

**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.)	
)	RE: D.I. _____

**ORDER GRANTING FIRST INTERIM FEE APPLICATION REQUEST OF GOLDBERG,
KOHN, BELL, BLACK, ROSENBLOOM & MORITZ, LTD., AS COUNSEL FOR DEBTOR
AND DEBTOR-IN-POSSESSION, FOR THE PERIOD
AUGUST 26, 2003 THROUGH DECEMBER 31, 2003**

Upon consideration of the First Interim Fee Application Request Of Goldberg, Kohn, Bell, Black, Rosenbloom & Moritz, Ltd., As Counsel For Debtor And Debtor In Possession For The Period August 26, 2003 Through December 31, 2003 (the "Request");¹ and due and sufficient notice of the Request having been given; and it appearing that no other or further notice need be provided; and after due deliberation and sufficient cause appearing therefor;

IT IS HEREBY ORDERED THAT:

1. The Request is GRANTED.
2. Goldberg, Kohn is allowed compensation and reimbursement of fees and expenses for the period and in the amounts set forth in its Request, subject to the filing of a final fee application by Goldberg, Kohn.
3. The above-captioned debtor and debtor in possession is authorized to disburse to Goldberg, Kohn payments in the amount of the difference between (i) 100% of the total fees and expenses

¹ Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Request.

set forth in the Fee Applications and (ii) the actual interim payments received by Goldberg, Kohn for fees and expenses under the Fee Applications, as set forth in the Request.

4. The Debtor is authorized and empowered to take such actions as may be necessary and appropriate to implement the terms of this Order.

5. This Court shall retain jurisdiction with respect to all matters relating to the interpretation or implementation of this Order.

6. This Order shall be effective immediately upon its entry.

Dated: Wilmington, Delaware
_____, 2004

THE HONORABLE MARY F. WALRATH
UNITED STATES BANKRUPTCY JUDGE