee; (d) the United States Environmental Protection Agency; (e) the Attorney General of the State of Illinois; (f) the DuPage County State's Attorney; (g) counsel to the plaintiffs in the environmental litigation matters pending before the United States District Court for the Northern District of Illinois and the Circuit Court for the Eighteenth Judicial District, DuPage County, (h) those parties requesting notice pursuant to Rule 2002 of the Federal Rules of Bankruptcy Procedure and (i) the future claimants representative. The Debtor submits that no other or further notice need be given.

23. No previous motion or application for the relief sought herein has been made to this or any other court.

CONCLUSION

WHEREFORE, the Debtor respectfully requests that the Court enter an Order in substantially the form annexed hereto, (i) granting this Application; (ii) authorizing the Debtor to retain and employ CBIZ as its valuation consultant, effective as of October 31, 2003; and (iii) granting such other and further relief as this Court may deem just and proper under the circumstances.

Dated: October 31, 2003

MORRIS, NICHOLS, ARSHT & TUNNELL



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