

E HIBIT 3

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

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

**SUMMARY DISCLOSURE STATEMENT AND SOLICITATION OF ACCEPTANCES OF
CLASS 4.1 CLAIMHOLDERS OF THE FOURTH AMENDED CHAPTER 11 PLAN OF
REORGANIZATION OF MET-COIL SYSTEMS CORPORATION**

A. INTRODUCTION

If you have received this Summary Disclosure Statement And Solicitation Of Acceptances Of Class 4.1 Claimholders Of The Fourth Amended Chapter 11 Plan Of Reorganization Of Met-Coil Systems Corporation (this "**Summary**"), Met-Coil Systems Corporation (the "**Debtor**") believes that you are a creditor asserting a claim in the amount of \$10,000 or less. Such creditors are holders of Class 4.1 Claims (Convenience Claims) under the Fourth Amended Chapter 11 Plan of Reorganization Proposed by Met-Coil Systems Corporation and Mestek, Inc., as Co-Proponents, dated June 22, 2004 (as amended, modified or supplemented, the "**Plan**"). All capitalized terms shall have the meanings ascribed to them in the Fourth Amended Glossary of Terms attached to the Plan as Exhibit 1, and all such definitions are incorporated herein by reference.

If the Plan is confirmed, you, as a holder of a Class 4.1 Claim (Convenience Claims) will be paid in full, without interest, on the first date that funds are distributed under the Plan.

THE PLAN ATTACHED AS EXHIBIT A TO THE DISCLOSURE STATEMENT PROVIDES, AMONG OTHER THINGS, FOR THE ISSUANCE OF INJUNCTIONS UNDER SECTION 105 OF THE BANKRUPTCY CODE THAT RESULT IN THE CHANNELING OF ALL ALLEGED TCE-RELATED PERSONAL INJURY CLAIMS (DEFINED HEREIN AS TCE PI TRUST CLAIMS) AGAINST MET-COIL SYSTEMS CORPORATION AND THE PROTECTED PARTIES, INCLUDING MESTEK, INC., INTO A TCE PI TRUST AS MORE FULLY DESCRIBED IN THE DISCLOSURE STATEMENT AND THE PLAN. THE PLAN CONTAINS A TCE CHANNELING INJUNCTION AND RELEASE IN FAVOR OF THE PROTECTED PARTIES, AN INJUNCTION IN FAVOR OF THE DEBTOR AND THIRD PARTY RELEASES IN FAVOR OF THE MESTEK AFFILIATES. SEE SECTIONS 7.03, 7.13 AND 12.01 OF THE PLAN. ALL CREDITORS WILL BE BOUND TO SUCH RELEASES AND INJUNCTIONS UPON THE EFFECTIVE DATE OF THE PLAN.

B. CLASSIFICATION AND TREATMENT OF CLASS 4.1 CLAIMS

The Plan creates an impaired class of claims designated Class 4.1 Claims (Convenience Claims) which consists of (a) all Allowed General Unsecured Claims in the amount of \$10,000 or less and (b) all Allowed General Unsecured Claims in excess of \$10,000 with respect to which such Claimholders voluntarily reduce the sum of their respective claims to \$10,000. Section 3.08 of the Plan provides the following treatment for Class 4.1 Claims (Convenience Claims): "All Allowed Convenience Claims shall be paid by the Reorganized Debtor in Cash, in full (without interest), on the first Distribution Date after the Effective Date from the Unsecured Claims Distribution Fund."

Class 4.1 Claims are Impaired under the Plan and are entitled to vote for or against acceptance of the Plan. The purpose of this Summary is to inform you of certain features of the Plan, and request that you accept the Plan by completing and signing the enclosed Ballot and promptly returning it. To be counted, the Ballot must be received not later than 4:00 p.m., Pacific Time, on July 21, 2004. Your vote is important; whether or not the Plan is confirmed may depend, in part, on the number of holders of Claims who accept the Plan.

C. OVERVIEW OF DISCLOSURE STATEMENT

Class 4.1 Claimholders are not receiving a copy of the Fourth Amended Disclosure Statement Pursuant to Section 1125 of the Bankruptcy Code for the Fourth Amended Chapter 11 Plan of Reorganization Proposed By Met-Coil Systems Corporation and Mestek, Inc., as Co-Proponents, dated June 22, 2004 (the "**Disclosure Statement**"). Any holder of a Claim who wishes to read the Disclosure Statement may receive a copy by contacting counsel for the Debtor, Kathryn Pamerter of Goldberg,

Kohn, Bell, Black, Rosenbloom & Moritz, Ltd., 55 East Monroe Street, Suite 3700, Chicago, Illinois 60603; telephone number (312) 201-4000.

D. CERTAIN ASPECTS OF THE CASE AND PLAN

The Debtor was forced to seek bankruptcy relief because of numerous lawsuits and claims for property damage and personal injuries resulting from the alleged TCE contamination on its Lockformer Site. TCE is alleged to be a toxic substance. The Debtor is Mestek's indirect subsidiary. Mestek has also been named as a defendant in many of the TCE-related lawsuits against the Debtor on the ground that the Debtor is allegedly Mestek's "alter-ego" and therefore Mestek is allegedly liable for the Debtor's debts. The Plan is intended to resolve those Claims, provide a means to resolve future TCE-related personal injury claims against the Debtor and Mestek, and allow the Debtor to emerge from bankruptcy as a viable going concern, able to conduct normal business operations.

The Plan contemplates that Mestek or an Alternative Plan Sponsor will provide consideration in the form of funds and other value necessary to satisfy Claims in accordance with the Plan and adequately capitalize the Debtor so that it may emerge from bankruptcy as a going concern. Mestek has provided the Debtor with an opening bid, namely the Restructuring Transaction Consideration. The Restructuring Transaction Consideration equals (1) contribution of Mestek's Class 3.2 Claims (in the approximate amount of \$7,024,000.00) and Class 4.2 Claim (in the approximate amount of \$7,253,000.00),¹ (2) funding of the Unsecured Claims Distribution Fund estimated at \$6,000,000, the TCE PI Trust (approximately \$26,000,000 (present value)), the Mejdrech Settlement Amount (\$12,500,000), the Schreiber Settlement Amount (\$6,000,000) and, to the extent necessary, any additional amount necessary to adequately capitalize the Reorganized Debtor or otherwise fund the Plan; (3) the guaranty of up to \$3 million of the environmental liabilities of the Debtor as provided in Section 7.16 of the Plan and (4) the amount of approximately \$2,000,000.00 with respect to the Hook-Ups. The total value of the Restructuring Transaction Consideration (net of any recoveries on account of insurance (\$16,900,000) is approximately \$45,000,000, including more than \$20,000,000 in cash. This includes a waiver of the right to receive distributions on account of the Mestek Claims in the aggregate amount of approximately \$14,000,000, and the \$3 million guaranty set forth in Section 7.16 of the Plan.

If Mestek is the Winning Plan Sponsor, it will obtain (1) 100% of the Reorganized Debtor's New Common Stock, (2) assignments of (a) the proceeds of unsettled Claims arising under the Insurance Policies for TCE Claims after the Effective Date and (b) the Contribution Actions; and (3) the TCE Channeling Injunction. In addition, the Debtor will release the Mestek Affiliates of the Recovery Actions, including the Alter-Ego Claims, which assert that Mestek may be liable for all of the debts of Met-Coil. If another Entity is the Winning Plan Sponsor, that Entity will receive the same assets. The Mestek Affiliates may still receive a release of the Recovery Actions, including the Alter-Ego Claims.

In addition to the foregoing, the Plan also provides for the establishment of a TCE PI Trust. All future TCE-related personal injury claims against the Debtor and the Mestek Affiliates made by persons who live or once lived in certain designated geographical areas will be channeled to that trust, which will be responsible for satisfying those claims according to procedures contained in the trust documents. In exchange for funding the TCE PI Trust, the Plan provides that the Bankruptcy Court will enter an injunction to protect the Debtor, the Mestek Affiliates and the Settling Insurers, among others, from the future TCE-related personal injury claims that will be channeled to the TCE PI Trust.

E. VOTING PROCEDURES, BALLOTS AND VOTING DEADLINE

In voting for or against the Plan, please use only the Ballot for Class 4.1 Claims (Convenience Claims) included with this Notice. You may receive more than one Ballot, and if you do, you should assume each Ballot is for a Claim in a different Class in which you are entitled to vote. Votes cast to accept or reject the Plan will be counted by Class. You are required to vote all of your Claims in one Class the same way. If you have Claims in multiple Classes, you may vote those Claims differently on a Class-by-Class basis.

To vote on the Plan, you must, among other things, (1) indicate on the Ballot that (a) you accept the Plan or (b) you reject the Plan; and (2) sign your name; and (3) mail or otherwise deliver the Ballot in the envelope provided for this purpose early enough so that it will be received by 4:00 p.m. (Pacific Time) on July 21, 2004. Please complete and return each Ballot you receive. Put your taxpayer identification number (or social security number) on your Ballot in the place indicated. The Disbursing Agent(s) cannot make distributions without your taxpayer identification or social security number.

Under the Bankruptcy Code, for purposes of determining whether the requisite acceptances have been received, only those Claimholders that actually vote to accept or reject the Plan will be counted. **Votes cannot be transmitted orally, by**

¹ A discussion of Mestek's Class 3.2 Claims and Class 4.2 Claim as well as the Debtor's analysis of such claims is set forth in Section IV.C., infra.

email or by facsimile transmission. Accordingly, it is important that you return your signed and completed Ballot(s) promptly. Failure by any Claimholder to send a duly executed Ballot with an original signature will be deemed an abstention by such Claimholder with respect to a vote on the Plan and will not be counted as a vote for or against the Plan. To accept the Plan, the Claimholder must check the box entitled "accept the Plan" on the appropriate Ballot. Any Ballot cast that does not indicate whether the Claimholder is voting to accept or reject the Plan will not be counted as either an acceptance or rejection of the Plan. A vote may be disregarded if the Bankruptcy Court determines, after notice and a hearing, that such acceptance or rejection was not solicited or procured in good faith or in accordance with the provisions of the Bankruptcy Code.

You may enclose a self-addressed postage pre-paid envelope and a copy of your Ballot(s) to be returned and stamped "Filed" from the Debtor's voting agent confirming the delivery and filing of your Ballot(s). You may not change your vote after the Voting Deadline. If you wish to change your vote after the Voting Deadline, you must seek the permission of the Bankruptcy Court, by filing your request with the Bankruptcy Court and serving such request on the parties set forth in Paragraph 2 herein. **Do not return any document evidencing your Claim with the Ballot.**

Please vote and return your Ballot(s) **so that they are received by July 21, 2004** at 4:00 p.m. (Pacific Time) to:

<p>If Via U.S. Mail:</p> <p>Bankruptcy Management Corporation Attention: Met-Coil Systems Corporation, Ballot Processing Department P.O. Box 1033 El Segundo, California 90245-1033</p>	<p>If Via FedEx, Overnight Courier or Hand Delivery:</p> <p>Bankruptcy Management Corporation Attention: Met-Coil Systems Corporation, Ballot Processing Department 1330 East Franklin Avenue El Segundo, California 90245</p>
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F. CONFIRMATION HEARING AND OBJECTIONS TO CONFIRMATION.

Section 1128 of the Bankruptcy Code requires the Bankruptcy Court, after notice, to hold a hearing on whether the Plan and its proponents have fulfilled the confirmation requirements of section 1129 of the Bankruptcy Code. "Confirmation" is the technical term for the Bankruptcy Court's approval of a plan of reorganization.

The standards and factors considered by the Bankruptcy Court in deciding whether to confirm a Plan are discussed in Article VIII of the Disclosure Statement. Among the standards is Bankruptcy Code § 1129(a)(7) which states that the plan provide creditors with value as of the effective date of the plan that is not less than the value that such creditor would receive or retain if the debtor were liquidated under chapter 7 of the Bankruptcy Code. The liquidation analysis pertaining to the Plan is discussed in Article IX of the Disclosure Statement and concludes that holders of Class 4.1 Claims (who will be paid 100% of the amount of their Allowed Claims, but not interest, under the Plan) will receive more under the Plan than they would in a chapter 7 case.

Objections to confirmation of the Plan must be filed no later than July 21, 2004 at 4:00 p.m. (Eastern Time) and served on (1) counsel to the Debtor (a) Goldberg, Kohn, Bell, Black, Rosenbloom & Moritz, Ltd., 55 East Monroe Street, Suite 3700, Chicago, Illinois 60603, Attention: Ronald Barliant, Esquire and (b) Morris, Nichols, Arsht & Tunnell, LLP, 1201 North Market Street, P.O. Box 1347, Wilmington, Delaware 19899-1347, Attention: Eric D. Schwartz, Esquire; and (2) counsel for Mestek, (a) Greenberg Traurig, LLP, 77 West Wacker Drive, Suite 2500, Chicago, IL 60601, Attn: Nancy A. Peterman, Esquire and (b) Greenberg Traurig, LLP, The Brandywine Building, 1000 West Street, Suite 1540, Wilmington, Delaware 19801, Attn: Scott D. Cousins, Esquire; (3) counsel for the Committee, Klehr, Harrison, Harvey, Branzburg & Ellers, 222 Delaware Avenue, Suite 1000, Wilmington, DE 19801, Attn: Joanne B. Wills, Esquire; (4) counsel for the Legal Representative, Young Conaway Stargatt & Taylor, LLP, The Brandywine Building, 1000 West Street, 17th Floor, Wilmington, DE 19801, Attn: James L. Patton, Jr., Esquire; and (5) the U.S. Trustee, District of Delaware, 844 North King Street, Room 2311, Lockbox 35, Wilmington, DE 19801, Attn: Margaret Harrison, Esquire. **UNLESS AN OBJECTION TO CONFIRMATION IS TIMELY SERVED AND FILED, IT WILL NOT BE CONSIDERED BY THE BANKRUPTCY COURT.**

The Bankruptcy Court will hold the Confirmation Hearing in connection with the Plan on July 28, 2004 at 11:30 a.m. (Eastern Time), in the United States Bankruptcy Court for the District of Delaware, 824 North Market Street, Wilmington, Delaware. The Honorable Mary F. Walrath or other Judge sitting in her place and stead will preside over the Confirmation Hearing, and will determine whether the Plan has been accepted by the requisite number of Creditors and whether the other requirements for Confirmation of the Plan have been satisfied. **ANY ANNOUNCEMENT OF ADJOURNMENT OF THE DATE AND TIME OF THE CONFIRMATION HEARING MADE IN COURT WILL BE THE ONLY NOTICE**

PROVIDED TO PARTIES-IN-INTEREST, UNLESS THE BANKRUPTCY COURT ORDERS OTHERWISE. If the Bankruptcy Court confirms the Plan, it will do so through the entry of a Confirmation Order.

G. CONCLUSION AND RECOMMENDATION

The Debtor and Mestek believe that Confirmation and implementation of the Plan is preferable to any of the alternatives described in the Disclosure Statement because it will provide the greatest recoveries to Claimholders. In addition, other alternatives would involve significant delay, uncertainty and substantial additional administrative costs. The Debtor and Mestek urge holders of Class 4.1 Claims to vote to accept the Plan and to evidence such acceptance by returning their Ballots so that they will be received not later than 4:00 p.m. (Pacific Time), on July 21, 2004.

Dated: June 22, 2004

ConvClassNtc