

EXHIBIT A

BEAUMONT, TEXAS

BOWLING GREEN, OHIO

CHARLOTTE, NORTH CAROLINA

CHICOPEE, MASSACHUSETTS

DALLAS, TEXAS

DENVER, COLORADO

DES MOINES, IOWA

HIGHLAND, ILLINOIS

LA GRANGE, GEORGIA

NAPERVILLE, ILLINOIS

ORLANDO, FLORIDA

PALO ALTO, CALIFORNIA

RIVERSIDE, CALIFORNIA

SEATTLE, WASHINGTON

SHARON, PENNSYLVANIA

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BANKRUPTCIES

STATES BANKRUPTCY COURT — SOUTHERN DISTRICT OF NEW YORK

re 11 No 01 16034 (AUC) by Administrated

ORDER AUTHORIZING SALE OF ALL OF THE ISSUED AND OUTSTANDING MEMBERSHIP INTERESTS IN CROSSCOUNTRY ENERGY, LLC

EOS and Enron Transportation Services, LLC ("ETS") as debtors and debtors in possession (collectively, the "Debtors") and EOC...

in Order Pursuant to Sections 105 and 363 of Bankruptcy Code and Federal Rules of Bankruptcy Procedure 2004-2004-9013 And...

acceptance of competing bids at the Auction (the "Bidding Procedures") for the Equity Interest.

here upon consultation with the Creditors' Committee, deem appropriate (which date and time of such adjournment are reason...

Committee (i) determine whether any person is a Qualified Bidder (as defined herein); (ii) coordinate the efforts of potential...

he Equity Interest (each bid a Competing Bid) must submit a Qualified Bid (as defined below) to purchase the Equity Interest...

clude (a) a cash deposit (or other bank cashier's check or letter of credit) in the amount of Thirty million dollars (\$30,000,000)...

Committee shall entertain bids that are on substantially the same terms and conditions as those terms set forth in the Purchase...

such Earnest Money Deposit is to be returned to the Seller in the form of a wire transfer to a cashiers check to the Seller...

upon consultation with the Creditors' Committee and JP Morgan Chase Bank as Escrow Agent...

in writing (b) signed by an individual authorized to bind the prospective purchaser and received no later than 5:00 p.m. (New...

initially similar to the Purchase Agreement which the Debtors filed on June 25, 2004, marked to show any modifications made...

b. in an amount valued by the Debtors that is at least ten million dollars (\$10,000,000) greater than the Preliminary Purchase...

regarding the Equity Interest should contact Raffi Nathoo, Senior Managing Director, The Blackstone Group...

id Deadline and prior to the commencement of the Auction upon consultation with the Creditors' Committee: (i) evaluate all...

bsolute discretion in consultation with the Creditors' Committee may reject any Competing Bid that is not in conformity with...

f the Purchaser may be in arrears of at least one million dollars (\$1,000,000) higher than the highest prior bid...

winning Bidder or the Deposit of the Purchaser of the Purchaser is the Winning Bidder shall be retained by the Seller...

winning Bidder or the Deposit of the Purchaser of the Purchaser is the Winning Bidder shall be retained by the Seller...

BANKRUPTCIES

IN THE UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE

In re MET COIL SYSTEMS CORPORATION Debtor

Chapter 11 Case No. 03 12676 (MFW)

Objection Date July 21, 2004, 4:00 p.m. (Eastern Time)

Hearing Date July 28, 2004, 11:30 a.m. (Eastern Time)

NOTICE OF (1) APPROVAL OF DISCLOSURE STATEMENT (2) HEARING ON CONFIRMATION OF PLAN (3) DEADLINE AND PROCEDURES FOR FILING OBJECTIONS TO CONFIRMATION OF PLAN (4) DEADLINE AND PROCEDURES FOR TEMPORARY ALLOWANCE OF CERTAIN CLAIMS FOR VOTING PURPOSES (5) TREATMENT OF CERTAIN CLAIMS FOR NOTICE AND VOTING PURPOSES (6) RECORD DATE AND (7) VOTING DEADLINE FOR RECEIPT OF BALLOTS

PLEASE TAKE FURTHER NOTICE that Met Coil Systems Corporation debtor and Debtor in possession in the above captioned case (the Debtor) and Mestek Inc., Mestek, an sole-owning acceptances of 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 Plan) attached as Exhibit A to the Fourth Amended Disclosure Statement with Respect to the Fourth Amended Chapter 11 Plan of Reorganization of Met Coil Systems Corporation and Mestek Inc. as Co-Proponents dated June 22, 2004 (the Disclosure Statement) from certain impaired claimholders who are to be entitled to receive distributions under the Plan. Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Plan.

PLEASE TAKE FURTHER NOTICE that the Debtor is not soliciting votes on the Plan from Claimholders or Interests based upon or arising from Met Coil's equity securities or Non-Compensation Damages Claims. Such Claimholders and Interests will be deemed to reject the Plan and the Debtor will seek confirmation of the Plan pursuant to 11 U.S.C. § 1129(b) over the deemed rejection of the classes of such Claims and interests.

PLEASE TAKE FURTHER NOTICE THAT THE PLAN ATTACHED AS EXHIBIT A TO THE DISCLOSURE STATEMENT PROVIDES AMONG OTHER THINGS FOR THE ISSUANCE OF INDUCTIONS UNDER SECTIONS OF THE BANKRUPTCY CODE THAT RESULT IN THE CHANNELING OF ALL ALLEGED TCE RELATED PERSONAL INJURY CLAIMS (DEFINED 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 PLAN. THE PLAN CONTAINS A TCE CHANNELING INDUCTION AND RELEASE IN FAVOR OF THE PROTECTED PARTIES AN INDUCTION 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 INDUCTIONS UPON THE EXECUTION OF THE PLAN.

PLEASE TAKE FURTHER NOTICE that the Bankruptcy Court has signed an Order dated July 22, 2004 (the Solicitation Procedures Order) approving the Disclosure Statement with the meaning of section 1125 of the Bankruptcy Code for use in seeking acceptances or rejections of the Plan and providing among other things that:

1. Confirmation Hearing Date A HEARING TO CONSIDER CONFIRMATION OF THE PLAN (THE "CONFIRMATION HEARING") WILL BE HELD AT 11:30 A.M. (EASTERN TIME) ON JULY 28, 2004, BEFORE THE HONORABLE MARY F. WALKER in the United States Bankruptcy Court for the District of Delaware, 824 Market Street, 6th Floor, Wilmington, Delaware 19801. The Confirmation Hearing may be continued from time to time by announcing such continuance in open court, and the Plan may be further modified if necessary pursuant to 11 U.S.C. § 1127 prior to during, or as a result of the Confirmation Hearing, without further notice to parties in interest.

2. Objections to Confirmation. ANY PARTY IN INTEREST OBJECTING TO THE PLAN MUST FILE AN OBJECTION TO THE CONFIRMATION OF THE PLAN (A "CONFIRMATION OBJECTION") NO LATER THAN JULY 21, 2004 AT 4:00 P.M. (EASTERN TIME). Any Confirmation Objection must: (a) be in writing; (b) comply with the Bankruptcy Rules and the Local Rules; (c) set forth the name of the objector and the nature and amount of any claim or interest asserted by the objector against or in the Debtor; its estate or its property; (d) state with particularity the legal and factual bases for the objection, including suggested language to be added or existing language to be amended or deleted; (e) be filed with the Bankruptcy Court together with proof of service and served by personal service, overnight delivery, or first class mail so as to be RECEIVED no later than July 21, 2004 at 4:00 p.m. (Eastern Time) by the following parties:

(a) Counsel to the Debtor: (i) Goldberg, Kohn, Bell, Black, Rosenbloom & Moritz, Ltd., 55 East Monroe Street, Suite 3700, Chicago, Illinois 60603; Attn: Ronald Barilant, Esquire; and (ii) Morris, Nichols, Arsho & Tunnell, LLP, 1201 North Market Street, P.O. Box 134, Wilmington, Delaware 19899-134; Attn: Eric D. Schwartz, Esquire; and (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, P.O. Box 1000, West Street, Suite 1540, Wilmington, Delaware 19801; Attn: Scott O. Cusans, Esquire; (c) Counsel for the Committee: (i) Althea Harrison, Harvey, Karp & Ellick, L.P., Delaware Avenue, Suite 1000, Wilmington, Delaware 19801; Attn: Robert Bell, Esquire; (d) Counsel for the Legal Representative: (i) Jones Conaway Starrett & Taylor, LLP, 1700 Broadview Blvd., 1000 West Street, 7th Floor, Wilmington, Delaware 19801; Attn: Jam L. Patton, J. Esq.; and (e) the Clerk of the Court: (i) U.S. Bankruptcy Court, 824 Market Street, 6th Floor, Wilmington, Delaware 19801; Attn: Margaret Hamlin Esquire.

CONFIRMATION OBJECTIONS NOT TIMELY FILED AND SERVED IN THE MANNER SET FORTH ABOVE SHALL NOT BE CONSIDERED AND SHALL BE DEEMED OVERRULED.

Temporary Allowance of Claim. Any holder of a Claim against the Debtor who has not timely filed an objection by June 22, 2004, shall not be entitled to vote on the Plan, except to the extent that:

on or before June 22, 2004, the objection to such claim has been withdrawn or resolved in favor of the creditor asserting the claim. Any Persons or Entities who timely filed a proof of claim reflecting a claim or portion of a claim that is unliquidated shall have its claim disallowed in its entirety for voting purposes. Any Person or Entities who timely filed a proof of claim reflecting a claim or portion of a claim that is contingent shall have its claim disallowed in its entirety for voting purposes. If you disagree with the Debtor's classification of or objection to your claim and believe that you should be entitled to vote on the Plan other than as set forth above, then you must: (x) have timely filed a proof of claim by the applicable Bar Date or your proof of claim must be deemed timely filed by an order of the Court prior to the Voting Deadline; (y) contact Bankruptcy Management Corporation to obtain a Ballot and file the Ballot by the Voting Deadline; and (z) timely file and serve a motion for order pursuant to Fed. R. Bankr. P. 3018(a) in the manner set forth below seeking temporary allowance of such claim for the purpose of accepting or rejecting the Plan.

4. Rule 3018(a) Motion Deadline. Pursuant to Federal Rule of Bankruptcy Procedure 3018(a) and except as otherwise noted in the Solicitation Procedures Order, July 16, 2004 at 4:00 p.m. (Eastern Time) (the "Rule 3018(a) Motion Deadline"), is fixed as the last date and time for filing and serving motions pursuant to Fed. R. Bankr. P. 3018(a) / Rule 3018(a) Motions seeking temporary allowance of claims for the purpose of voting to accept or reject the Plan. Rule 3018(a) Motions must be filed and served on the persons and in the manner set forth in Paragraph 2 above so that they are RECEIVED no later than the Rule 3018(a) Motion Deadline. Any party who has (a) timely filed a proof of claim (as stated above) and (b) files and serves a Rule 3018(a) Motion in accordance with the above shall be permitted to cast a provisional vote to accept or reject the Plan. Objections of any to any Rule 3018(a) Motions must be filed on July 21, 2004 at 4:00 p.m. (Eastern Time) and to the extent that the Debtor and such party are unable to resolve the issues raised by the Rule 3018(a) Motion prior to the Voting Deadline, then at the Confirmation Hearing, the Court shall determine whether the provisional Ballot is to be counted as a vote on the Plan and in what amount. Rule 3018(a) Motions that are not timely filed and served in the manner as set forth in Paragraphs 3 and 4 herein shall not be considered, and such Claims referred to therein shall not be counted in determining whether the Plan has been accepted or rejected.

5. Treatment of Certain Claims. Any holder of a claim that (a) is scheduled in the Debtor's schedules of assets and liabilities dated as of September 25, 2003, or any amendment thereto (the "Schedules") at zero or in an unknown amount or as disputed unliquidated or contingent and is not the subject of a timely filed proof of claim or a proof of claim deemed timely filed by the Bankruptcy Court pursuant to either the Bankruptcy Code or any order of the Bankruptcy Court or otherwise deemed timely filed under applicable law or (b) is not scheduled and is not the subject of a timely filed proof of claim or a proof of claim deemed timely filed by the Bankruptcy Court pursuant to either the Bankruptcy Code or any order of the Bankruptcy Court or otherwise deemed timely filed under applicable law shall not be treated as a creditor with respect to such claim for purposes of (i) receiving notices regarding the Plan or (ii) voting on the Plan.

6. Record Date. Notwithstanding anything to the contrary in the Federal Rules of Bankruptcy Procedure, June 22, 2004 shall be the record date for determining (a) the creditors and equity security holders entitled to receive solicitation materials and other notices and (b) the creditors entitled to vote to accept or reject the Plan.

7. Voting Deadline. If you hold a claim as of the Record Date and are entitled to vote to accept or reject the Plan in order for your vote to be counted, BALLOTS ACCEPTING OR REJECTING THE PLAN MUST BE PROPERLY COMPLETED, EXECUTED AND RECEIVED BY JULY 21, 2004 AT 4:00 P.M. (PACIFIC TIME) (THE "VOTING DEADLINE") by the Voting Agent, Bankruptcy Management Corporation at the address set forth on the Ballot. Ballots may NOT be cast by facsimile transmission or email. BALLOTS THAT ARE NOT RECEIVED BY THE VOTING DEADLINE WILL NOT BE COUNTED. 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.

8. Convenience Class Election. Holders of Class 4.3 (Claims Generally Unsecured Claims other than Convenience Class Claims, Mestek Unsecured Claims, TCE Property Damage Claims Arising in Connection with the Mayfield Litigation and TCE PI Claims) may elect to reduce their Class 4.3 Claims against the Debtor for purposes of voting and distributions under the Plan to the amount of \$10,000 and be treated as Class 4.1 (Claims Generally Unsecured Claims). Instructions for making this election are included with the Ballot for Class 4.3 Claims.

9. Information and Documents. Copies of the Plan, the Disclosure Statement, the Solicitation Procedures Order and pending and orders in the Debtor's case are publicly available for review at the Office of the Clerk, United States Bankruptcy Court for the District of Delaware or at the Court's website: www.usdebtcourtsgov/12/PwCER/court.htm (required) or the website of Bankruptcy Management Corporation: www.bmcorg.net/infocentral/Copies of the Disclosure Statement with the Plan attached thereto (Exhibit A) and the Solicitation Procedures Order at c.m.us may be obtained at the Debtor's expense by contacting Bankruptcy Management Corporation at 888.954.0180 or the Debtor's counsel: (i) Goldberg, Kohn, Bell, Black, Rosenbloom & Moritz, Ltd., 55 East Monroe Street, Suite 3700, Chicago, Illinois 60603; Attn: Kathryn Panameter, Esquire; (ii) Morris, Nichols, Arsho & Tunnell, LLP, 1201 North Market Street, P.O. Box 134, Wilmington, Delaware 19899-134; Attn: David Butz, Esquire; at 302.408.3200.