

## **EXHIBIT 1**

**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. )

**NOTICE OF DEBTOR'S MOTIONS TO APPROVE  
SETTLEMENT AGREEMENTS WITH CERTAIN INSURERS**

PLEASE TAKE NOTICE THAT Met-Coil Systems Corporation, debtor and debtor-in-possession in the above-captioned Chapter 11 Case (the "**Debtor**"), has filed with the Bankruptcy Court<sup>1</sup> motions to approve settlement agreements, and maintain such settlement agreements under seal, with (a) New Hampshire Insurance Company, National Union Fire Insurance Company of Pittsburgh, PA and/or other insurance companies affiliated with American International Group ("**AIG**"); and (b) Travelers' Casualty and Surety Company, The Travelers Indemnity Company, The Travelers Indemnity Company of Illinois n/k/a Travelers Property Casualty Company of America and Gulf Insurance Company ("**Travelers**").

PLEASE TAKE FURTHER NOTICE that the Debtor intends to file on or about July 8, 2004, motions to approve settlement agreements, and to maintain such settlement agreements under seal, with (a) OneBeacon Insurance Group, including but not limited to Potomac Insurance Company, now known as OneBeacon Insurance Company, and General Accident Insurance Company, now known as Pennsylvania General Insurance Company ("**OneBeacon**"); and (b) Pacific Employers Insurance Company and International Insurance Company ("**PEIC**"). The motions to approve the settlement agreements, and maintain such settlement agreements under seal, with AIG, Travelers, OneBeacon and PEIC shall be collectively referred to herein as the "**Settlement Motions**".

On June 22, 2004, the Debtor filed its Fourth Amended Disclosure Statement (the "**Disclosure Statement**"), which the Bankruptcy Court has approved as containing adequate information, and the Plan. The Plan contains the TCE Channeling Injunction for the benefit of, among others, AIG, Travelers, OneBeacon and PEIC. A description of the TCE Channeling Injunction is included in the solicitation materials accompanying this Notice of Debtor's Motions to Approve Settlement Agreements with Certain Insurers. The settlements under the Settlement Motions are in the aggregate amount of \$16,900,000. If such Settlement Motions are approved, such monies will be available for funding the Debtor's Plan, provided that the Bankruptcy Court approves the Plan containing the TCE Channeling Injunction.

The hearing with respect to each of the Settlement Motions will be held on July 28, 2004 at 11:30 a.m. (Eastern Time). The objection deadline with respect to the Settlement Motions is July 21, 2004 at 4:00 p.m. (Eastern Time). Objections, if any, must be filed with the Bankruptcy Court and served on the following parties on or before such objection deadline: (a) Counsel to the Debtor, (i) Goldberg Kohn Bell Black Rosenbloom & Moritz, Ltd., 55 East Monroe Street, Suite 3700, Chicago, Illinois 60603, Attn: Ronald Barliant, Esquire and (ii) Morris, Nichols, Arsht & Tunnell, LLP, 1201 North Market Street, P.O. Box 1347, Wilmington, Delaware 19899-1347, Attn: Eric D. Schwartz, Esquire and;

<sup>1</sup> Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Fourth Amended Chapter 11 Plan of Reorganization Proposed by Met-Coil Systems Corporation and Mestek, Inc., as Co-Propponents dated June 22, 2004 (as amended, modified or supplemented, the "**Plan**").

(b) Counsel for Mestek, (i) Greenberg Traurig, LLP, 77 West Wacker Drive, Suite 2500, Chicago, Illinois 60601, Attn: Nancy A. Peterman, Esquire and (ii) Greenberg Traurig, LLP, The Brandywine Building, 1000 West Street, Suite 1540, Wilmington, Delaware 19801, Attn: Scott D. Cousins, Esquire; (c) Counsel for the Committee, Klehr, Harrison, Harvey, Branzburg & Ellers, 222 Delaware Avenue, Suite 1000, Wilmington, Delaware 19801, Attn: Richard Beck, Esquire; (d) Counsel for the Legal Representative, Young Conaway Stargatt & Taylor, LLP, The Brandywine Building, 1000 West Street, 17<sup>th</sup> Floor, Wilmington, Delaware 19801, Attn: James L. Patton, Jr., Esquire; and (e) The U.S. Trustee, District of Delaware, 844 North King Street, Room 2311, Lockbox 35, Wilmington, Delaware 19801, Attn: Margaret Harrison, Esquire.

PLEASE TAKE NOTICE THAT copies of the Settlement Motions may be obtained from the office of the Clerk, United States Bankruptcy Court for the District of Delaware, or at the Court's website, [www.deb.uscourts.gov](http://www.deb.uscourts.gov) (a PACER account is required) or the website of Bankruptcy Management Corporation, [www.bmccorp.net/metcoil](http://www.bmccorp.net/metcoil). Copies of the Settlement Motions also may be obtained, at the Debtor's expense, by contacting Bankruptcy Management Corporation at 883-909-0100 or the Debtor's counsel, (i) Goldberg Kohn Bell Black Rosenbloom & Moritz, Ltd., 55 East Monroe Street, Suite 3700, Chicago, Illinois 60603, Attn: Kathryn Pamerter, Esquire, (312) 201-4000 or (ii) Morris, Nichols, Arsht & Tunnell, LLP, 1201 North Market Street, P.O. Box 1347, Wilmington, Delaware 19899-1347, Attn: Alicia B. Kelly, Esq. (302) 575-9200.

Dated: June 23, 2004

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