

## **EXHIBIT 3**

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June 24, 2004

**RE: In re Met-Coil Systems Corporation, Chapter 11 Case No. 03-12676  
U.S. Bankruptcy Court, District of Delaware**

***Fourth Amended Chapter 11 Plan of Reorganization Proposed by  
Met-Coil Systems Corporation and Mestek, Inc., as Co-Proponents,***

To Class 4.3 General Unsecured Creditors of Met-Coil Systems Corporation

The purpose of this letter is to urge Class 4.3 Claimholders to vote to accept the Fourth Amended Chapter 11 Plan of Reorganization Proposed by Met-Coil Systems Corporation and Mestek, Inc., as Co-Proponents (the "Plan"). We represent the Official Committee of Unsecured Creditors (the "Committee") of Met-Coil Systems Corporation (the "Debtor") in the above-referenced Chapter 11 case. The Committee was appointed by the United States Trustee on September 5, 2003. Klehr, Harrison, Harvey, Branzburg & Ellers ("Klehr Harrison") was selected as counsel to the Committee on September 15, 2003. In addition, Parente Randolph LLP ("Parente Randolph") was selected as the Committee's financial advisor on September 15, 2003. The retentions of Klehr Harrison and Parente Randolph were approved (effective as of September 15, 2003) by the Bankruptcy Court on October 20, 2003.

During the Chapter 11 case, the Committee has been active in representing the interests of unsecured creditors. The Committee, in conjunction with Klehr Harrison and Parente Randolph, has, among other things, (i) conducted a thorough investigation into the nature, extent and validity of the claims asserted by the Debtor's indirect parent company, Mestek, Inc. ("Mestek"), who was both the Debtor's pre-petition and post-petition lender; (ii) investigated potential claims belonging to the Debtor's estate against Mestek including, but not limited to, alter ego liability and breach of fiduciary duty; (iii) when appropriate, filed motions and other pleadings to ensure that the rights of unsecured creditors were protected; and (iv) engaged in negotiations with the Debtor and Mestek, to present a consensual Plan.

After extensive negotiations, the Committee, the Debtor and Mestek have reached an agreement on a consensual Plan, which the Committee believes maximizes recoveries to Class 4.3 General Unsecured Creditors. Mestek is providing funding for the Plan, namely, the Restructuring Transaction Consideration, with an aggregate value of \$45 million, including more than \$20 million in cash.

**KLEHR, HARRISON, HARVEY, BRANZBURG & ELLERSLIP**

Creditors of Met-Coil Systems Corporation

June 24, 2004

Page 2

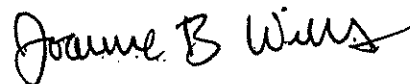
On the Effective Date, a portion of the Restructuring Transaction Consideration will be used to fund a seventy (70%) percent distribution to holders of Class 4.3 General Unsecured Claims, which are valued in the aggregate at approximately \$14.5 million. In exchange for the Restructuring Transaction Consideration, Mestek and its Affiliates shall be released from any liability to Met-Coil, its creditors or any other party relating to the affairs of Met-Coil. The Debtor will emerge from Chapter 11 with no debt and free from all future TCE personal injury liability, thereby enabling it to continue as a viable business, buying from its vendors, selling products to its customers and providing jobs to its employees.

The Committee and its professionals have thoroughly investigated and evaluated all potential claims the Debtor's estate may have against Mestek and others. Based upon this investigation, the Committee and its professionals have determined that the consideration to be paid by Mestek under the Plan is a fair exchange for the injunctions and third party releases granted to the Mestek Affiliates under the Plan. If the Plan is not confirmed, the most likely outcome will be a liquidation, which, in the Committee's view, will produce an uncertain recovery to creditors which will most likely be substantially less than the seventy (70%) distribution to Class 4.3 General Unsecured Creditors under the Plan.

**For these reasons, the Committee urges you to support and vote to accept the Plan.**

If you have any questions on the Plan, please call me at (302) 552-5555 or Richard Beck at (215) 569-2299, counsel for the Committee.

Very truly yours,



Joanne B. Wills