

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

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

**ORDER AUTHORIZING MET-COIL SYSTEMS
CORPORATION TO ENTER INTO TRANSHIELD
UNDERGROUND SERVICES, INC. CONTRACTOR AGREEMENT NUNC PRO
TUNC MARCH 18, 2004 [D.I.]**

Upon the motion (the "**Motion**")¹ of the debtor and debtor in possession (the "**Debtor**") in the above-captioned chapter 11 case (the "**Case**") pursuant to §§ 105, 363 and 364(b) of the Bankruptcy Code for entry of an order authorizing the Debtor to enter into the Agreement nunc pro tunc March 18, 2004; and the Court having jurisdiction over the Motion pursuant to 28 U.S.C. § 157(b)(2); and due and adequate notice of the Motion having been given under the circumstances; 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 to enter into the Agreement substantially similar to the form attached to the Motion as Exhibit A, nunc pro tunc March 18, 2004.

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

3. The Debtor is authorized to take all actions and perform all obligations contained in the Agreement, including, but not limited to, the indemnification provided therein.

4. Any stay imposed by Rule 6004(g) of the Federal Rules of Bankruptcy Procedure is hereby waived and this Order shall take effect immediately upon its entry.

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

Dated: _____, 2004
Wilmington, Delaware

HONORABLE MARY F. WALRATH
CHIEF UNITED STATES BANKRUPTCY JUDGE