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.	)	**Re: D.I. 11, 50 & 101**

SECOND INTERIM ORDER AUTHORIZING DEBTOR TO EMPLOY AND COMPENSATE PROFESSIONALS FOR SERVICES RENDERED IN THE ORDINARY COURSE OF BUSINESS

Upon the application (the "**Application**")[1] of the debtor and debtor in possession (the "**Debtor**") in the above-captioned Chapter 11 case (the "**Case**"), for entry of an Order authorizing debtor to employ and compensate professionals for services rendered in the ordinary course of business (D.I. 11); and upon the Kuoni Affidavit; and upon the Debtor's Emergency Motion For Interim Relief With Respect To Debtor's Application For Entry Of Order Authorizing Debtor To Employ And Compensate Professionals For Services Rendered In The Ordinary Course Of Business (the "**Emergency Motion**"); and it appearing that the Court has jurisdiction over the Application pursuant to 28 U.S.C. § 157(b)(2)(A); 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 interests of the Debtor, its estate and its creditors; and after due deliberation and sufficient cause appearing therefor;

IT IS HEREBY ORDERED THAT:

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

1. The Application is granted on an interim basis as set forth herein and the hearing on the balance of the relief sought in the Application, if necessary, shall be held on October 20, 2003 at 3:00 p.m. (Eastern).

2. Upon the entry of this Order, the Debtor is authorized to retain (i) BANDZA Construction; and (ii) Thermal Remediation Services (collectively, the "**Retained Ordinary Course Professionals**").

3. The Debtor may employ and retain the Retained Ordinary Course Professionals on terms substantially similar to those in effect prior to the Petition Date, and on an as-needed basis during the course of the Case, without the need to file individual retention applications for each, provided that such professionals do not represent or hold any interest adverse to the Debtor or its estate on the matters for which they are being engaged. Within thirty (30) days of the entry of this Order, each Retained Ordinary Course Professional shall file an affidavit substantially in the form of **Exhibit B** to the Application ("**Affidavit**").

4. Upon the filing of an Affidavit by a Retained Ordinary Course Professional, the United States Trustee for the District of Delaware, counsel to any official committee(s) of unsecured creditors (if and when appointed), counsel to the postpetition lender and all parties who have filed requests for notices in the Case (the "**Notice Parties**") shall have ten (10) business days to object to such retention (the "**Objection Deadline**"). If no objection is filed with the Court prior to the Objection Deadline, such Retained Ordinary Course Professional's retention shall be approved on a final basis. If an objection is filed prior to the Objection Deadline, the retention shall be set for hearing.

5. The arrangements for compensation reached between the Debtor and each Retained Ordinary Course Professional shall be based reasonably upon the nature, extent and value of such services, the time spent on such services, and the cost of comparable services other than in a case under chapter 11 of the Bankruptcy Code, as well as for the reimbursement of actual and necessary expenses, not exceeding the value of such expenses.

6. All transactions between the Debtor and each Retained Ordinary Course Professional shall be subject to § 329 of the Bankruptcy Code as well as to all other applicable provisions of the Bankruptcy Code regulating the fairness and reasonable worth of services rendered by professionals seeking and receiving compensation.

7. Each Retained Ordinary Course Professional retained in accordance with the terms of this Order may be paid by the Debtor on a monthly basis without formal application to the Court in an amount equal to one hundred percent (100%) of the monthly fees and disbursements incurred by such professional, upon submission to the Debtor of an appropriate invoice setting forth in reasonable detail the nature of the services rendered (without prejudice to the Debtor's right to dispute any such invoices); provided, that the fees and disbursements to each Retained Ordinary Course Professional (other than the remediation consultants) do not exceed the sum of $50,000.00 in any calendar month.

8. If the amount of fees and disbursements billed by a Retained Ordinary Course Professional exceeds the maximum amount set forth above, the payment of such Retained Ordinary Course Professional's fees and expenses for that calendar month will be subject to the approval of the Court in accordance with §§ 330 and 331 of the Bankruptcy Code. This paragraph shall not apply to the remediation consultants who are Retained Ordinary Course Professionals.

9. The procedures established by this Order for the retention and payment of the Retained Ordinary Course Professionals will not apply to those law firms and other professionals which either are not Retained Ordinary Course Professionals or that are retained by or to be retained by the Debtor pursuant to separate Orders of this Court.

Dated: Sept 23, 2003

Wilmington, Delaware

UNITED STATES BANKRUPTCY JUDGE

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