

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

In re: : Chapter 11
: :
MET-COIL SYSTEMS CORPORATION, :
: Case No. 03-12676 (MFW)
: :
: :
: **Objection Deadline: October 13, 2003 at 4:00 p.m.**
Debtor. : **Hearing Date: October 20, 2003 at 3:00 p.m.**

**APPLICATION FOR AN ORDER
PURSUANT TO SECTIONS 1103(a) AND 328(a)
OF THE BANKRUPTCY CODE AUTHORIZING AND APPROVING
THE EMPLOYMENT AND RETENTION OF PARENTE RANDOLPH, LLC, AS
ACCOUNTANTS AND FINANCIAL ADVISORS TO THE OFFICIAL COMMITTEE
OF UNSECURED CREDITORS NUNC PRO TUNC TO SEPTEMBER 15, 2003**

TO: HONORABLE MARY F. WALRATH, UNITED STATES BANKRUPTCY JUDGE

The Official Committee of Unsecured Creditors (the "Committee") in the above-referenced Chapter 11 cases through its counsel, Klehr, Harrison, Harvey, Branzburg & Ellers, LLP, hereby applies to the Court for the entry of an order authorizing the Committee to retain and employ Parente Randolph, LLC ("Parente"), as accountants and financial advisors in this Chapter 11 case, pursuant to 11 U.S.C. § 1103(a) *nunc pro tunc* to September 15, 2003. In support of this application (the "Application"), the Committee submits the Declaration of Wayne R. Walker, a principal in Parente, a copy of which is attached as "Exhibit A" hereto (the "Walker Declaration") and respectfully represents as follows:

Background

1. On August 26, 2003, Met-Coil Systems Corporation (the "Debtor"), filed a voluntary petition under Chapter 11 of Title 11 of the United States Code (the "Bankruptcy

Code”), and is operating their businesses as a debtor-in-possession pursuant to 11 U.S.C. §§ 1107(a) and 1108.

2. On September 5, 2003, the Office of the United States Trustee conducted an organizational meeting and on September 11, 2003 appointed the Committee pursuant to 11 U.S.C. § 1102. No trustee or examiner has been appointed.

3. The Committee selected Klehr, Harrison, Harvey, Branzburg & Ellers, LLP, as its counsel on September 15, 2003.

Request for Authority to Retain and Employ Parente

4. The Committee has determined that it would be in its best interest to retain accountants and financial advisors in these Chapter 11 cases, pursuant to 11 U.S.C. §§ 1103(a), and desires to employ the services of Parente to assist the Committee and its counsel in the investigation of the Debtor’s financial affairs and provide other accounting, financial advisory and valuation services as may be necessary and beneficial to the Committee and the unsecured creditors.

5. On September 15, 2003, the Committee and its counsel directed Parente to commence work on several matters requiring Parente’s immediate attention. In view of this, the Committee respectfully requests that this Court authorize the retention of Parente *nunc pro tunc* to September 15, 2003, pursuant to the terms set forth in the Walker Declaration.

6. The Committee has selected Parente by reason of the fact that they have extensive experience in the necessary areas including, but not necessarily limited to, forensic accounting, bankruptcy, financial advisory services, tax, healthcare and valuation services and can provide quality accounting, consulting and financial advisors services at reasonable rates in an efficient and cost effective manner.

7. The professional services that the Committee may request Parente to perform include, but are not necessarily limited to, the following:
- a) Assist the Committee in analyzing the current financial position of the Debtor including the books and records of the Debtor;
 - b) Evaluate the cash management system currently being used by the Debtor;
 - c) Assist the Committee in evaluating the Debtor's financial projections and test the reasonableness of the assumptions used in developing the same;
 - d) Analyze and assess the Debtor's business plan and evaluate the Debtor's operations;
 - e) Prepare hypothetical orderly and/or forced liquidation analyses;
 - f) Assist the Committee in analyzing the financial ramifications of any proposed transactions for which the Debtor may seek Bankruptcy Court approval including, but not limited to, potential debtor-in-possession financing agreements, assumption/rejection of executory contracts, management compensation and/or retention and severance plans;
 - g) Assist the Committee in its investigation of the acts, conduct, assets, liabilities, and financial condition of the Debtor, the operation of Debtor's businesses, and the desirability of the continuation of such businesses, and any other matters relevant to these cases or to the formulation of a plan of reorganization or plan of liquidation;
 - h) Assist and advise the Committee in its analysis of the Debtor's Statements of Financial Affairs and Schedules of Assets and Liabilities;
 - i) Investigate and analyze on behalf of the Committee the Debtor's financial operations, related-party transactions and accounts, inter-company transfers and asset recovery potential;
 - j) Analyze financial information prepared by the Debtor or their accountants and/or financial advisors as requested by the committee including, but not limited to, Debtor's monthly operating reports, cash flow projections and comparisons of actual to projected performance;
 - k) Assist and advise the Committee and its counsel in the development, evaluation and documentation of any plan of reorganization or plan of liquidation, including developing, structuring and negotiating the terms and conditions of such plan of reorganization or plan of liquidation and the value of consideration that is to be provided to unsecured creditors;

- l) Assist the Committee in the evaluation of a proposed sale, if any, and related procedures under §363 of the Bankruptcy Code, including identification of potential buyers;
- m) Attend and advise at meetings with the Committee, or on its behalf, and its counsel and representatives of the Debtor;
- n) Render expert testimony on behalf of the Committee, if required; and
- o) Provide such other services, as requested by the Committee or its counsel from time to time and agreed to by Parente.

Payment of Fees and Expenses

8. Subject to the Court's approval and pursuant to the terms of the Walker Declaration, Parente intends to (a) charge its regular hourly rates for its professional services, including any per diem professionals retained to assist Parente with the engagement and (b) seek reimbursement of actual and necessary out-of-pocket expenses by application to this Court pursuant to the Federal Rules of Bankruptcy Procedure, the Local Rules of this Court and the terms of any administrative order governing compensation of professionals in this case.

9. Fees are based on the time expended by each individual providing services, including any per diem professionals retained multiplied by that person's hourly billing rate plus actual and necessary expenses.

10. Parente will maintain detailed contemporaneous records of time and any actual and necessary expenses incurred in connection with the rendering of the services described above by category and nature of the service rendered.

Disclosure Concerning Possible Conflicts of Interest

11. To the best of Walker's and Parente's knowledge, other than in connection with these cases, Parente has no connection with the Debtor, its creditors, the Office of the United

States Trustee or any other party in interest in these Chapter 11 cases or their respective attorneys or accountants, except as described herein or in the Walker Declaration. Further, Parente is not employed by, and has not been employed by, any entity other than the Committee in matters related to these Chapter 11 cases. As described in the Walker Declaration, Parente has undertaken a detailed search to determine and to disclose whether they are or have been employed by any significant creditors, equity security holders, insiders or other parties in interest in such unrelated matters.

12. To the best of Parente's knowledge, information and belief, Parente neither holds nor represents any interest adverse to the Debtor or their estates in the matters for which it is proposed to be retained. Accordingly, Parente believes that it is a "disinterested person," as defined in § 101(14) of the Bankruptcy Code and as modified by § 1107(b) of the Bankruptcy Code and as required by § 327(a). The Committee submits that its employment of Parente would be in the best interests of the Committee and these estates.

Notice and Prior Application

13. Notice of this Application has been given to: (a) the Office of the U.S. Trustee; (b) counsel for the Debtor; and (c) those parties, which have filed a notice of appearance pursuant to Bankruptcy Rule 2002. In light of the nature of the relief requested herein, the Committee submits that no other or further notice is required.

14. No prior request for the relief sought in this Application has been made to this or any other court.

15. The undersigned, on behalf of the Committee, hereby acknowledges that the Committee has read a copy of the Walker Declaration.

16. The Committee believes and, therefore, avers that Parente neither holds nor represents any interest adverse to that of the Debtor's estates and is a disinterested person with the meaning of 11 U.S.C. § 327.

WHEREFORE, the Committee requests the entry of an Order authorizing the Committee to employ Parente Randolph, LLC as its accountants and financial advisors *nunc pro tunc* to September 15, 2003.

Dated: September 22, 2003

THE OFFICIAL COMMITTEE OF
MET-COIL SYSTEMS CORPORATION

By: 
Lee Ann Bergeron
Chairperson