

# **EXHIBIT B**

FOR THE DISTRICT OF DELAWARE  
IN THE UNITED STATES BANKRUPTCY COURT

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

**ORDER AUTHORIZING RETENTION AND EMPLOYMENT OF  
EXPONENT AS TOXICOLOGISTS AND EPIDEMIOLOGISTS  
FOR LEGAL REPRESENTATIVE FOR FUTURE CLAIMANTS**

Upon the application (the “Application”) of Eric D. Green, the legal representative (the “Future Claimants’ Representative”) for future claimants (the “Future Claimants”) for the issuance and entry of an order, pursuant to sections 105(a), 327, and 1103 of title 11 of the United States Code, 11 U.S.C. §§ 101 et. seq. (the “Bankruptcy Code”) and Rule 2014 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), authorizing and approving the retention and employment of Exponent as toxicologists, epidemiologists and consultants for the Future Claimants’ Representative to investigate the Debtor’s trichloroethylene-related liability; and upon the Declaration of Dr. Jeffrey H. Mandel (the “Mandel Declaration”); and the Court being satisfied that, except as otherwise set forth in the Mandel Declaration, (i) Neither Exponent, nor any consultant, analyst, or employee thereof, represent any interest adverse to the Debtor or its estate, (ii) Exponent and its consultants, analysts, and employees are “disinterested persons” as that term is defined in section 101(14) of the Bankruptcy Code, and (iii) the retention and employment of Exponent is necessary and would be in the best interests of the Debtor, its estate and its creditors as well as in the best interest for the Future Claimants’ Representative and of the Future Claimants; and due notice of

the Application having been given to the United States Trustee, counsel for the Debtor, counsel for the Official Committee of Unsecured Creditors, the DIP lender, and all parties who filed a Notice of Appearance herein; and it appearing that no other or further notice need be given; and no adverse interest being represented; and after due deliberation and sufficient cause appearing therefor; it is hereby

ORDERED, that the Application is hereby granted and approved; and it is further

ORDERED, that in accordance with sections 105(a), 327, and 1103 of the Bankruptcy Code and Bankruptcy Rule 2014, the Future Claimants' Representative is authorized and empowered to retain and employ Exponent, effective as of October 20, 2003 pursuant to the terms of the Application; and it is further

ORDERED, that Exponent shall be compensated by the Debtor in such amounts as may be allowed by this Court upon the filing of appropriate applications for allowance of interim or final compensation in accordance with the procedures set forth in sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, and any order entered by this Court establishing procedures for interim compensation and reimbursement of expenses of professionals.

Dated: Wilmington, Delaware  
\_\_\_\_\_, 2003

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The Honorable Mary F. Walrath  
United States Bankruptcy Judge

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

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

**DECLARATION OF JEFFREY H. MANDEL IN SUPPORT OF APPLICATION  
FOR ORDER AUTHORIZING PROPOSED LEGAL REPRESENTATIVE FOR  
FUTURE CLAIMANTS TO RETAIN AND EMPLOY EXPONENT  
PURSUANT TO FEDERAL RULE OF BANKRUPTCY PROCEDURE 2014(A)**

CHICAGO, ILLINOIS : SS

JEFFREY H. MANDEL, pursuant to 28 U.S.C. § 1746, declares:

1. I am a Senior Managing Scientist with the firm of Exponent, Two North Riverside Plaza, Suite 1400, Chicago, Illinois 60606. I submit this declaration (the “Mandel Declaration”) in support of the application to employ and retain Exponent as toxicologists, epidemiologists, and consultants, effective as of October 20, 2003 (the “Application”).

2. Eric D. Green, the legal representative (the “Future Claimants’ Representative”) for future claimants (the “Future Claimants”) in the above-captioned case, has requested that I, Doctor Abby A. Li, and my firm provide services as toxicologists, epidemiologists, and consultants to the Future Claimants’ Representative, and we have consented to provide such services.

3. Insofar as I have been able to ascertain, neither Exponent, nor any consultant, analyst, or employee thereof, represent any interest adverse to the Debtor or its estate, nor does the firm have any connection with the Future Claimants’ Representative, the Debtor in this chapter 11 case, its creditors, any other party in interest, its attorneys and accountants, or

other advisors, the United States Trustee, or any person employed in the Office of the United States Trustee, except as set forth in this Declaration.

4. Exponent, or any consultant, analyst, or employee thereof, may have performed services in the past and may perform services in the future, in matters unrelated to this chapter 11 case, for persons that are parties in interest in the Debtor's chapter 11 case. Exponent, its consultants, analysts, or employees may have been retained in cases, proceedings and transactions involving many different attorneys, accountants and other professionals, some of whom may represent or be employed by the Debtor, claimants and parties in interest in this chapter 11 case. Exponent, its consultants, analysts, or employees do not perform services for any such person in connection with this chapter 11 case, nor have any relationship with any such person, their attorneys or accountants that would be adverse to the Debtor or its estate.

5. Subject to court approval, and in accordance with Section 330(a) of the Code, compensation will be paid to my assistants and me on an hourly basis, plus reimbursement of actual, necessary expenses incurred. My hourly rate is \$350.00 and Dr. Li's hourly rate is \$245.00. Expenses for travel and consumables are billed at cost to the client. Charges are not accumulated or billed to the client for non-professional or clerical staff.

6. Exponent has not agreed to share and will not share any portion of the compensation to be received in connection with its retention in this case with any other person.

7. Insofar as I have been able to ascertain, Exponent, its consultants, analysts, and employees neither hold nor represent any interest adverse to the Debtor or its estate.

8. To the best of my knowledge, information and belief, Exponent, its consultants, analysts, or employees are disinterested persons, as that term is defined in section 101(14) of the Bankruptcy Code, and used in section 327(a) of the Bankruptcy Code.

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Jeffrey H. Mandel, M.D., M.P.H.