

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

In re: : Chapter 11
: :
MET-COIL SYSTEMS CORPORATION, : :
: Case No. 03-12676 (MFW)
: :
: :
: Related Docket No. 106
Debtor. : :

**ORDER PURSUANT TO SECTIONS 1103(a) AND 328(a) OF
THE BANKRUPTCY CODE AUTHORIZING AND APPROVING THE
EMPLOYMENT AND RETENTION OF PARENTE RANDOLPH, LLC AS
ACCOUNTANTS AND FINANCIAL ADVISORS TO THE OFFICIAL COMMITTEE
OF UNSECURED CREDITORS NUNC PRO TUNC TO SEPTEMBER 15, 2003**

Upon consideration of the Application (the “Application¹”) For an Order Pursuant to Sections 1103(a) and 328(a) of the Bankruptcy Code Authorizing and Approving the Employment and Retention of Parente Randolph, LLC (“Parente”) as Accountants and Financial Advisors to the Official Committee of Unsecured Creditors (the “Committee”) *Nunc Pro Tunc* to September 15, 2003; the Declaration of Wayne R. Walker, a principal of Parente; and proper notice of the Application has been given and that no further notice or hearing is required, and the Court being satisfied that (i) Parente neither holds nor represents any interest adverse to the above-referenced Debtor’s estates; (ii) Parente is a disinterested party within the meaning of 11 U.S.C. § 327; and (iii) the employment of Parente is necessary and would be in the best interest of the Committee and these estates, and after due deliberation and sufficient cause therefore it is hereby

ORDERED that the Application is granted; and it is further

ORDERED that the Committee is authorized to employ Parente as its accountants and financial advisors to perform the services set forth in the Application; and it is further

¹ All capitalized terms shall have the same meaning described to them in the Application.

ORDERED that compensation and reimbursement of expenses for Parente shall be based upon the Federal Rules of Bankruptcy Procedure, the Local Rules of this Court and any administrative order governing compensation of professionals in this case, and it is further

ORDERED, that the appointment of Parente as accountants and financial advisors for the Committee shall be effective *nunc pro tunc* to September 15, 2003.

Wilmington, DE

Dated: _____, 2003

The Honorable Mary F. Walrath
Chief United States Bankruptcy Judge