

# EXHIBIT A

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. ) Related Docket No. 96

**ORDER APPROVING THE RETENTION OF  
KLEHR, HARRISON, HARVEY, BRANZBURG & ELLERS LLP  
AS COUNSEL TO THE OFFICIAL COMMITTEE  
OF UNSECURED CREDITORS IN THE DEBTOR'S CASE**

Upon the application (the "Application") of the official committee of unsecured creditors (the "Committee") of the above-captioned debtor (the "Debtor") for an order pursuant to sections 1103(a), 327(a) and 328(a) of the Bankruptcy Code authorizing the Committee to employ Klehr, Harrison, Harvey, Branzburg & Ellers LLP ("Klehr Harrison") as its counsel in this case *nunc pro tunc*, effective as of September 15, 2003, and all undefined terms herein having the meaning ascribed to them in the Application, and upon the annexed affidavit of Joanne B. Wills, and it appearing that proper notice of the Application has been given and that no further notice or hearing is required, and the Court being satisfied based on the representations made in the Application and affidavit that (i) Klehr Harrison represents no interest adverse to the estate or the Debtor's creditors, (ii) Klehr Harrison is a "disinterested person" as that term is defined in section 101(14) of the Bankruptcy Code, and (iii) the employment of Klehr Harrison is necessary and would be in the best interests of the Committee and this estate, and after due deliberation, and sufficient cause appearing therefore, it is

**ORDERED**, that in accordance with sections 1103(a), 327(a) and 328(a) of the Bankruptcy Code, the Committee be, and hereby is, authorized and empowered to retain Klehr

Harrison as its counsel *nunc pro tunc*, effective as of September 15, 2003, to represent the Committee in this case under chapter 11 of the Bankruptcy Code, and it is further

**ORDERED**, that Klchr Harrison shall be compensated in accordance with the procedures set forth in sections 330 and 331 of the Bankruptcy Code and such Bankruptcy Rules as may be then applicable, from time to time, and such procedures as may be fixed by order of this Court.

  
\_\_\_\_\_  
The Honorable Mary F. Walrath  
Chief United States Bankruptcy Judge

Dated: Oct. 20, 2003  
Wilmington, Dclaware

## **EXHIBIT B**

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. ) D.I. 26

**ORDER PURSUANT TO 11 U.S.C. §§ 105(a) AND 331 ESTABLISHING  
PROCEDURES FOR INTERIM COMPENSATION AND REIMBURSEMENT  
OF EXPENSES FOR PROFESSIONALS AND COMMITTEE MEMBERS**

Upon the motion (the "Motion")<sup>1</sup> of the debtor and debtor in possession (the "Debtor") in the above-captioned Chapter 11 case (the "Case"), for entry of an Order pursuant to 11 U.S.C. §§ 105(a) and 331 establishing procedures for interim compensation and reimbursement of expenses for professionals and committee members; and upon the Kuoni Affidavit; and it appearing that the Court has jurisdiction over this matter pursuant to 28 U.S.C. § 157(b)(2)(A) and (O); and due and adequate notice of the Motion having been given; and it appearing that no other or further notice need be given; and this Court having determined that granting the relief requested in the Motion is in the best interests of the Debtor, its estate and its creditors; and after due deliberation and cause appearing therefore;

IT IS HEREBY ORDERED THAT:

- (1) The Motion is granted;
- (2) Except as otherwise provided in an order of the Court authorizing the retention of a particular professional, the professionals specifically retained pursuant to an order of the Court in this Case (collectively, the "Professionals") may seek interim payment

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<sup>1</sup> All capitalized terms used herein but not defined shall have the meanings given them in the Motion.

of compensation and reimbursement of expenses in accordance with the following procedures (collectively, the "Compensation Procedures"):

- a. On or about the 25th day of each calendar month, each Professional seeking interim compensation shall file an application (the "**Monthly Fee Application**") with the Court pursuant to § 331 of the Bankruptcy Code for interim approval and allowance of compensation for services rendered and reimbursement of expenses incurred during the immediately preceding month (the "**Compensation Period**").
- b. Each Monthly Fee Application shall comply with the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure (the "**Bankruptcy Rules**"), applicable Third Circuit law and the Local Rules of this Court and shall be served upon all parties set forth on the service list attached hereto as **Exhibit A** (the "**Notice Parties**").
- c. Each Notice Party shall have twenty (20) days after service of a Monthly Fee Application to object to such application (the "**Objection Deadline**"). Upon the expiration of the Objection Deadline, each Professional may file a certificate of no objection or a certificate of partial objection with the Court, whichever is applicable, after which the Debtor is authorized to pay each Professional an amount (the "**Actual Interim Payment**") equal to the lesser of (i) 80 percent of the fees and 100 percent of the expenses requested in the Monthly Fee Application (the "**Maximum Payment**") or (ii) 80 percent of the fees and 100 percent of the expenses not subject to an objection.
- d. If any Notice Party objects to a Professional's Monthly Fee Application, it must file a detailed, written objection with the Court and serve it on the Professional and each of the Notice Parties so that it is received on or before the Objection Deadline. Thereafter, the objecting party and the Professional may attempt to resolve the objection on a consensual basis. If the parties are unable to reach a resolution of the objection within 20 days after service of the objection, then the Professional may either (i) file a response to the objection with the Court, together with a request for payment of the difference, if any, between the Maximum Payment and the Actual Interim Payment made to the affected Professional (the "**Incremental Amount**"); or (ii) forego payment of the Incremental Amount until the next interim or final fee application hearing, at which time the Court

will consider and dispose of the objection, if requested by the parties.

- e. Beginning with the period ending on December 31, 2003, and at three month intervals or such other intervals convenient to the Court thereafter ("**Interim Period**"), each Professional shall file with the Court and serve upon the Notice Parties, pursuant to § 331 of the Bankruptcy Code, an interim application for allowance of compensation and reimbursement of expenses, of the amounts sought in the Monthly Fee Applications filed during such period (the "**Quarterly Fee Application**"). The Quarterly Fee Application must include a summary of the Monthly Fee Applications that are the subject of the request and any other information requested by the Court or required by the Local Rules. A Quarterly Fee Application must be filed and served within 45 days of the conclusion of the Interim Period. The first Quarterly Fee Application should cover the time between the commencement of these cases through and including December 31, 2003, and shall be filed on or before February 14, 2004. Any Professional who fails to file a Quarterly Fee Application when due will be ineligible to receive further interim payments of fees or expenses under the compensation procedures until such time as the Quarterly Fee Application is submitted.
- f. The Debtor shall request that the Court schedule a hearing on the Quarterly Fee Applications at least once every six months or at such other intervals as the Court deems appropriate.
- g. The pendency of an objection to payment of compensation or reimbursement of expenses will not disqualify a Professional from future payment of compensation or reimbursement of expenses, unless the Court orders otherwise.
- h. Neither the payment of or the failure to pay, in whole or in part, monthly interim compensation and reimbursement of expenses, nor the filing of or failure to file an objection will bind any party in interest or the Court with respect to the allowance of interim or final applications for compensation and reimbursement of expenses of Professionals.
- i. All fees and expenses paid to Professionals are subject to disgorgement until final allowance by the Court; and

(3) Notice of the interim and final fee applications shall be served on (a) the Notice Parties, and (b) all parties that filed a notice of appearance with the Clerk of this

Court, pursuant to Rule 2002 of the Federal Rules of Bankruptcy Procedure. The Notice Parties shall be entitled to receive both the Monthly and Quarterly Fee Applications and the notice of hearing thereon (the "Hearing Notice"), and all other parties entitled to notice shall be entitled to receive only the Hearing Notice. Notice given in accordance with this paragraph is deemed sufficient and adequate and in full compliance with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules and the Local Rules of this Court; and

(4) Each member of the Committee (if appointed) is permitted to submit statements of expenses (excluding Committee member counsel fees and expenses) and supporting vouchers to counsel to the Committee, which shall collect and submit the Committee members' requests for reimbursement in accordance with these Compensation Procedures as if such Committee members were Professionals;

(5) The Debtor shall include all payments to Professionals on its monthly operating reports, detailed so as to state the amount paid to each of the Professionals; and

(6) All time periods set forth in this Order shall be calculated in accordance with Bankruptcy Rule 9006(a).

Dated: Sept 23, 2003

Wilmington, Delaware

  
UNITED STATES BANKRUPTCY JUDGE



**EXHIBIT A**

1. **Met-Coil Systems Corporation:**  
711 Ogden Avenue  
Lisle, Illinois 60532  
Attn: Charles Kuoni, Chief Executive Officer
  
2. **[Proposed] Attorneys for Debtor:**  
**GOLDBERG KOHN BELL BLACK ROSENBLOOM & MORITZ, LTD**  
Ronald Barliant  
155 East Monroe Street, Suite 3700  
Chicago, IL 60603  
Telephone: (312) 201-4000  
Facsimile: (312) 332-2196
  
3. **Office of the United States Trustee:**  
844 King Street, Suite 2313  
Wilmington, DE 19801-3519  
Telephone: (302) 573-6491  
Facsimile: (302) 573-6497
  
4. **Counsel to the Debtor's Postpetition Lender:**  
Greenberg Traurig, PC  
Nancy Peterman  
77 West Wacker Drive, Suite 2500  
Chicago, IL 60601  
Telephone: (312) 456-8410  
Facsimile: (312) 456-8435
  
5. **Counsel to the Debtor's Prepetition Lender:**  
Greenberg Traurig, PC  
Nancy Peterman  
77 West Wacker Drive, Suite 2500  
Chicago, IL 60601  
Telephone: (312) 456-8410  
Facsimile: (312) 456-8435
  
6. **Counsel to any committee appointed herein:**  
[TO FOLLOW]

# **EXHIBIT C**

June 29, 2004  
Bill Number: 124783  
File Number: 12874 – 0001

Official Committee of Unsecured Creditors of Met-Coil Systems Corporation

RE: In re: Met-Coil Systems Corporation

Through May 31, 2004

	<u>Total Hours</u>	<u>Hourly Rate</u>	<u>Amount</u>
<b><u>Partner</u></b>			
Richard M. Beck	3.70	\$ 187.50	\$ 693.75
Richard M. Beck	89.70	375.00	33,637.50
Douglas F. Schleicher	13.60	385.00	5,236.00
Joanne B. Wills	2.00	237.50	475.00
Joanne B. Wills	98.20	475.00	46,645.00
<b><u>Of-Counsel</u></b>			
Denise S. Kraft	7.80	290.00	2,262.00
Mary Ellen O'Laughlin	80.80	410.00	33,128.00
<b><u>Associate</u></b>			
Stephanie A. Fox	16.70	240.00	4,008.00
Paula J. Zimmerman	22.80	185.00	4,218.00
Bryan D. Weiss	48.40	200.00	9,680.00
Jennifer L. Scoliard	38.90	260.00	10,114.00
Crystal D. Deazle	8.20	160.00	1,312.00
<b><u>Paralegal</u></b>			
Sally Oh	5.90	135.00	796.50

June 29, 2004  
Bill Number: 124783  
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Official Committee of Unsecured Creditors of Met-Coil Systems Corporation

RE: In re: Met-Coil Systems Corporation

Through May 31, 2004

	<u>Total Hours</u>	<u>Hourly Rate</u>	<u>Amount</u>
<b><u>Partner</u></b>			
Michelle D. Rust	1.60	125.00	200.00
Jodena Carbone	6.40	135.00	864.00
<b><u>Other</u></b>			
Wendy Gale	0.10	125.00	12.50
Julie Grega	1.80	125.00	225.00
TOTAL	<hr/> 446.60		<hr/> \$ 153,507.25

June 29, 2004

Bill Number: 124783

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Official Committee of Unsecured Creditors of Met-Coil Systems Corporation

RE: In re: Met-Coil Systems Corporation

Through May 31, 2004

**SUMMARY FOR THE ATTACHED DETAILED SHEETS**

BI	Bank Investigation	1.80hrs	\$ 831.50
C	Creditor Committee	10.40hrs	4,440.00
CO	Claims Objections	0.80hrs	337.00
D	Documentations/Plan Negotiation	0.20hrs	65.00
E	Executory Contracts/Lease	0.20hrs	95.00
EV	Environmental Evaluation	47.60hrs	10,778.00
EX	2004 Examination	211.10hrs	74,427.00
F	Fee Application/Monthly Billing	1.00hrs	451.50
FA	Fee Application Preparation	3.00hrs	480.50
FO	Fees of Others	3.80hrs	1,310.50
H	Court Hearings	13.70hrs	5,338.50
HW	Honeywell Adversary	0.20hrs	95.00
L	Lift Stay Litigation	0.30hrs	119.00
PO	Plan of Reorganization	144.00hrs	52,240.00
TT	Travel Time	8.50hrs	2,498.75
CURRENT BILL FEE AMOUNT		<hr/> 446.60hrs	\$ 153,507.25

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Official Committee of Unsecured Creditors of Met-Coil Systems Corporation

RE: In re: Met-Coil Systems Corporation

Through May 31, 2004

**BI - Bank Investigation**

05/10/04	telephone call to N. Peterman	JBW	0.20hrs
05/11/04	meet with M. E. O'Laughlin re: scope of privilege associated with joint defense agreement	JBW	0.50hrs
05/11/04	meet with P. Zimmerman re: analysis of Board minutes	JBW	0.50hrs
05/11/04	return telephone call to N. Peterman re: extension of investigation period	JBW	0.50hrs
05/25/04	review final court order extending investigative period	SAF	0.10hrs
TOTAL FEES .....			<hr/> \$ 831.50

**C - Creditor Committee**

05/04/04	conference call with Committee	RMB	1.50hrs
05/04/04	prepare for and participate in Committee conference call	JBW	1.90hrs
05/07/04	memo to Committee re: conference call	RMB	0.30hrs
05/10/04	conference call with Committee re: case status	RMB	0.90hrs
05/10/04	participate in Committee teleconference	JBW	0.70hrs
05/20/04	conference call with Committee re: strategy	RMB	0.50hrs
05/20/04	prepare for conference call with Committee	JBW	0.50hrs
05/20/04	participate in conference call with Committee	JBW	0.80hrs
05/21/04	memo to Committee re: case status	RMB	0.80hrs
05/24/04	prepare for Committee call	RMB	0.40hrs
05/24/04	attend Committee conference call	RMB	0.50hrs
05/24/04	meet with M. Lautensack re: preparation for Committee conference call	JBW	0.70hrs
05/24/04	participate in Committee conference call	JBW	0.80hrs
05/26/04	memo to Committee re: conference call	RMB	0.10hrs
TOTAL FEES .....			<hr/> \$ 4,440.00

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RE: In re: Met-Coil Systems Corporation

Through May 31, 2004

**CO - Claims Objections**

05/03/04	review order disallowing and expunging on reclassifying claims (fourth omnibus objection)	JBW	0.20hrs
05/03/04	review order disallowing and expunging certain claims (re: fourth omnibus objection)	JBW	0.20hrs
05/20/04	review 9019 motion seeking approval of settlement of Beck claim	JBW	0.20hrs
05/26/04	review COC and order on 5th omnibus objection	JLS	0.20hrs
TOTAL FEES .....			<u>\$ 337.00</u>

**D - Documentations/Plan Negotiation**

05/03/04	review Debtor's second motion to extend exclusive period to file plan of reorganization	M O	0.10hrs
05/18/04	confer with J. Wills re: same	SAF	0.10hrs
TOTAL FEES .....			<u>\$ 65.00</u>

**E - Executory Contracts/Lease**

05/20/04	review motion to approve contractor agreement with Transshield Underground Services	JBW	0.20hrs
TOTAL FEES .....			<u>\$ 95.00</u>

**EV - Environmental Evaluation**

05/03/04	conference RBeck, JWills re experts	DFS	0.30hrs
05/04/04	phone calls JManko re expert testimony/review reports re scope of work needed/conference RBeck re same	DFS	4.40hrs
05/11/04	review working file for summary of documentation provided to date/ review and analyze "St. John" expert report on allocation re: contribution claims in LeClerq class action/emails to from R. Beck re: getting complete copies of plan and disclosure statement/begin review of Ball expert report in LeClerq class action	BDW	4.70hrs
05/17/04	review and analyze disclosure statement, reorganization plan and Mestek Proof of Claim re: workings of Mestek's benefits paid into and receipt out of reorganization plan/finish review of Ball expert report in LeClerq class action	BDW	5.30hrs
05/18/04	review and analyze Ozonoff health assessment report of class areas/review and analyze Prickett report (his analysis of Ball /LeClerq report)	BDW	4.10hrs
05/19/04	review and analyze Sturchio Chlorine Isotope Composition report(contribution	BDW	7.70hrs

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RE: In re: Met-Coil Systems Corporation

Through May 31, 2004

	actions), John Connor report (Groundwater Services Inc.), and begin review of Weston Solutions Final Groundwater investigation report for the EPA		
05/20/04	conference BWeiss re review of reports re claim of contribution for groundwater contamination, proceeding forward re analysis of claims	DFS	1.80hrs
05/20/04	conference with D. Schleicher re: results of my review of the expert reports, technical documentation, reorganization plan strategy for providing complete package for creditor's expert	BDW	1.30hrs
05/20/04	review and analyze Weston Solutions investigation of industrial park/review and analyze Clayton additional investigation report for Areas 1&2 and remedial action plan for areas 1 & 2	BDW	7.90hrs
05/21/04	review and analyze bankruptcy pleadings (Met-Coil complaint/ACE insurance filing/Kuoni Affidavit)/ draft and review working outline for all documentation we have received related to environmental suits, technical documentation and bankruptcy pleadings related to environmental claims (document to serve as cross reference to materials to be made available for expert on valuation of contribution claims)	BDW	8.50hrs
05/21/04	conference BWeiss re reports to date	DFS	0.30hrs
05/27/04	conference call with K. Siet from Dan Raviv Associates re: choice of groundwater expert to speak to contribution issues/forward summary of issues to same for expert suggestions	BDW	1.30hrs
TOTAL FEES .....			\$ 10,778.00

**EX - 2004 Examination**

04/06/04	review 2004 motion and document list to ascertain outstanding issues	JBW	0.90hrs
05/01/04	review and analysis of voluminous documents for alter-ego evidence	PJZ	2.40hrs
05/01/04	review documents re: alter ego issues	M O	0.50hrs
05/01/04	review documents re: alter ego issues	M O	4.00hrs
05/02/04	review and analysis of voluminous documents for alter-ego evidence	PJZ	9.90hrs
05/02/04	review documents; discussions with Parente re: alter ego	M O	6.30hrs
05/02/04	document review/review deposition transcripts	CDD	2.60hrs
05/02/04	document review/review deposition transcripts	CDD	3.30hrs
05/03/04	telephone call M. Prewitt re: discovery	RMB	0.30hrs
05/03/04	review and analysis of voluminous documents for alter-ego evidence	PJZ	6.20hrs



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RE: In re: Met-Coil Systems Corporation

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05/03/04	meetings with Parente re; document review and status of alter ego memorandum	M O	0.30hrs
05/03/04	document review/review deposition transcripts	CDD	2.30hrs
05/03/04	review response of Met-coil to certificate of counsel re: 2004 order	JBW	0.20hrs
05/03/04	document review	JBW	8.10hrs
05/03/04	meeting with J. Wills, update re: document review, strategy re: follow up	M O	0.40hrs
05/03/04	telephone call from J. Wills and R. Beck re: status of document review	M O	0.10hrs
05/04/04	document review with Parente	JBW	6.60hrs
05/04/04	review and organize documents re: alter ego	S O	5.90hrs
05/05/04	prepare index of documents	J C	6.10hrs
05/05/04	email and telephone call to J. Wills and R. Beck, update re: above	M O	0.20hrs
05/05/04	emails from and to R. Beck, reporting no resolution with debtor, discuss preparation for depositions	M O	0.20hrs
05/06/04	prepare for Kuoni deposition	RMB	1.50hrs
05/06/04	conference R. Beck re status with experts	DFS	0.30hrs
05/07/04	review key documents from production	RMB	2.10hrs
05/07/04	review deposition transcript of Scheel	RMB	0.70hrs
05/07/04	review deposition transcript of Shea	RMB	0.80hrs
05/07/04	prepare for 2004 exams	RMB	0.90hrs
05/07/04	conference BWeiss re work to do to collect information for experts, identify same	DFS	1.30hrs
05/09/04	review memos for Kuoni deposition preparation	RMB	1.00hrs
05/10/04	meeting with Parente re: cash management issues	RMB	2.00hrs
05/10/04	review documents for Kuoni deposition	RMB	1.70hrs
05/10/04	prepare deposition outline of C. Kuoni	RMB	3.00hrs
05/10/04	review fact summary memo re: alter ego	RMB	0.70hrs

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05/10/04	preparation for Kuoni deposition	JBW	6.70hrs
05/10/04	telephone call to R. Beck re: deposition preparation and availability to assist	M O	0.10hrs
05/10/04	telephone call from R. Beck re: above	M O	0.10hrs
05/10/04	meeting with R. Beck re: deposition preparation	M O	0.20hrs
05/10/04	review alter ego segregated files and retrieve documents for R. Beck deposition preparation	M O	0.60hrs
05/10/04	review and revise master index	M O	0.30hrs
05/10/04	review Leclercq trial transcripts; revise alter ego memorandum to file	M O	2.20hrs
05/10/04	telephone call to R. Beck re: above; email revisions to J. Wills and R. Beck	M O	0.10hrs
05/10/04	spoke with ME O'Laughlin re: index	J C	0.10hrs
05/10/04	research re: deepening insolvency	SAF	0.50hrs
05/10/04	confer with J. Wills re: research issue	SAF	0.20hrs
05/10/04	review dockets and pleadings and analyze services agreement	SAF	0.80hrs
05/11/04	review and analysis of meeting minutes and proxy statements/prepare memo for J. Wills re: meeting analysis/conference with J. Wills re: meeting minutes and redacted information	PIZ	1.80hrs
05/11/04	review environmental reports/conference BWeiss re additional documents needed	DFS	1.30hrs
05/11/04	attend deposition of C. Kuoni	JBW	6.50hrs
05/11/04	prepare for deposition of C. Kuoni	RMB	1.00hrs
05/11/04	conduct deposition of C. Kuoni	RMB	6.00hrs
05/11/04	meeting with J. Wills & E. Phillips re: same	RMB	0.70hrs
05/11/04	telephone call from J. Wills and meeting with J. Wills, update re: Kuoni deposition and instructions not to answer, request research re: joint defense issue	M O	0.40hrs
05/11/04	telephone calls from and to P. Zimmerman re: Mestek proxy statement and Board minutes	M O	0.20hrs
05/11/04	telephone call to C. Zimmerman, request Honeywell joint defense agreement	M O	0.10hrs

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05/11/04	telephone calls to and from A. Hopp re: joint defense settlement dates, pending actions	M O	0.40hrs
05/11/04	research re: joint defense privilege	M O	1.80hrs
05/12/04	telephone call from C. Zimmerman re: Mestek/Honeywell joint defense agreement and requesting update re: discovery	M O	0.10hrs
05/12/04	telephone call from C. Zimmerman discussing above and reporting receipt of joint defense agreement from A. Hopp	M O	0.20hrs
05/12/04	research re: joint defense privilege and draft memorandum re same	M O	4.30hrs
05/12/04	review A. Hopp's fax - settlement letters and joint defense agreement	M O	0.30hrs
05/12/04	review board analysis by P. Zimmerman	JBW	1.20hrs
05/12/04	conference with R. Beck re: motion to compel	JBW	0.50hrs
05/12/04	draft memorandum for J. Wills re: meeting minutes	PJZ	1.40hrs
05/13/04	research re: joint defense privilege; draft memorandum re: same	M O	8.60hrs
05/13/04	telephone call from R. Beck, update re: above, discuss cases	M O	0.10hrs
05/13/04	telephone call to B. Foulks requesting update on status search for additional responsive documents and follow up with Mr. McGlynn	M O	0.20hrs
05/13/04	telephone call from W. Giffear, update re: discussions with subordinates, confirm no additional responsive documents	M O	0.20hrs
05/13/04	prepare for Mestek depositions	RMB	1.50hrs
05/13/04	review documents for depositions	RMB	1.20hrs
05/13/04	e-mail M. Prewitt re: depositions	RMB	0.30hrs
05/13/04	review memo of M. O'Laughlin re: joint defense privilege	RMB	0.50hrs
05/13/04	draft motion to compel discovery	RMB	1.10hrs
05/14/04	review documents in prepare for depositions	PJZ	0.30hrs
05/14/04	prepare for Mestek depositions	RMB	0.70hrs
05/14/04	review e-mail R. Barliant re: deposition	RMB	0.30hrs
05/14/04	emails from and to R. Beck re: 2004 examination documents and location	M O	0.20hrs

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05/14/04	document review per J. Wills	SAF	0.90hrs
05/14/04	download most recent plan of reorganization and disclosure statement	MDR	0.50hrs
05/15/04	emails from R. Beck re: alter ego documents	M O	0.10hrs
05/17/04	telephone call from R. Beck, discussion re: unredacted board minutes and request to attend meeting with J. Wills	M O	0.20hrs
05/17/04	telephone call to P. Zimmerman, request search for unredacted Met-Coil board minutes	M O	0.20hrs
05/17/04	telephone calls from P. Zimmerman re: search for unredacted board minutes	M O	0.20hrs
05/17/04	meeting with R. Beck and J. Wills re: motion to compel and legal argument on joint defense privilege	M O	1.20hrs
05/17/04	draft legal argument on joint defense agreement	M O	3.40hrs
05/17/04	telephone call from R. Beck, request assistance finding documents for depositions; review files for deposition exhibits	M O	1.00hrs
05/17/04	conference with R. Beck and M. E. O'Laughlin re: meeting minutes/review voluminous documents for meeting minutes	PJZ	0.80hrs
05/17/04	review documents for R. 2004 exams	RMB	3.20hrs
05/17/04	prepare for exam of S. Shea	RMB	3.20hrs
05/17/04	prepare for exam of N. Filler	RMB	2.80hrs
05/17/04	meeting with J. Wills & M. O'Laughlin re: motion to compel	RMB	0.40hrs
05/17/04	review & revise motion to compel	RMB	0.50hrs
05/17/04	e-mail R. Barliant re: motion	RMB	0.40hrs
05/17/04	review Met-Coil emails from R. Beck re: documents motion to compel and depositions of Mestek deponents	JBW	0.30hrs
05/17/04	conference with R. Beck re: motion to compel	JBW	0.80hrs
05/17/04	conference with J. Scoliard re: motion to compel	JBW	0.50hrs
05/17/04	assist ME O'Laughlin in gathering documents for B. Beck review	J C	0.10hrs
05/17/04	review memo and cases re: invocation of joint defense privilege	JBW	1.80hrs

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RE: In re: Met-Coil Systems Corporation

Through May 31, 2004

05/17/04	review draft of motion to compel	JBW	0.50hrs
05/17/04	revisions to draft motion to compel	JBW	1.10hrs
05/17/04	conferences with JBW and RMB regarding status of negotiations with debtor and Mestek regarding certain discovery	JLS	0.20hrs
05/17/04	review preliminary draft of motion to compel discovery and JBW's comments to same/ draft motion to shorten time and notice for motion to compel	JLS	0.90hrs
05/18/04	prepare for deposition of S. Shea	RMB	1.10hrs
05/18/04	draft portion of motion to compel re: joint defense privilege	M O	2.80hrs
05/18/04	meetings with J. Wills to discuss above	M O	0.20hrs
05/18/04	review and revise motion to compel; gather exhibits for motion to compel	M O	0.80hrs
05/18/04	telephone call from J. Wills, request compile additional exhibits for motion to compel and follow up re: same	M O	0.50hrs
05/18/04	finalize motion to compel and revise and finalize motion to shorten time	JLS	0.20hrs
05/18/04	review Honeywell's objection to order on summary judgment/ review revised order on motion for summary judgment	JLS	0.40hrs
05/18/04	conference with JBW re: motion to compel	JLS	0.20hrs
05/18/04	deposition of S. Shea	RMB	7.10hrs
05/18/04	prepare for deposition of N. Filler	RMB	0.90hrs
05/18/04	revise motion to compel/prepare exhibits and proposed form of order	JBW	4.20hrs
05/18/04	search for Met-Coil unredacted Board minutes	JBW	0.50hrs
05/18/04	telephone call from and to R. Beck re: deposition status	JBW	0.30hrs
05/18/04	revise motion to shorten time and notice	JBW	0.50hrs
05/18/04	review document production re: corporate actions and meetings per J. Wills' request	SAF	1.80hrs
05/19/04	telephone call J. Wills re: discovery	RMB	0.40hrs
05/19/04	review email from M. Lautensak re: further document review	JBW	0.20hrs
05/19/04	telephone call from R. Beck re: deposition status and unredacted Met-Coil Board	JBW	0.30hrs

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RE: In re: Met-Coil Systems Corporation

Through May 31, 2004

minutes

05/19/04	meeting with M. Lautensak re: preparation for depositions during week of May 24th	JBW	0.60hrs
05/19/04	prepare for deposition of N. Filler	RMB	0.50hrs
05/19/04	deposition of N. Filler	RMB	5.50hrs
05/19/04	conference with R. Beck re: what happened at depositions	JBW	0.50hrs
05/19/04	emails from and to M. Lautensack requesting review of Scheel and Controller depositions and arrangements for same	M O	0.20hrs
05/19/04	telephone call to J. Wills reporting above and follow up	M O	0.10hrs
05/19/04	retrieve deposition transcripts for M. Lautensack review and make arrangements for review	M O	0.60hrs
05/19/04	review debtor's response to motion to shorten time & notice/ conference with JBW re: same	JLS	0.30hrs
05/19/04	draft letter to judge re: copies of motion to compel and motion to shorten time and notice	JLS	0.10hrs
05/20/04	meeting with Parente re: location of alter ego issue documents and find Leclercq trial transcripts	M O	0.30hrs
05/20/04	meeting with Parente re: veil piercing evidence	M O	0.20hrs
05/20/04	refiled documents	J C	0.10hrs
05/20/04	conference with JBW re: motion to shorten and judge's order thereon (.2)/ draft and efile notice of hearing on motion to compel	JLS	0.50hrs
05/20/04	review objection of debtor to Committee motion to shorten time on motion to compel	JBW	0.50hrs
05/21/04	review Parente note re: document review	M O	0.10hrs
05/21/04	conference with D. Schleicher re: environmental claims	RMB	0.40hrs
05/21/04	conferences with RMB re: motion to compel	JLS	0.20hrs
05/21/04	conference with RMB re: motion to pursue causes of action	JLS	0.20hrs
05/21/04	review motion to extend time to remove causes of action	JLS	0.20hrs
05/21/04	review Rule 2004 motion papers	RMB	0.70hrs

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05/22/04	review debtor's and Mestek's objections to motion to compel (.4)/ draft e-memos to RMB summarizing objections and issues raised thereby (.8)/ email corresp. with RMB re: issues raised by Mestek (.3)	JLS	1.50hrs
05/22/04	review debtor's objection to Committee motion to compel 2004 compliance	SAF	0.20hrs
05/23/04	pull and review cases cited in Mestek response to motion to compel	JLS	2.40hrs
05/24/04	review pleadings re: motion to compel	RMB	0.50hrs
05/25/04	draft proposed order granting motion to compel, including legal research	JBW	1.50hrs
05/25/04	review & revise discovery order	RMB	0.50hrs
05/25/04	e-mail R. Barliant re: order	RMB	0.20hrs
05/25/04	conferences with JBW discussing privilege issues as to committee with regard to actions being pursued by committee (.2)/ research and review cases regarding the transfer of attorney-client privilege to committees who pursue actions on behalf of estate	JLS	2.20hrs
05/26/04	meeting with J. Wills, report re: hearing on discovery motion and possible follow up	M O	0.20hrs
05/26/04	phone calls re potential experts	DFS	1.00hrs
05/27/04	phone calls re: potential experts	DFS	1.30hrs
05/27/04	e-mail Debtor re: depositions	RMB	0.30hrs
05/28/04	evaluate potential experts	DFS	1.60hrs
05/28/04	e-mail Debtor's counsel re: depositions	RMB	0.20hrs
TOTAL FEES .....			<hr/> \$ 74,427.00

**F - Fee Application/Monthly Billing**

05/19/04	review work in process for preparation of fee application	JBW	0.90hrs
05/21/04	review and finalize CNO re: 7th Interim App	SAF	0.10hrs
TOTAL FEES .....			<hr/> \$ 451.50

**FA - Fee Application Preparation**

05/04/04	confer with J. Grega re: same and prep of quarterly fee app	SAF	0.20hrs
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RE: In re: Met-Coil Systems Corporation

Through May 31, 2004

05/06/04	research correct name and address of firm to whom fee applications are sent for payment	MDR	0.20hrs
05/21/04	review agenda re: 5/24/04 hearing	SAF	0.20hrs
05/21/04	review docket and draft CNO to Klehr Harrison's seventh monthly fee application for period 3/2004	JG	0.30hrs
05/24/04	review administrative order from court	JLS	0.10hrs
05/24/04	draft Klehr Harrison's 8th monthly fee application for 4/2004	JG	1.50hrs
05/24/04	review, revise and finalize 2nd quarterly app for Jan-March 2004	SAF	0.30hrs
05/25/04	scan and e-file Eighth Interim Application of Klehr, Harrison, Harvey, Branzburg and Ellers, LLP for Compensation and for Reimbursement of Expenses for the Representation of the Official Committee of Unsecured Creditors for the Period from April 1, 2004 through April 30, 2004	WG	0.10hrs
05/25/04	review and finalize for filing 8th interim application for April 2004	SAF	0.10hrs
TOTAL FEES .....			\$ 480.50

**FO - Fees of Others**

05/03/04	review second interim fee application of Goldberg Kohn for period of January 1 through 31, 2004	JBW	0.30hrs
05/19/04	review seventh interim application of Morris Nichols for March 2004	JBW	0.20hrs
05/19/04	review sixth interim fee application of Young Conaway for March 2004	JBW	0.20hrs
05/19/04	review sixth application of Exponent, Inc. for March 2004	JBW	0.20hrs
05/19/04	review sixth application of Analysis Research Planning Corp. for March 2004	JBW	0.20hrs
05/19/04	review fifth application of Analysis Research and Planning Corp. for February 2004	JBW	0.20hrs
05/19/04	review second interim fee application of Morris Nichols for period January 1, 2004 through March 31, 2004	JBW	0.20hrs
05/24/04	update professional fees chart	JLS	0.40hrs
05/24/04	review 7th fee application of MNAT and email to JBW and RMB re: comments on same	JLS	0.80hrs
05/25/04	review email from JBW responding to comments on MNAT 7th fee app	JLS	0.10hrs



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RE: In re: Met-Coil Systems Corporation

Through May 31, 2004

05/31/04	review: ARPC 5th fee application (.3), ARPC 6th fee application (.3), Exponent 6th fee application (.2), and notice of and second interim fee application of MNAT (.2)	JLS	1.00hrs
TOTAL FEES .....			\$ 1,310.50

**H - Court Hearings**

05/03/04	download and copied various documents for hearing	MDR	0.90hrs
05/04/04	review notice of quarterly fee application hearing	JBW	0.20hrs
05/21/04	preparation for May 24th hearing including preliminary review of amended plan	JBW	2.70hrs
05/21/04	obtain pleadings re: contested matters for 5/24/04 hearing per J. Wills	SAF	1.00hrs
05/21/04	review amended agenda/ conference with C. Bartoli re: documents needed for hearing on 5/24/04	JLS	0.20hrs
05/21/04	conference with J. Wills re: omnibus hearing	RMB	0.30hrs
05/21/04	prepare for omnibus hearing	RMB	0.50hrs
05/23/04	review amended agenda re: 5/24/04 omnibus hearing	SAF	0.20hrs
05/24/04	prepare for hearing	RMB	0.60hrs
05/24/04	attend hearing	RMB	1.70hrs
05/24/04	prepare for and attend hearing	JBW	4.40hrs
05/24/04	review 2nd amended agenda re: 5/24/04 omnibus hearing	SAF	0.20hrs
05/24/04	conferences with RMB re: motion to compel in preparation for hearing (.3)/ assist in preparation for hearing (.3)/ review second amended agenda (.1)	JLS	0.70hrs
05/24/04	conference with JBW re: events of hearing	JLS	0.10hrs
TOTAL FEES .....			\$ 5,338.50

**HW - Honeywell Adversary**

05/19/04	review certification of counsel and order extending deadline for Debtor and Mestek to respond to Honeywell objection to court's summary judgment order	JBW	0.20hrs
TOTAL FEES .....			\$ 95.00

**L - Lift Stay Litigation**

05/20/04	review debtor's motion for limited relief from stay with respect to decision on the	JBW	0.20hrs
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RE: In re: Met-Coil Systems Corporation

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motion pending before the appellate division of State of New York

05/25/04	review final court order granting debtor's motion for limited relief from automatic stay re: NY appellate decision	SAF	0.10hrs
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TOTAL FEES .....			<hr/> \$ 119.00
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**PO - Plan of Reorganization**

05/03/04	review documents for Debtor meeting	RMB	1.20hrs
05/03/04	review issues for meeting with Debtors	RMB	2.00hrs
05/03/04	conference with J. Wills re: Debtor meeting	RMB	0.50hrs
05/03/04	meeting with M. Lautensack, E. Phillips & J. Wills re: settlement	RMB	1.50hrs
05/03/04	conference with R. Beck re: assignment to look into insurance issue	BDW	0.20hrs
05/03/04	review memorandum of K. Pamenter re: status of insurance coverage actions/review INA and West Chester Policy forms	BDW	4.30hrs
05/03/04	confer with R. Beck re: research results	SAF	0.20hrs
05/03/04	review files for documents requested by R. Beck	SAF	0.30hrs
05/03/04	draft memorandum to file re: alter ego factors and supporting facts	M O	9.90hrs
05/03/04	telephone call from P. Zimmerman re: additional assistance on alter ego issues	M O	0.10hrs
05/03/04	prepare for meeting with debtor	JBW	1.80hrs
05/03/04	confer with J. Wills re: piercing the corporate veil legal issues and additional research re: same	DSK	0.80hrs
05/04/04	meeting with J. Wills, M. Lautensack & E. Phillips re: settlement meeting	RMB	1.00hrs
05/04/04	review settlement valuation	RMB	0.70hrs
05/04/04	research on insurance issues and valuing Mestek's receipt of Met-Coils assigned rights against carriers/conference with R. Beck re: results	BDW	3.10hrs
05/04/04	prepare for meeting with debtor	JBW	1.10hrs
05/04/04	prepare for meeting with Debtor	RMB	1.20hrs
05/04/04	draft memorandum to file re: facts supporting alter ego criteria	M O	5.90hrs

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RE: In re: Met-Coil Systems Corporation

Through May 31, 2004

05/05/04	review documents for meeting with Debtor	RMB	0.80hrs
05/05/04	attend meeting in Chicago with debtors and Mestek	JBW	9.10hrs
05/05/04	meeting with Committee re: settlement	RMB	1.50hrs
05/05/04	meeting with financial advisors for meeting preparation	RMB	0.70hrs
05/05/04	meeting with Debtor & Mestek re: settlement	RMB	4.00hrs
05/05/04	research re: piercing corporate veil and fiduciary issues	SAF	1.70hrs
05/05/04	review documents and continue draft of memorandum re: piercing corporate veil issues	M O	7.00hrs
05/06/04	review and revise memorandum re: facts supporting corporate veil piercing	M O	5.80hrs
05/06/04	confer with J. Wills re: legal research	DSK	0.20hrs
05/06/04	conduct legal research re: fiduciary duty of a controlling shareholder to an insolvent corporation	DSK	3.60hrs
05/07/04	revise veil piercing memorandum	M O	6.50hrs
05/07/04	telephone call from R. Beck, update re: status of memorandum revisions	M O	0.10hrs
05/07/04	email revised memorandum to J. Wills and R. Beck	M O	0.10hrs
05/07/04	legal research re: fiduciary duties of majority shareholders/common directors	DSK	2.30hrs
05/07/04	confer with J. Wills re: legal research re: fiduciary duties of majority shareholders/common directors	DSK	0.20hrs
05/07/04	prepare memo re: legal research re: fiduciary duties of majority shareholders/common directors	DSK	0.70hrs
05/10/04	conference with D. Kraft re: interlocking director research	JBW	0.30hrs
05/17/04	review Mejdrech objection to debtor's motion to extend exclusivity	JLS	0.10hrs
05/20/04	telephone call from M. Harrison re: status	JBW	0.40hrs
05/20/04	conference call with R. Barliant re: new plan terms	JBW	0.50hrs
05/20/04	conference with R. Beck re: strategy	JBW	0.50hrs
05/20/04	conference with JBW re: filing of amended plan/ teleconference with creditor re: whether amended plan had been filed	JLS	0.30hrs

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Through May 31, 2004

05/20/04	telephone call R. Barliant re: amended plan	RMB	0.50hrs
05/20/04	meeting with J. Wills re: strategy	RMB	0.50hrs
05/21/04	review amended plan	RMB	0.70hrs
05/21/04	several conferences with R Beck re: analyzing amended disclosure statement and plan, and attempt to have debtors continue hearing on disclosure statement set for 5/24/04 hearing	JLS	0.40hrs
05/21/04	review amended disclosure statement and make notes thereon	JLS	1.80hrs
05/21/04	begin drafting objection to hearing of amended disclosure statement on 5/24/04	JLS	0.30hrs
05/23/04	review new plan & disclosure statement	RMB	1.50hrs
05/23/04	analyze debtor's first amended disclosure statement	SAF	2.10hrs
05/24/04	review new valuation analysis by Parente	RMB	0.50hrs
05/24/04	meeting with Debtors re: new plan	RMB	0.20hrs
05/24/04	review emails re: plan analysis	JBW	0.30hrs
05/24/04	continue analyzing Debtor's First Amended Disclosure Statement filed 5/20/04	SAF	1.20hrs
05/24/04	confer with R. Beck re: amended disclosure statement and upcoming deadlines	SAF	0.20hrs
05/24/04	review notice of debtor's first amended disclosure statement and cert of counsel re: same	SAF	0.20hrs
05/24/04	research and review additional cases re: joint defense privilege, common interest doctrine and work product doctrine	JLS	2.00hrs
05/24/04	review withdrawal of objection by ACE	JLS	0.10hrs
05/24/04	continuing reviewing disclosure statement and making notes thereon, and begin reviewing amended plan	JLS	2.20hrs
05/25/04	review claims analysis by Parente	JBW	0.60hrs
05/25/04	telephone call to K. Pamentner re: class classification	JBW	0.50hrs
05/25/04	telephone call to K. Pamentner and R. Bailiant re: plan issues	JBW	0.50hrs
05/25/04	review emails from K. Pamentner re: May 29th teleconference	JBW	0.20hrs

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RE: In re: Met-Coil Systems Corporation

Through May 31, 2004

05/25/04	review emails from M. Lautensack re: plan issues	JBW	0.30hrs
05/25/04	review amended disclosure statement	JBW	3.20hrs
05/25/04	review bankruptcy pleadings re: plan and omnibus hearing; forward to J. Wills for file	M O	0.30hrs
05/25/04	telephone call M. Lautensack re: plan review	RMB	0.30hrs
05/25/04	email corresp. with M. Lautensack re: exhibits to disclosure statement and plan (.2)/ review order extending exclusivity (.1)/ teleconferences and email corresp. with creditor re: amended plan and disclosure statement (.4)	JLS	0.70hrs
05/25/04	continue reviewing amended plan	JLS	1.00hrs
05/26/04	analyze debtors' second amended disclosure statement	SAF	1.70hrs
05/26/04	conferences with JBW discussing voting issues raised by disclosure statement and amended voting procedures	JLS	0.40hrs
05/26/04	research and review cases on various voting issues as to plan (3.0)/ begin drafting memo discussing same 91.00	JLS	4.00hrs
05/26/04	review disclosure statement	JBW	3.60hrs
05/26/04	conference with K. Pamenter re: plan issues	JBW	0.30hrs
05/26/04	conference with R. Beck re: plan issues	JBW	0.70hrs
05/26/04	conference with J. Wills re: plan	RMB	0.20hrs
05/27/04	conference call Mestek, Debtor, J. Wills & M. Lautensack re: claims	RMB	1.30hrs
05/27/04	prepare plan summary	RMB	1.50hrs
05/27/04	conference with J. Wills & M. Lautensack re: claims	RMB	0.50hrs
05/27/04	meeting with J. Wills & J. Scoliard re: disclosure statement issues	RMB	1.50hrs
05/27/04	review voting register provided by K. Pamenter	JBW	0.30hrs
05/27/04	conference with R. Beck and M. Lautensack re: preparation for teleconference with debtor and Mestek regarding claim	JBW	1.10hrs
05/27/04	participate in teleconference with R. Barliant, K. Pamenter, N. Peterman, R. Beck and M. Lautensack re: claims	JBW	1.40hrs
05/27/04	conference with R. Beck and M. Lautensack re: strategy	JBW	0.60hrs

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RE: In re: Met-Coil Systems Corporation

Through May 31, 2004

05/27/04	review motion for filing of Second Amended Disclosure Statement and First Amended Plan of Reorganization	JBW	0.30hrs
05/27/04	review disclosure statement	JBW	2.60hrs
05/27/04	meeting with R. Beck and J. Scoliard re: objection to disclosure statement	JBW	2.40hrs
05/27/04	continue analyzing debtor's second amended disclosure statement	SAF	2.10hrs
05/27/04	review cases on additional voting issues (1.0)/ continue drafting voting memo (1.0)	JLS	2.00hrs
05/27/04	begin reviewing 2nd amended disclosure statement for changes and review notice of filing 2nd amended disclosure statement	JLS	0.70hrs
05/27/04	meeting with JBW and RMB discussing all issues and concerns with disclosure statement and plan and types of objections to be raised	JLS	1.80hrs
05/27/04	email corresp. with M. lautensack and E. Phillips re: liquidation analysis attached disclosure statement	JLS	0.20hrs
05/27/04	conference with JBW re: discrimination issues with plan	JLS	0.10hrs
05/27/04	email corresp. to E. Phillips and M. Lautensack re: second amended disclosure statement	JLS	0.20hrs
05/28/04	research and review discrimination and impairment issues raised by disclosure statement and plan	JLS	1.70hrs
05/28/04	outline all objections to disclosures statement and additional issues that need to be researched.	JLS	1.30hrs
05/28/04	complete plan analysis	RMB	0.50hrs
05/31/04	Continue reviewing case law pertinent to disclosure statement and plan issues to be raised in objections to both.	JLS	1.00hrs
05/31/04	draft objection to disclosure statement	JLS	2.00hrs
05/31/04	review plan and recently filed exhibits thereto	JLS	1.50hrs
TOTAL FEES .....			\$ 52,240.00

**TT - Travel Time**

05/05/04	travel to Philadelphia	RMB	1.00hrs
05/05/04	working travel to Chicago	JBW	2.80hrs

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05/05/04	travel from Chicago to Philadelphia	JBW	2.00hrs
05/05/04	travel to Chicago	RMB	1.00hrs
05/18/04	half travel to New York City	RMB	0.80hrs
05/19/04	travel to Philadelphia	RMB	0.90hrs
TOTAL FEES .....			<hr/> \$ 2,498.75

## **EXHIBIT D**



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Official Committee of Unsecured Creditors of Met-Coil Systems Corporation

RE: In re: Met-Coil Systems Corporation

Through May 31, 2004

**DISBURSEMENT SCHEDULE**

Photocopying	\$ 1,493.25
Postage	470.32
Long Distance Telephone	36.14
Express Delivery	1,638.53
Travel	1,127.97
Filing Fees	10.00
Special Copy	549.03
Service Fees	15.00
Computerized Research	3,666.59
Meals	289.53
Telecopy Charges	95.71
<b>TOTAL</b>	<hr/> <b>\$9,392.07</b>

Tran Date	Code	Description	Inv/Chk Req #	Disb ID	Reference	Bill Num	Bill Date	Base Amount	To Bill Amount	Billed Amount
Client: 12874 Metcoil-(OCUC)										
Matter: 0001 In re: Met-Coil Systems Corporation										
3/6/2004	16	Special Copy	3399	1006241		124783	6/29/2004	\$15.36	\$15.36	\$15.36
3/6/2004	16	Special Copy	3399	1006242		124783	6/29/2004	\$9.60	\$9.60	\$9.60
3/6/2004	03	Postage	3399	1006243		124783	6/29/2004	\$25.00	\$25.00	\$25.00
3/6/2004	16	Special Copy	3399	1006244		124783	6/29/2004	\$76.80	\$76.80	\$76.80
3/6/2004	03	Postage	3399	1006245		124783	6/29/2004	\$52.25	\$52.25	\$52.25
4/4/2004	05	Long Distance Telephor		1008811		124783	6/29/2004	\$2.69	\$2.69	\$2.69
4/6/2004	05	Long Distance Telephor		1008790		124783	6/29/2004	\$0.06	\$0.06	\$0.06
4/6/2004	05	Long Distance Telephor		1008792		124783	6/29/2004	\$4.88	\$4.88	\$4.88
4/12/2004	16	Special Copy	3535	1003261		124783	6/29/2004	\$1.92	\$1.92	\$1.92
4/12/2004	03	Postage	3535	1003262		124783	6/29/2004	\$4.00	\$4.00	\$4.00
4/12/2004	16	Special Copy	3535	1003263		124783	6/29/2004	\$176.64	\$176.64	\$176.64
4/12/2004	03	Postage	3535	1003264		124783	6/29/2004	\$95.50	\$95.50	\$95.50
4/12/2004	16	Special Copy	3535	1003265		124783	6/29/2004	\$31.68	\$31.68	\$31.68
4/12/2004	07	Express Delivery	3535	1003266		124783	6/29/2004	\$75.00	\$75.00	\$75.00
4/12/2004	03	Postage	3535	1003267		124783	6/29/2004	\$1.00	\$1.00	\$1.00
4/12/2004	07	Express Delivery	21609	1003279		124783	6/29/2004	\$70.00	\$70.00	\$70.00
4/17/2004	16	Special Copy	3565	1003356		124783	6/29/2004	\$138.00	\$138.00	\$138.00
4/17/2004	03	Postage	3565	1003357		124783	6/29/2004	\$86.50	\$86.50	\$86.50
4/17/2004	16	Special Copy	3565	1003358		124783	6/29/2004	\$23.80	\$23.80	\$23.80
4/17/2004	07	Express Delivery	3565	1003359		124783	6/29/2004	\$260.00	\$260.00	\$260.00
4/17/2004	03	Postage	3565	1003360		124783	6/29/2004	\$30.00	\$30.00	\$30.00
4/17/2004	32	Telecopy Charges	3565	1003361		124783	6/29/2004	\$56.25	\$56.25	\$56.25
4/30/2004	07	Express Delivery	22082	1003473		124783	6/29/2004	\$10.00	\$10.00	\$10.00
4/30/2004	21	Computerized Researcd		1012940		124783	6/29/2004	\$48.45	\$48.45	\$48.45
4/30/2004	21	Computerized Researcd		1012941		124783	6/29/2004	\$2,457.58	\$2,457.58	\$2,457.58
4/30/2004	21	Computerized Researcd		1012942		124783	6/29/2004	\$192.00	\$192.00	\$192.00
4/30/2004	21	Computerized Researcd		1013333		124783	6/29/2004	\$888.45	\$888.45	\$888.45
4/30/2004	21	Computerized Researcd		1013773		124783	6/29/2004	\$80.11	\$80.11	\$80.11
5/3/2004	08	Travel	12874-0001-5/03/2004	999072		124783	6/29/2004	\$295.63	\$295.63	\$295.63

6/29/2004

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Includes: Hard,Soft,Billed

Parameter Set: FEEAPP

Klehr, Harrison, Harvey, Branzburg & Eilers LLP

Disbursement Subsidiary Report

Period: 180001 to 209913 Date: 1/1/1800 to 12/31/2099

Report: DISB02

Req'd By: MFOSBENN

Currency: USD

Tran Date	Code	Description	Inv/Chk Req #	Disb ID	Reference	Bill Num	Bill Date	Base Amount	To Bill Amount	Billed Amount
5/3/2004	02	Photocopying		999508		124783	6/29/2004	\$18.00	\$18.00	\$18.00
5/3/2004	02	Photocopying		999541		124783	6/29/2004	\$0.60	\$0.60	\$0.60
5/3/2004	02	Photocopying		999604		124783	6/29/2004	\$9.90	\$9.90	\$9.90
5/3/2004	02	Photocopying		999627		124783	6/29/2004	\$8.70	\$8.70	\$8.70
5/3/2004	02	Photocopying		999632		124783	6/29/2004	\$0.75	\$0.75	\$0.75
5/3/2004	02	Photocopying		999646		124783	6/29/2004	\$8.40	\$8.40	\$8.40
5/3/2004	32	Telecopy Charges		999720		124783	6/29/2004	\$0.68	\$0.68	\$0.68
5/3/2004	22	Meals	5/03/2004	1000938		124783	6/29/2004	\$127.86	\$127.86	\$127.86
5/3/2004	05	Long Distance Telephon		1011300		124783	6/29/2004	\$1.05	\$1.05	\$1.05
5/4/2004	02	Photocopying		999834		124783	6/29/2004	\$2.85	\$2.85	\$2.85
5/4/2004	02	Photocopying		999913		124783	6/29/2004	\$5.25	\$5.25	\$5.25
5/4/2004	02	Photocopying		1000012		124783	6/29/2004	\$0.90	\$0.90	\$0.90
5/4/2004	02	Photocopying		1000095		124783	6/29/2004	\$3.00	\$3.00	\$3.00
5/4/2004	32	Telecopy Charges		1000138		124783	6/29/2004	\$1.53	\$1.53	\$1.53
5/4/2004	32	Telecopy Charges		1000165		124783	6/29/2004	\$0.68	\$0.68	\$0.68
5/4/2004	32	Telecopy Charges		1000185		124783	6/29/2004	\$1.12	\$1.12	\$1.12
5/4/2004	22	Meals	10024	1002046		124783	6/29/2004	\$117.17	\$117.17	\$117.17
5/5/2004	02	Photocopying		1000271		124783	6/29/2004	\$2.70	\$2.70	\$2.70
5/6/2004	02	Photocopying		1000780		124783	6/29/2004	\$12.00	\$12.00	\$12.00
5/6/2004	02	Photocopying		1000795		124783	6/29/2004	\$5.40	\$5.40	\$5.40
5/6/2004	05	Long Distance Telephon		1012047		124783	6/29/2004	\$16.25	\$16.25	\$16.25
5/7/2004	02	Photocopying		1001284		124783	6/29/2004	\$25.20	\$25.20	\$25.20
5/7/2004	32	Telecopy Charges		1001423		124783	6/29/2004	\$1.52	\$1.52	\$1.52
5/9/2004	07	Express Delivery	22231	1003067		124783	6/29/2004	\$5.00	\$5.00	\$5.00
5/9/2004	16	Special Copy	3664	1003346		124783	6/29/2004	\$28.48	\$28.48	\$28.48
5/9/2004	03	Postage	3664	1003347		124783	6/29/2004	\$47.00	\$47.00	\$47.00
5/9/2004	17	Service Fees	9056	1003514		124783	6/29/2004	\$15.00	\$15.00	\$15.00
5/9/2004	16	Special Copy	9056	1003515		124783	6/29/2004	\$46.75	\$46.75	\$46.75
5/9/2004	09	Filing Fees	9056	1003517		124783	6/29/2004	\$10.00	\$10.00	\$10.00
5/10/2004	02	Photocopying		1001585		124783	6/29/2004	\$3.00	\$3.00	\$3.00
5/10/2004	02	Photocopying		1001595		124783	6/29/2004	\$7.20	\$7.20	\$7.20

6/29/2004

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Includes: Hard,Soft,Billed  
Parameter Set: FEEAPP

Klehr, Harrison, Harvey, Branzburg & Eilers LLP  
**Disbursement Subsidiary Report**  
Period: 180001 to 209913 Date: 1/1/1800 to 12/31/2099

Report: DISB02  
Req'd By: MFOSBENN  
Currency: USD

Tran Date	Code	Description	Inv/Chk Req #	Disb ID	Reference	Bill Num	Bill Date	Base Amount	To Bill Amount	Billed Amount
5/10/2004	02	Photocopying		1001623		124783	6/29/2004	\$2.40	\$2.40	\$2.40
5/10/2004	02	Photocopying		1001696		124783	6/29/2004	\$15.00	\$15.00	\$15.00
5/10/2004	02	Photocopying		1001700		124783	6/29/2004	\$1.95	\$1.95	\$1.95
5/10/2004	02	Photocopying		1001753		124783	6/29/2004	\$0.75	\$0.75	\$0.75
5/10/2004	02	Photocopying		1001796		124783	6/29/2004	\$67.50	\$67.50	\$67.50
5/10/2004	02	Photocopying		1001802		124783	6/29/2004	\$13.35	\$13.35	\$13.35
5/10/2004	02	Photocopying		1001822		124783	6/29/2004	\$30.75	\$30.75	\$30.75
5/10/2004	02	Photocopying		1001834		124783	6/29/2004	\$44.25	\$44.25	\$44.25
5/10/2004	02	Photocopying		1001838		124783	6/29/2004	\$2.55	\$2.55	\$2.55
5/10/2004	02	Photocopying		1001842		124783	6/29/2004	\$7.20	\$7.20	\$7.20
5/10/2004	02	Photocopying		1001852		124783	6/29/2004	\$17.55	\$17.55	\$17.55
5/10/2004	02	Photocopying		1001857		124783	6/29/2004	\$2.70	\$2.70	\$2.70
5/10/2004	08	Travel	12874-0001-5/10/2004	1002019		124783	6/29/2004	\$290.47	\$290.47	\$290.47
5/10/2004	05	Long Distance Telephor		1011105		124783	6/29/2004	\$1.20	\$1.20	\$1.20
5/10/2004	05	Long Distance Telephor		1011128		124783	6/29/2004	\$1.05	\$1.05	\$1.05
5/11/2004	02	Photocopying		1002122		124783	6/29/2004	\$13.80	\$13.80	\$13.80
5/11/2004	22	Meals	12874-0001-5/11/04	1002531		124783	6/29/2004	\$44.50	\$44.50	\$44.50
5/11/2004	08	Travel	12874-0001-5/11/04	1002532		124783	6/29/2004	\$17.00	\$17.00	\$17.00
5/13/2004	08	Travel	12874-0001-5/13/04	1002988		124783	6/29/2004	\$50.00	\$50.00	\$50.00
5/13/2004	02	Photocopying		1004081		124783	6/29/2004	\$1.65	\$1.65	\$1.65
5/13/2004	02	Photocopying		1004303		124783	6/29/2004	\$0.30	\$0.30	\$0.30
5/13/2004	02	Photocopying		1004320		124783	6/29/2004	\$33.00	\$33.00	\$33.00
5/13/2004	02	Photocopying		1004346		124783	6/29/2004	\$3.90	\$3.90	\$3.90
5/13/2004	02	Photocopying		1004351		124783	6/29/2004	\$5.70	\$5.70	\$5.70
5/13/2004	02	Photocopying		1004362		124783	6/29/2004	\$10.50	\$10.50	\$10.50
5/13/2004	05	Long Distance Telephor		1010993		124783	6/29/2004	\$1.07	\$1.07	\$1.07
5/17/2004	02	Photocopying		1004838		124783	6/29/2004	\$10.35	\$10.35	\$10.35
5/17/2004	02	Photocopying		1004954		124783	6/29/2004	\$86.70	\$86.70	\$86.70
5/17/2004	02	Photocopying		1004971		124783	6/29/2004	\$3.90	\$3.90	\$3.90
5/17/2004	02	Photocopying		1004979		124783	6/29/2004	\$15.60	\$15.60	\$15.60
5/17/2004	02	Photocopying		1004987		124783	6/29/2004	\$0.45	\$0.45	\$0.45

Tran Date	Code	Description	Inv/Chk Req #	Disb ID	Reference	Bill Num	Bill Date	Base Amount	To Bill Amount	Billed Amount
5/17/2004	02	Photocopying		1004990		124783	6/29/2004	\$1.80	\$1.80	\$1.80
5/17/2004	02	Photocopying		1004993		124783	6/29/2004	\$0.45	\$0.45	\$0.45
5/17/2004	02	Photocopying		1005002		124783	6/29/2004	\$0.15	\$0.15	\$0.15
5/17/2004	02	Photocopying		1005012		124783	6/29/2004	\$54.75	\$54.75	\$54.75
5/17/2004	32	Telecopy Charges		1005032		124783	6/29/2004	\$1.75	\$1.75	\$1.75
5/18/2004	02	Photocopying		1005201		124783	6/29/2004	\$0.45	\$0.45	\$0.45
5/18/2004	02	Photocopying		1005202		124783	6/29/2004	\$0.45	\$0.45	\$0.45
5/18/2004	02	Photocopying		1005224		124783	6/29/2004	\$4.65	\$4.65	\$4.65
5/18/2004	02	Photocopying		1005275		124783	6/29/2004	\$10.95	\$10.95	\$10.95
5/18/2004	02	Photocopying		1005481		124783	6/29/2004	\$4.80	\$4.80	\$4.80
5/18/2004	02	Photocopying		1006845		124783	6/29/2004	\$202.50	\$202.50	\$202.50
5/18/2004	05	Long Distance Telephor		1010915		124783	6/29/2004	\$1.01	\$1.01	\$1.01
5/18/2004	05	Long Distance Telephor		1010974		124783	6/29/2004	\$1.50	\$1.50	\$1.50
5/19/2004	32	Telecopy Charges		1005749		124783	6/29/2004	\$30.10	\$30.10	\$30.10
5/20/2004	02	Photocopying		1005878		124783	6/29/2004	\$22.20	\$22.20	\$22.20
5/20/2004	32	Telecopy Charges		1006113		124783	6/29/2004	\$0.64	\$0.64	\$0.64
5/21/2004	02	Photocopying		1006434		124783	6/29/2004	\$36.00	\$36.00	\$36.00
5/21/2004	02	Photocopying		1006451		124783	6/29/2004	\$36.00	\$36.00	\$36.00
5/21/2004	02	Photocopying		1006488		124783	6/29/2004	\$2.55	\$2.55	\$2.55
5/21/2004	02	Photocopying		1006677		124783	6/29/2004	\$4.50	\$4.50	\$4.50
5/21/2004	05	Long Distance Telephor		1010339		124783	6/29/2004	\$1.03	\$1.03	\$1.03
5/22/2004	02	Photocopying		1006763		124783	6/29/2004	\$15.60	\$15.60	\$15.60
5/22/2004	02	Photocopying		1006765		124783	6/29/2004	\$2.40	\$2.40	\$2.40
5/24/2004	02	Photocopying		1006884		124783	6/29/2004	\$6.90	\$6.90	\$6.90
5/24/2004	02	Photocopying		1006890		124783	6/29/2004	\$23.85	\$23.85	\$23.85
5/24/2004	02	Photocopying		1006903		124783	6/29/2004	\$0.15	\$0.15	\$0.15
5/24/2004	02	Photocopying		1006940		124783	6/29/2004	\$4.65	\$4.65	\$4.65
5/24/2004	02	Photocopying		1007074		124783	6/29/2004	\$86.40	\$86.40	\$86.40
5/24/2004	03	Postage		1012767		124783	6/29/2004	\$40.67	\$40.67	\$40.67
5/25/2004	02	Photocopying		1007500		124783	6/29/2004	\$1.05	\$1.05	\$1.05
5/25/2004	02	Photocopying		1007574		124783	6/29/2004	\$0.75	\$0.75	\$0.75

Includes: Hard,Soft,Billed  
Parameter Set: FEEAPP

Tran Date	Code	Description	Inv/Chk Req #	Disb ID	Reference	Bill Num	Bill Date	Base Amount	To Bill Amount	Billed Amount
5/25/2004	02	Photocopying		1007698		124783	6/29/2004	\$7.35	\$7.35	\$7.35
5/25/2004	02	Photocopying		1007737		124783	6/29/2004	\$367.50	\$367.50	\$367.50
5/25/2004	02	Photocopying		1007744		124783	6/29/2004	\$2.25	\$2.25	\$2.25
5/25/2004	32	Telecopy Charges		1007793		124783	6/29/2004	\$0.68	\$0.68	\$0.68
5/25/2004	08	Travel	12874-0001-5/25/04	1008682		124783	6/29/2004	\$465.87	\$465.87	\$465.87
5/25/2004	05	Long Distance Telephor		1009884		124783	6/29/2004	\$1.10	\$1.10	\$1.10
5/25/2004	05	Long Distance Telephor		1009885		124783	6/29/2004	\$1.11	\$1.11	\$1.11
5/25/2004	05	Long Distance Telephor		1010303		124783	6/29/2004	\$1.04	\$1.04	\$1.04
5/25/2004	03	Postage		1012772		124783	6/29/2004	\$88.40	\$88.40	\$88.40
5/25/2004	07	Express Delivery	178712235	1014328		124783	6/29/2004	\$1,218.53	\$1,218.53	\$1,218.53
5/26/2004	32	Telecopy Charges		1008481		124783	6/29/2004	\$0.76	\$0.76	\$0.76
5/26/2004	05	Long Distance Telephor		1009720		124783	6/29/2004	\$1.10	\$1.10	\$1.10
5/27/2004	02	Photocopying		1008902		124783	6/29/2004	\$84.75	\$84.75	\$84.75
5/27/2004	02	Photocopying		1009111		124783	6/29/2004	\$0.30	\$0.30	\$0.30
5/28/2004	02	Photocopying		1009504		124783	6/29/2004	\$0.90	\$0.90	\$0.90
5/28/2004	02	Photocopying		1009521		124783	6/29/2004	\$0.60	\$0.60	\$0.60
5/28/2004	08	Travel	12874-0001-5/28/04	1011371		124783	6/29/2004	\$9.00	\$9.00	\$9.00
Matter Total:	0001							\$9,392.07	\$9,392.07	\$9,392.07
Client Total:	12874							\$9,392.07	\$9,392.07	\$9,392.07
Report Total:								\$9,392.07	\$9,392.07	\$9,392.07

Start Time: 3:30 PM  
End Time: 3:30 PM