

## **EXHIBIT 1**

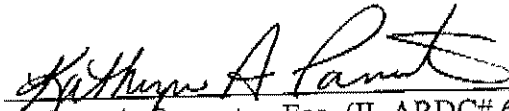


**PLEASE TAKE FURTHER NOTICE** that if an objection to a Cure Amount is timely submitted to the Debtor in accordance with the preceding paragraphs, you will then have thirty (30) days to negotiate the Cure Amount with the Debtor. To the extent an agreement is reached on the Cure Amount, the Debtor shall within five (5) days thereafter pay such Cure Amount. To the extent that an agreement is not reached on the Cure Amount, the Debtor shall file a notice with the Court setting a hearing on the next scheduled omnibus hearing date solely on the issue of the Cure Amount. Notice of such hearing shall be sent to your attention, the Core Group and those parties that have filed a request for service of pleading/notices pursuant to Fed. R. Bankr. P. 2002.

**PLEASE TAKE FURTHER NOTICE** that the Debtor reserves all rights to alter or amend the Cure Amount set forth on Exhibit A at any time. Should the Debtor amend the Cure Amount on Exhibit A, the Debtor will serve such amendments on the affected parties with a new objection deadline.

Dated: November 21, 2003

GOLDBERG, KOHN, BELL, BLACK,  
ROSENBLUM & MORITZ, LTD.



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Debtor In Possession

**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. 234)

**ORDER AUTHORIZING DEBTOR TO ASSUME EXECUTORY  
DISTRIBUTION AGREEMENTS AND CURE EXISTING DEFAULTS**

Upon the motion (the "Motion")<sup>1</sup> of the debtor and debtor in possession (the "Debtor") in the above-captioned chapter 11 case (the "Case"), for entry of an Order authorizing the Debtor to assume certain executory distribution agreements and cure existing defaults; and it appearing that the Court has jurisdiction over the Motion pursuant to 28 U.S.C. § 157(b)(2); and due and adequate notice of the Motion 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 Motion 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. The Motion is granted.
2. The Debtor is authorized, but not directed, to assume the Distribution Agreements identified on Exhibit "A" attached to the Motion, and to pay the Distributors the corresponding cure amounts whether identified on Exhibit A to the Motion or subsequently filed with the Court.

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<sup>1</sup> All capitalized terms used herein but not defined herein shall have the meanings given them in the Motion.

3. Nothing in this order shall be deemed a waiver by the Debtor of any claims, defenses or rights of setoff that it may have against the Distributors.

4. To the extent that any of the Distributors disagree with their respective cure amounts, such Distributor(s) shall send written notice to the Debtor within ten (10) days after the entry of this Order, setting forth the amount that it believes constitutes the correct cure amount. The Debtor and the Distributor(s) shall then have thirty (30) days to negotiate the cure amount. To the extent that the parties reach agreement on the cure amount, the Debtor shall within five (5) days thereafter pay such cure amount to the Distributor. To the extent that the parties are unable to reach agreement on the cure amount, the Debtor shall file a notice with the Court setting a hearing on the next omnibus hearing date solely on the issue of the cure amount. Notice of the hearing shall be sent to the Distributor(s), the Core Group and those parties that have filed a request for service of pleadings/notices pursuant to Fed. R. Bankr. P. 2002.\*

5. The Court shall retain jurisdiction over any matters arising from or related to the implementation or interpretation of this Order.

Dated: Nov 18, 2003  
Wilmington, Delaware

  
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HONORABLE MARY F. WALRATH  
CHIEF UNITED STATES BANKRUPTCY JUDGE

*\* Without limiting the foregoing, Red River Machinery shall be served with a copy of the motion and the cure amount corresponding to Red River Machinery. The objection procedure set forth in this Paragraph 4 shall apply to any objection that Red River Machinery may have to the motion as it relates to Red River Machinery or the corresponding cure amount.*