

**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. 5

CERTIFICATION OF COUNSEL

I, James C. Carignan, hereby certify as follows regarding the Debtor’s Motion For Entry Of Order Authorizing (A) Continued Use Of (i) Business Forms And (ii) Cash Management System And (B) Waiver Of Investment Guidelines (D.I. 5) (the “Motion”):

1. On August 26, 2003, the above-captioned debtor and debtor-in-possession (the “Debtor”) filed the Motion, seeking interim and final relief.

2. On August 28, 2003, the Court entered the Interim Order Authorizing (A) Continued Use Of (i) Business Forms And (ii) Cash Management System And (B) Waiver Of Investment Guidelines (D.I. 46) (the “Interim Order”).

3. The Interim Order provided that if no party in interest objected to the Motion within thirty (30) days of the Interim Order being entered, the Court would enter a final order granting the relief requested by the Motion. (Interim Order, ¶ 2).

4. The Debtor and the United States Trustee for this region (the “Trustee”) have discussed the Motion since the Debtor filed the Motion, and the Trustee’s concerns have been resolved. Attached hereto as Exhibit “A” is the Final Order Authorizing (A) Continued Use Of (i) Business Forms And (ii) Cash Management System And (B) Waiver Of Investment Guidelines (the “Final Order”). Further, no objections to the Motion have been filed.

5. This Certification Of Counsel and attached Final Order have been served on the entities identified in the attached service list.

WHEREFORE, the Debtor respectfully requests that the Court enter the Final Order attached hereto as Exhibit "A".

Dated: October 15, 2003

MORRIS, NICHOLS, ARSHT & TUNNELL



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