

FOR THE DISTRICT OF DELAWARE
IN THE UNITED STATES BANKRUPTCY COURT

In re:) Chapter 11
)
) Case No. 03-12676 (MFW)
MET-COIL SYSTEMS CORPORATION,)
)
Debtor.) (RE: D.I. 216)

**ORDER AUTHORIZING RETENTION AND EMPLOYMENT OF
EXPONENT AS TOXICOLOGISTS AND EPIDEMIOLOGISTS
FOR LEGAL REPRESENTATIVE FOR FUTURE CLAIMANTS**

Upon the application (the "Application") of Eric D. Green, the legal representative (the "Future Claimants' Representative") for future claimants (the "Future Claimants") for the issuance and entry of an order, pursuant to sections 105(a), 327, and 1103 of title 11 of the United States Code, 11 U.S.C. §§ 101 *et. seq.* (the "Bankruptcy Code") and Rule 2014 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), authorizing and approving the retention and employment of Exponent as toxicologists, epidemiologists and consultants for the Future Claimants' Representative to investigate the Debtor's trichloroethylene-related liability; and upon the Declaration of Dr. Jeffrey H. Mandel (the "Mandel Declaration"); and the Court being satisfied that, except as otherwise set forth in the Mandel Declaration, (i) Neither Exponent, nor any consultant, analyst, or employee thereof, represent any interest adverse to the Debtor or its estate, (ii) Exponent and its consultants, analysts, and employees are "disinterested persons" as that term is defined in section 101(14) of the Bankruptcy Code, and (iii) the retention and employment of Exponent is necessary and would be in the best interests of the Debtor, its estate and its creditors as well as in the best interest for the Future Claimants' Representative and of the Future Claimants; and due notice of

the Application having been given to the United States Trustee, counsel for the Debtor, counsel for the Official Committee of Unsecured Creditors, the DIP lender, and all parties who filed a Notice of Appearance herein; and it appearing that no other or further notice need be given; and no adverse interest being represented; and after due deliberation and sufficient cause appearing therefor; it is hereby

ORDERED, that the Application is hereby granted and approved; and it is further

ORDERED, that in accordance with sections 105(a), 327, and 1103 of the Bankruptcy Code and Bankruptcy Rule 2014, the Future Claimants' Representative is authorized and empowered to retain and employ Exponent, effective as of October 20, 2003 pursuant to the terms of the Application; and it is further

ORDERED, that Exponent shall be compensated by the Debtor in such amounts as may be allowed by this Court upon the filing of appropriate applications for allowance of interim or final compensation in accordance with the procedures set forth in sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, and any order entered by this Court establishing procedures for interim compensation and reimbursement of expenses of professionals.

Dated: Wilmington, Delaware

Nov. 18, 2003



The Honorable Mary F. Walrath
United States Bankruptcy Judge