

**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.)	
)	

**ORDER AUTHORIZING THE APPOINTMENT OF ERIC D. GREEN
AS LEGAL REPRESENTATIVE FOR FUTURE CLAIMANTS**

Upon the application (the "**Application**")¹ of the debtor and debtor in possession (the "**Debtor**") in the above-captioned chapter 11 case (the "**Case**"), pursuant to 105 and 1109 of the Bankruptcy Code for the appointment of Eric D. Green as legal representative for future claimants; and it appearing that the Court has jurisdiction over the Application pursuant to 28 U.S.C. § 157(b)(2); and due and adequate notice of the Application having been given; and it appearing that no other or further notice need be given; and this Court having determined that granting the relief requested in the Application is in the best interest of the Debtor, its estate, its creditors and the Future Claimants; and after due deliberation and sufficient cause appearing therefore;

IT IS HEREBY ORDERED THAT:

1. The Application is granted.
2. The Debtor is authorized to appoint Eric D. Green to act as the Future Claimants' Representative to represent the interests of Future Claimants, effective as of September 10, 2003.

¹ All capitalized terms used herein but not defined herein shall have the meanings given them in the Application.

3. Eric D. Green is appointed as the Future Claimants Representative pursuant to the following terms and conditions:

- a. Standing. The Future Claimants' Representative has standing under section 1109(b) of the Bankruptcy Code to be heard as a party in interest in all matters relating to the Debtor's chapter 11 case, and has such powers and duties of a committee as set forth in section 1103 of the Bankruptcy Code as are appropriate for a Future Claimants' Representative
- b. Engagement of Professionals. The Future Claimants' Representative may employ attorneys, experts and other professionals, consistent with sections 105, 327 and 1103 of the Bankruptcy Code, subject to prior approval of the Bankruptcy Court.
- c. Compensation. Compensation, including professional fees and reimbursement of expenses, will be payable to the Future Claimants' Representative and his professionals from Met-Coil's estate, subject to approval of the Court, and such other orders as may be entered by the Court with respect to the compensation of professionals in this case. Mr. Green shall be compensated at the rate of \$600 per hour.
- d. Liability/Indemnity of Future Claimants' Representative. The Future Claimants' Representative will not be liable for any damages, or have any obligations other than as prescribed by orders of this Court; provided, however, that the Future Claimants' Representative will be liable for damages caused by his willful misconduct or gross negligence. The Future Claimants' Representative will not be liable to any person as a result of any action or omission taken or made by the Future Claimants' Representative in good faith. Met-Coil will indemnify, defend and hold the Future Claimants' Representative harmless from any claims by any party against the Future Claimants' Representative arising out of or relating to the performance of his duties as Future Claimants' Representative, provided however, that the Future Claimants' Representative will not have such indemnification rights if a court of competent jurisdiction determines pursuant to a final and non-appealable order that the Future Claimants' Representative is liable upon such claim as a result of willful misconduct or gross negligence. If, before the earlier of (i) the entry of an order confirming a chapter 11 plan in Met-Coil's

chapter 11 case (that order having become a final order and no longer subject to appeal), and (ii) the entry of an order closing Met-Coil's chapter 11 case, the Future Claimants' Representative believes that he is entitled to payment of any amounts by Met-Coil on account of Met-Coil's indemnification, contribution or reimbursement obligations under this Order, including, without limitation, the advancement of defense costs, the Future Claimants' Representative must file an application in this Court, and Met-Coil may not pay any such amounts to the Future Claimants' Representative before the entry of an order by this Court approving the payment. The preceding sentence is intended to specify the period of time under which this Court shall have the jurisdiction over any request for fees and expenses by the Future Claimants' Representative for indemnification, contribution or reimbursement and is not a limitation on the duration of Met-Coil's obligation to indemnify the Future Claimants' Representative. In the event that a cause of action is asserted against the Future Claimants' Representative arising out of or relating to the performance of his duties as Future Claimants' Representative, the Future Claimants' Representative shall have the right to choose his own counsel.

- e. Future Claimants Representative Liability Insurance: The Debtor is authorized to obtain the Future Claimants' Representative Liability Insurance and to pay any premiums necessary to maintain such insurance
- f. Right to Receive Notices. The Future Claimants' Representative and his counsel are entitled to receive all notices and pleadings that are served upon any committee appointed in this case or any other third parties in interest and their respective counsel pursuant to any and all orders entered in this chapter 11 case.

4. The Court shall retain jurisdiction over any matters arising from or related to the implementation or interpretation of this Order.

Dated: _____, 2003
Wilmington, Delaware

UNITED STATES BANKRUPTCY JUDGE