

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

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

**STIPULATION ALLOWING THE CLAIMS OF DUPAGE COUNTY, ILLINOIS
STATE'S ATTORNEY FOR DISTRIBUTION PURPOSES**

Met-Coil Systems Corporation, debtor and debtor in possession in the above-captioned Chapter 11 case (the "**Debtor**"), Mestek, Inc. ("**Mestek**"), and DuPage County, Illinois State's Attorney ("**DuPage**") hereby agree and stipulate as follows:

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

WHEREAS, DuPage filed a proof of claim asserting a prepetition general unsecured claim in the amount of \$28,620.65 against the Debtor ("**Claim No. 300**");

WHEREAS, DuPage has asserted administrative expense claims against the Debtor for costs incurred in overseeing the remediation of the Lockformer Site (as defined in the Plan) (the "**DuPage Administrative Claims**");

WHEREAS, on June 22, 2004, the Debtor and 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**");¹

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

WHEREAS, the Debtor, Mestek and DuPage wish to enter into an agreement for the purpose of allowing Claim No. 300, setting the distribution on account of Claim No. 300 to DuPage and agreeing to the treatment and payment of the DuPage Administrative Claims;

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

1. Claim No. 300 shall be deemed an Allowed Class 4.3 Claim (General Unsecured Claims other than Convenience Claims, Mestek Unsecured Claim (if Mestek is the Winning Plan Sponsor), TCE Property Damage Claims arising in connection with the Mejdrech Litigation and TCE PI Claims) against the Debtor's estate in the amount of \$28,620.65.

2. DuPage hereby waives its right to a distribution under the Plan on account of Claim No. 300.

3. Subject to Paragraph 4 below, the Reorganized Debtor shall pay DuPage in Cash for the DuPage Administrative Claims to the extent such Claims are reasonable costs actually incurred by DuPage, directly related to DuPage's oversight of the remediation of the Lockformer Site and were/are incurred on or after the Petition Date but before the Effective Date of the Plan.

4. With respect to the DuPage Administrative Claims, DuPage shall provide the Reorganized Debtor with an invoice(s) within ninety (90) days after the Effective Date. The Reorganized Debtor shall have fifteen (15) Business Days to review the invoice(s) and provide in writing to DuPage any questions or objections to such invoice(s). To the extent that the Reorganized Debtor has no dispute with respect to such

invoice(s), the Reorganized Debtor shall pay the undisputed portions of such invoice(s) within thirty (30) Business Days thereafter. To the extent that the Reorganized Debtor disputes such invoice(s), the Reorganized Debtor and DuPage agree to cooperate to reach a resolution with regard to any disputes and the agreed upon amount of the disputed portion of the invoice(s) shall be paid by the Reorganized Debtor within thirty (30) Business Days after the resolution of such dispute. The parties hereto agree that disputes shall be resolved by the United States Bankruptcy Court of the District of Delaware.

5. DuPage shall not be required to file the DuPage Administrative Claims on or before the Administrative Claims Bar Date.

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 23, 2004

MET-COIL SYSTEMS CORPORATION

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Counsel for Mestek, Inc.

DUPAGE COUNTY STATES ATTORNEY

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