

**EXHIBIT A**

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

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

**STIPULATION ALLOWING THE CLAIMS OF THE DEVANE  
PLAINTIFFS FOR DISTRIBUTION PURPOSES**

Met-Coil Systems Corporation, debtor and debtor-in-possession in the above-captioned Chapter 11 Case (the "**Debtor**") and the so-called "Devane Plaintiffs", as defined below, hereby agree and stipulate as follows:

WHEREAS, on or about August 6, 2001, Jeanette DeVane, Barbara L. Frantik, Thomas G. Frantik, Lee J. Herrera, Jane Kuta, Richard Kuta, Michael Papadopolous, Andrew Wroble and Karen Mulacek (collectively, the "**DeVane Plaintiffs**") filed their Third Amended Complaint in the Circuit Court of DuPage County, Illinois (the "**DuPage County Court**") against the Debtor, among others, alleging property damage and nuisance relating to the alleged contamination of their properties and drinking water wells (the "**Litigation**");

WHEREAS, on or about July 11, 2003, following a jury trial, the DuPage County Court entered judgment in favor of the DeVane Plaintiffs and against the Debtor and Honeywell International, Inc. in the amount of \$368,500.00 in compensatory damages and against the Debtor for \$2,000,000.00 in punitive damages (the "**Judgment**");

WHEREAS, on August 26, 2003 (the "**Petition Date**"), the Debtor filed a voluntary petition for relief under Chapter 11 of the Bankruptcy Code;

WHEREAS, on November 13, 2003, each of the DeVane Plaintiffs filed a proof of claim against the Debtor based upon the Judgment in the Litigation (Claim Nos. 188 (DeVane/Herrera), 189 (Wroble), 190 (Frantiks), 191 (Papadopolous), 192 (Kutas), and 193 (Mulacek));

WHEREAS, the Debtor filed an objection with respect to Claim Nos. 188, 189, 190, 191, 192 and 192 in its Second Omnibus Objection (Substantive) (D.I. 327) (the "**Objection**")

WHEREAS, on June 22, 2004, the Debtor and Mestek, Inc. ("**Mestek**") filed a Fourth Amended Chapter 11 Plan of Reorganization Proposed by Met-Coil Systems Corporation and Mestek, Inc., as Co-Proponents (as may be amended, modified, or supplemented from time to time, the "**Plan**");<sup>1</sup>

WHEREAS, the Debtor and the DeVane Plaintiffs wish to enter into an agreement for the purpose of allowing in part Claim Nos. 188, 189, 190, 191, 192 and 193, setting the distribution on account of such claims, resolving the Objection and agreeing to the Release of Judgment as described below;

NOW, THEREFORE, IT IS HEREBY STIPULATED AND AGREED as follows:

1. Each of Claim Nos. 188, 189, 190, 191, and 192 shall be deemed allowed general unsecured claims and shall receive the following distributions under the Plan:

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<sup>1</sup> All capitalized terms that are not defined herein shall have the meaning ascribed to them in the Plan.

188 (DeVane/Herrera)	\$25,200
189 (Wroble)	\$29,750
190 (Frantik)	\$87,500
191 (Papadopolous)	\$10,500
192 (Kuta)	\$101,500

2. Claim No. 193 shall be an allowed in part as an Allowed Class 4.1 Claim in the amount of \$5,000.

3. Other than the distributions set forth in Paragraph 1 above, the DeVane Plaintiffs shall not be entitled to any other distributions under the Plan or from the Debtor or Reorganized Debtor.

4. Each DeVane Plaintiff hereby acknowledges and agrees to be bound by the terms of Sections 7.03(a) (Release of Protected Parties), 7.03(b) (The TCE Channeling Injunction), 7.13 (Release of Recovery Actions) and 12.01(b) (Debtors' Discharge) of the Plan.

5. The DeVane Plaintiffs hereby agree that pursuant to the Plan and this Stipulation, that they have received full satisfaction of the Judgment and hereby agree to release the Debtor from the Judgment. The DeVane Plaintiffs further consent to the DuPage County Court's vacation and dismissal of the Judgment, pursuant to 735 ILCS 5/12-183h of the Illinois Code of Civil Procedure pursuant to a mutually agreed upon order by the DeVane Plaintiffs and the Debtor.

6. This Stipulation may be executed in counterparts, each of which shall be deemed an original, but together shall constitute one in the same instrument.

Dated: July \_\_, 2004

MET-COIL SYSTEMS CORPORATION

JEANETTE DEVANE, BARBARA L. FRANTIK, THOMAS G. FRANTIK, LEE J. HERRERA, JANE KUTA, RICHARD KUTA, MICHAEL PAPADOPOLOUS, ANDREW WROBLE, KAREN MULACEK

By: Alicia Kelly

By: [Signature]

Eric D. Schwartz (No. 3134)  
Daniel B. Butz (No. 4227)  
MORRIS, NICHOLS, ARSHT & TUNNEL  
1201 North Market Street  
P. O. Box 1347  
Wilmington, Delaware 19899-1347  
Telephone: (302) 658-9200

*Alicia B. Kelly*  
(No. 4475)

SHAW, GUSSIS, FISHMAN, GLANTZ, WOLFSON & TOWBIN, LLC  
Brian L. Shaw (Illinois ARDC# 621637)  
1144 West Fulton Street, Suite 200  
Chicago, Illinois 60607  
Telephone: (312) 541-0151  
Facsimile: (312) 541-0155

GOLDBERG KOHN BELL BLACK  
ROSENBLOOM & MORITZ, LTD.  
Ronald Barliant (Illinois ARDC# 0112984)  
Kathryn A. Parmenter (Illinois ARDC #6231191)  
55 East Monroe Street, Suite 3700  
Chicago, Illinois 60603  
Telephone: (312) 201-4000  
Facsimile: (312) 332-2196

Counsel for Met-Coil Systems Corporation,  
the Debtor and Debtor in Possession