

**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF DELAWARE**

IN RE:	:	Chapter 11
MET-COIL SYSTEMS	:	Case No. 03-12676(MFW)
CORPORATION	:	
Debtor	:	

**ORDER APPROVING SECOND INTERIM FEE APPLICATION  
REQUEST OF PARENTE RANDOLPH, LLC FOR INTERIM COMPENSATION FOR  
SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES AS ACCOUNTANTS  
AND FINANCIAL ADVISORS TO THE OFFICIAL COMMITTEE OF UNSECURED  
CREDITORS FOR THE PERIOD FROM  
JANUARY 1, 2004 THROUGH APRIL 30, 2004**

Upon consideration of Parente Randolph’s Second Interim Fee Application Request (the “Request”) for the period commencing January 1, 2004 through and including April 30, 2004 (the “Period”); and this Court having determined that proper and adequate notice has been given and that no other or further notice is necessary; and after due deliberation thereon; and good and sufficient cause appearing therefore,

IT IS HEREBY ORDERED that:

1. The Request is granted.
2. Parente Randolph, LLC is allowed compensation and reimbursement of expenses for the period and in the amount set forth in its Request, subject to the filing of a final fee application.
3. The above-captioned debtor and debtor in possession is authorized to disburse to Parente Randolph, LLC payments in the amount of the difference between (i) 100% of the total fees set forth in the Fee Applications and (ii) the actual interim payments received by Parente Randolph, LLC for fees and expenses under the Fee Applications, as set forth in the Request.

4. This Order shall be effective immediately upon entry.

Dated: \_\_\_\_\_, 2004

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Honorable Mary F. Walrath  
Chief United States Bankruptcy Court Judge