

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

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In re:	)	) Chapter 11
	)	
MET-COIL SYSTEMS CORPORATION,	)	) Case No. 03-12676 (MFW)
	)	
Debtor.	)	) <b>Objection Deadline: Feb. 10, 2004 - 4:00 p.m. (EST)</b>
	)	) <b>Hearing Date: Feb. 17, 2004 – 10:30 a.m. (EST)</b>

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**DEBTOR'S MOTION FOR LEAVE TO FILE UNDER SEAL EXHIBIT A  
TO ITS MOTION TO APPROVE 2004 SETTLEMENT AGREEMENT WITH  
TRAVELERS PURSUANT TO BANKRUPTCY CODE § 105 AND BANKRUPTCY  
RULE 9019**

Met-Coil Systems Corporation, as debtor and debtor in possession ("**Debtor**"), by and through its undersigned counsel, hereby moves this Court (the "**Motion to File Under Seal**") for entry of an order granting the Debtor leave to file *under seal* that certain Letter Agreement (the "**2004 Settlement Agreement**") by and among the Debtor, Mestek, Inc. ("**Mestek**"), and The Travelers Indemnity Company, Travelers Casualty and Surety Company, the Travelers Indemnity Company of Illinois n/k/a Travelers Property Casualty Company of America and Gulf Insurance Company (collectively, "**Travelers**", and together with the Debtor and Mestek, the "**Parties**"). In support of this Motion to File Under Seal, the Debtor respectfully states as follows:

**JURISDICTION**

1. The Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. Venue is proper in this District pursuant to 28 U.S.C. §§ 1408 and 1409. Consideration of this Motion to File Under Seal is a core proceeding pursuant to 28 U.S.C. § 157(b).

2. The predicates for the relief requested herein are § 107(b)(1) of the Bankruptcy Code and Bankruptcy Rule 9018.

### **INTRODUCTION**

3. On August 26, 2003 (the "**Petition Date**"), the Debtor filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code.

4. The Debtor is operating its business as a debtor in possession pursuant to §§ 1107 and 1108 of the Bankruptcy Code. An official committee of unsecured creditors (the "**Committee**") has been appointed.

5. Contemporaneously herewith, the Debtor filed its Motion to Approve 2004 Settlement Agreement With Travelers Pursuant to Bankruptcy Code § 105 and Bankruptcy Rule 9019 ("**Motion to Approve**"). A true and correct copy of the 2004 Settlement Agreement is attached to the Motion to Approve as Exhibit A, and through this motion, the Debtor is seeking to have the 2004 Settlement Agreement be filed and remain *under seal*.

### **RELIEF REQUESTED**

6. Section 107(b) of the Bankruptcy Code provides in relevant part, that "[o]n request of a party in interest, the bankruptcy court shall . . . (1) protect an entity with respect to a trade secret or confidential research, development, or commercial information. . . . 11 U.S.C. § 107(b)(1).

7. Similarly, Bankruptcy Rule 9018 provides as follows:

On motion or on its own initiative, with or without notice, the court may make any order which justice requires (1) to protect the estate or any entity in respect of a trade secret or other confidential research, development, or commercial information . . .

Fed. R. Bankr. P. 9018.

8. By this Motion to File Under Seal, the Debtor seeks entry of an order, in accordance with § 107(b)(1) of the Bankruptcy Code and Bankruptcy Rule 9018, allowing the Debtor to file and maintain *under seal* confidential commercial information, namely Exhibit A to the Debtor's Motion to Approve 2004 Settlement Agreement with Travelers Pursuant to Bankruptcy Code § 105 and Bankruptcy Rule 9019. Exhibit A contains the confidential terms of settlement among the Debtor, Mestek, and Travelers. Maintaining confidentiality with regard to the 2004 Settlement Agreement is vital, as the Debtor's settlement negotiations with its remaining insurance carriers and Travelers' negotiations with their insureds in similar cases may otherwise be jeopardized.

9. In accordance with the 2004 Settlement Agreement, the Debtor will be providing a copy of the 2004 Settlement Agreement to the Committee, the future claimants' representative and the United States Trustee, provided that those parties have entered into appropriate agreements to maintain the confidentiality of the 2004 Settlement Agreement. This confidentiality requirement will further the Debtor's negotiations with its remaining insurance carriers, comports with the applicable standard in the insurance industry and also was pursuant to Travelers' request.

10. This Motion to File Under Seal is brought in good faith and with cause, as set forth above.

#### **NOTICE**

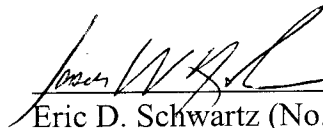
11. Notice of this Motion to File Under Seal has been given to (a) the office of the United States Trustee for the District of Delaware; (b) counsel for the Debtor's secured lender; (c) counsel for the Committee; (d) counsel for Travelers; (e) counsel for the

future claimants' representative and (f) all parties that have requested notice of pleadings pursuant to Bankruptcy Rule 2002.<sup>1</sup>

WHEREFORE, Met-Coil Systems Corporation respectfully requests that the Court enter an order granting the Debtor leave to file *under seal* Exhibit A to Debtor's Motion To Approve 2004 Settlement Agreement With Travelers Pursuant To Bankruptcy Code § 105 and Bankruptcy Rule 9019, and such other and further relief as this Court deems proper.

Dated: January 28, 2004

MORRIS, NICHOLS, ARSHT & TUNNELL



Eric D. Schwartz (No. 3134)  
Jason W. Harbour (No. 4176)  
1201 N. Market Street  
P.O. Box 1347  
Wilmington, Delaware 19899-1347  
Telephone: (302) 658-9020  
Facsimile: (302) 658-3989

GOLDBERG, KOHN, BELL, BLACK,  
ROSENBLUM & MORITZ, LTD.  
Ronald Barliant (Illinois ARDC# 0112984)  
Kathryn A. Pamenter (Illinois ARDC# 6231191)  
55 East Monroe Street, Suite 3700  
Chicago, Illinois 60603  
Telephone: (312) 201-4000  
Facsimile: (312) 332-2196

Counsel to Met-Coil Systems Corporation,  
Debtor and Debtor in Possession

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<sup>1</sup> Contemporaneously herewith, the Debtor filed its Motion to Limit Notice with Respect to Debtor's Motions (1) To Approve 2004 Settlement Agreement Pursuant to Bankruptcy Code § 105 and Bankruptcy Rule 9019 and (2) For Leave to File *Under Seal* Exhibit A To Its Motion to Approve 2004 Settlement Agreement Pursuant to Bankruptcy Rule 9019 which is incorporated herein by reference.