

EXHIBIT B

**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.)	
)	

ORDER APPROVING (A) THE DISCLOSURE STATEMENT PURSUANT TO 11 U.S.C. § 1125; (B) THE FORM OF SOLICITATION MATERIALS AND BALLOTS; (C) PROCEDURES FOR SOLICITATION AND TABULATION OF VOTES TO ACCEPT OR REJECT PROPOSED PLAN OF REORGANIZATION; (D) VOTING DEADLINE AND RECORD DATE; AND (E) THE DATE AND TIME FOR THE FILING OF OBJECTIONS TO, AND THE HEARING ON, CONFIRMATION OF THE PLAN

This matter coming before the Court on the First Amended Disclosure Statement Pursuant to Section 1125 of the Bankruptcy Code for the First Amended Chapter 11 Plan of Reorganization Proposed by Met-Coil Systems Corporation, debtor and debtor-in-possession in the above-captioned bankruptcy case (the "**Debtor**"), and Mestek, Inc. ("**Mestek**") as Co-Proponents, dated May 20, 2004 (the "**Disclosure Statement**") and the Debtor's Motion For an Order Approving (A) The Form of Solicitation Materials And Ballots, (B) Procedures for Solicitation and Tabulation of Votes to Accept or Reject Proposed Plan of Reorganization, (C) Voting Deadline and Record Date and (d) the Date and Time for the Filing of Objections to, and the Hearing on, Confirmation of the Plan (the "**Motion**");¹

the Court (a) having reviewed the Disclosure Statement, the Motion and all pleadings relating thereto and (b) having heard the statements of counsel regarding approval of the Disclosure Statement and the relief requested in the Motion at a hearing before the Court (the "**Hearing**"); due notice having been given; and the Court having determined that the legal and factual bases set forth in the Motion and at the Hearing establish just cause for the relief granted herein;

¹ Capitalized terms not otherwise defined in this Order have the meanings given to them in the First Amended Plan of Reorganization Chapter 11 Plan of Reorganization Proposed by Met-Coil Systems Corporation and Mestek, Inc., as Co-Proponents dated May 20, 2004 (the "Plan"). □

THE COURT HEREBY FINDS THAT:^{<4>2}

A. The Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. Venue is proper pursuant to 28 U.S.C. § 1408 and 1409. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2).

B. Notice of the Motion, the Hearing and the filing of the Disclosure Statement, including the notice set forth in Exhibit A hereto (the "Disclosure Statement Hearing Notice"), made in the manner described in the Motion, was sufficient and appropriate under the circumstances and complied with the requirements of the Bankruptcy Code, the Bankruptcy Rules and the Local Rules of this Court.

C. The Disclosure Statement ~~<contains>~~ and the Notice and Solicitation of Acceptances of Class 4.1 Claimholders of Plan Proponents' First Amended Chapter 11 Plan ("Convenience Class Notice"), a copy of which is attached hereto as Exhibit B, contain adequate information within the meaning of ~~<section>~~ § 1125 of the Bankruptcy Code.

D. The relief requested in the Motion and granted herein is warranted under the circumstances and is in the best interests of the Debtor's estate and its creditors.

E. The form of the ballots attached ~~<to the Motion>~~ hereto as Group Exhibit <2>C (collectively, the "Ballots") (1) are consistent with Official Form No. 14, (2) adequately address the particular needs of this ~~<chapter>~~ Chapter 11 ~~<case>~~ Case, (3) are appropriate for each Class of Claims entitled to vote to accept or reject the Plan and (4) comply with Bankruptcy Rule 3017(d).

^{<4>} Capitalized terms not otherwise defined in this Order have the meanings given to them in the Motion.

² This Order shall serve as findings of fact and conclusions of law as required by Federal Rule of Civil Procedure 52, made applicable in this proceeding by Federal Rule of Bankruptcy Procedure 7052. Any conclusion of law more properly classified as a factual finding shall be deemed a fact, and any finding of fact more properly classified as a legal conclusion shall be deemed a conclusion of law.

~~<F. ><The Ballots need not be provided to Claimholders in Classes 1, 2 and 7 and Interestholders in Class 8 under the Plan because: (1) Classes 1 and 2 are Unimpaired under the Plan and are conclusively presumed to accept the Plan in accordance with section 1126(f) of the Bankruptcy Code; and (2) Class 7 Claimholders and Class 8 Interestholders under the Plan neither retain nor receive any property under the Plan, and these Classes are deemed to reject the Plan in accordance with section 1126(g) of the Bankruptcy Code.>~~

E. ~~><G. >~~The period during which the Debtor and Mestek may solicit votes to accept or reject the Plan, as established by this Order, provides sufficient time for Claimholders to make informed decisions to accept or reject the Plan and submit timely Ballots.

G. ~~<H. >~~The procedures for the solicitation and tabulation of votes to accept or reject the Plan, as approved herein, provide a fair and equitable voting process and are consistent with ~~<section->~~§ 1126 of the Bankruptcy Code.

H. ~~<I. >~~The contents of the Solicitation Materials (as defined in the Motion) and the procedures for providing notice of the Confirmation Hearing and the other matters set forth in the Confirmation Hearing Notice, a copy of which is attached hereto as Exhibit D, comply with Bankruptcy Rules 2002 and 3017 and constitute sufficient notice to all interested parties in accordance with the Bankruptcy Code, the Bankruptcy Rules and the Local Rules.

~~<IT IS>~~**THE COURT MAKES THE FOLLOWING CONCLUSIONS OF LAW AND HEREBY <ORDERED> ORDERS THAT:**

1. All objections to the Motion and the Disclosure Statement having been withdrawn, resolved or overruled, the Motion and the Disclosure Statement each are approved, and the relief requested ~~<therein>~~in the Motion is granted.

2. To the extent not provided in the order approving its retention, ~~<BMC>~~Bankruptcy Management Corporation ("BMC") is authorized to act as the voting agent for the solicitation of votes with respect to the Plan, including assisting the Debtor in (i) mailing the Solicitation Materials and other notices, (ii) receiving, tabulating and reporting on Ballots cast for or against the Plan by Claimholders, (iii) responding to inquiries from Claimholders and Interstholders relating to the Plan, the Disclosure Statement, the Ballots and matters related thereto, including, without limitation, the procedures and requirements for voting to accept or reject the Plan and for objecting to the Plan, (iv) soliciting votes on the Plan, and (v) if necessary, contacting Claimholders regarding the Plan.

3. The Ballots substantially in the forms attached ~~<to the Motion>~~hereto as Group Exhibit <2>C including the instructions attached to each Ballot, are approved. The Debtor shall send the respective Ballots to each member of the following Classes of Claims that is not either (i) the subject of an ~~<objection>~~Objection pending before the Court, (ii) listed in the Debtor's Schedules as contingent, unliquidated or disputed, or (iii) listed in the Schedules ~~<(as contingent, unliquidated or disputed)>~~, but as to which a ~~<proof>~~Proof of ~~<claim>~~Claim has been ~~<filed,>~~Filed that is not contingent or unliquidated and that otherwise has not been objected to:

Ballot 3.1 ~~to~~ Class 3.1 Claimholders (Miscellaneous Secured Claims)

Ballot 3.2	To to	Class 3.2 Claimholders	(Mestek Prepetition Secured Claims)
Ballot 4.1	To to	Class 4.1 Claimholders	(General Unsecured Convenience Claims)
Ballot 4.2	To to	Class 4.2 Claimholders	(Convenience Claims)(Mestek Unsecured Claim)
Ballot 4.3	To to	Class 4.3 Claimholders	(General Unsecured Claims other than Convenience Claims, Mestek Unsecured Claim and TCE Litigation Claims)
Ballot 4.4	To to	Class 4.4 Claimholders	(Honeywell TCE Litigation Claims)
Ballot 5.15	To to	Class 5.15 Claimholders	(TCE Property Damage Claims arising in connection with the Mejdrech Claims Litigation)
Ballot 5.26	To to	Class 5.26 Claimholders	(DeVane TCE PI Claims)
Ballot 5.3	to	Class 5.3 Claimholders	(Unasserted TCE Property Damage Claims)
Ballot 6.1	to	Class 6.1 Claimholders	(Schreiber Claim)
Ballot 6.2	to	Class 6.2 Claimholders	(Personal Injury Actions Claims)
Ballot 6.3	to	Class 6.3 Claimholders	(Unasserted TCE Personal Injury Claims)

4. Notwithstanding anything herein to the contrary, the Debtor shall not send a Ballot to any Person (i) that Filed a Proof of Claim against the Debtor which has been disallowed by an order of the Bankruptcy Court or (ii) whose Claim was listed in the Debtor's Schedules as contingent, unliquidated or disputed and as to which such Person did not File a Proof of Claim.

5. ~~<4.>~~ In addition to the respective Ballot, each holder of a Claim listed in Paragraph 3 above (other than Class 4.1 Claimholders which are addressed in Paragraph 6 below), that is entitled to vote to accept or reject the Plan will receive a copy of the

Solicitation Materials which are approved in all respects. Except as otherwise set forth herein, the Solicitation Materials shall include:

(a) ~~(b)~~ → The Confirmation Hearing Notice, a copy of which is attached hereto as Exhibit D;

(b) ~~(e)~~ → A copy of the Disclosure Statement, as approved by this Court (with exhibits, including the Plan); and

(c) ~~(d)~~ → A pre-addressed, postage prepaid return envelope addressed to Bankruptcy Management Corporation, Attn: Met-Coil Systems Corporation, Ballot Processing Department, P.O. Box 1033, El Segundo, CA 90245-1033.

6. Notwithstanding anything herein to the contrary, Class 4.1 Claimholders will receive, in lieu of the Disclosure Statement if the Debtor chooses in its discretion, the Convenience Class Notice as part of the Solicitation Materials sent to them.

7. ~~(4)~~ → The Debtor is authorized to cause BMC to serve a Ballot and a package of Solicitation Materials on the four class representatives with respect to Class ~~(5.1)~~ 5, and such service shall be deemed complete and adequate, and the four class representatives are authorized to vote to accept or to reject the Plan on behalf of Class ~~(5.1)~~ 5.

8. ~~(2)~~ → To be counted as votes to accept or reject the Plan, all Ballots must be properly executed, completed and delivered to BMC either (a) by mail in the return envelope provided with each Ballot, (b) by overnight courier, or (c) by personal delivery so that, in each case, they are received by BMC no later than 4:00 p.m. Pacific Time, on ~~January 13,~~ _____, 2004 (the "Voting Deadline"). The Voting Deadline is approved in all respects.

9. ~~3.~~→The distribution of Solicitation Materials shall be subject to the following procedures:

(a) ~~(a)~~ →So as to avoid duplication and reduce expenses, Claimholders who have ~~filed~~ Filed duplicate Claims in any given Class shall be entitled to receive only one package of Solicitation Materials ~~and allowed one~~ which shall contain a Ballot(s) for voting their Claims with respect to that Class. Subject to Paragraph 3 herein, to the extent that a Claimholder holds multiple Claims in any particular Class, such Claimholder shall receive a separate Ballot for voting each such Claim.

(b) ~~(e)~~ →Except as otherwise provided for herein, Claimants whose ~~claims~~ Claims are not scheduled, or are scheduled as disputed, contingent, or unliquidated and who ~~fail~~ failed to timely ~~file~~ File a ~~proof~~ Proof of ~~claim~~ Claim, shall not be mailed any documents or notices.

(i) For all Entities who timely ~~filed~~ Filed a ~~proof~~ Proof of ~~claim~~ Claim reflecting a Claim or portion of a Claim that is unliquidated, such Claims are disallowed in their entirety for voting purposes, subject to the right of each such Claimholder to ~~file~~ File a Rule 3018 Motion (as defined below). To ensure proper notice of the Confirmation Hearing, such Claimholders shall receive the Confirmation Hearing Notice, in lieu of a Plan, Disclosure Statement and Ballot, informing them that their Claims have been disallowed in their entirety for voting purposes, subject to the right of each such Claimholder to ~~file~~ File a Rule 3018 Motion.

(ii) For all Entities who timely ~~filed~~ Filed a ~~proof~~ Proof of ~~claim~~ Claim reflecting a Claim or portion of a Claim that is contingent, such Claims are disallowed in their entirety for voting purposes, subject to the right of each such Claimholder to ~~file~~ File a Rule 3018 Motion. To ensure proper notice of the Confirmation Hearing, such Claimholders shall receive the Confirmation Hearing Notice, in lieu of a Plan, Disclosure Statement and Ballot, informing them that their Claims have been disallowed in their entirety for voting purposes, subject to the right of each such Claimholder to ~~file~~ File a Rule 3018 Motion.

(c) ~~(f)~~ →Class 1 Claims and Class 2 Claims are Unimpaired and are conclusively deemed to have accepted the Plan. The Debtor shall not send a package of Solicitation Materials to Class 1 Claimholders or Class 2 Claimholders. The Debtor is authorized to send such Claimholders an Unimpaired Creditor Notice, a copy of which is attached hereto as Exhibit E.

(d) ~~(g)~~ →Solicitation Materials shall not be sent to creditors whose Claims are based solely on amounts scheduled by the Debtor and whose Claims already have been paid in the full scheduled amount; provided, however, if, and to the extent that, any such creditor would be entitled to receive Solicitation Materials for any reason

other than by virtue of the fact that its Claim had been scheduled by the Debtor, such creditor will be sent a package of Solicitation Materials in accordance with the procedures set forth above. The Debtor is not required to send Solicitation Materials to any creditor who ~~filed~~ Filed a ~~proof~~ Proof of ~~claim~~ Claim if the amount asserted in such ~~proof~~ Proof of ~~claim~~ Claim has already been paid.

(e) ~~(h)~~ The Debtor is authorized to not give notice or service of any kind upon any person or entity to whom the Debtor mailed a Disclosure Statement Hearing Notice and received any of such notices returned by the U.S. Postal Service marked "undeliverable as addressed," "moved - left no forwarding address," "forwarding order expired," or similar reason, unless the Debtor has been informed in writing by such person or entity of that person's or entity's new address.

10. ~~6.~~ Pursuant to §§ 105(a) and 1126 of the Bankruptcy Code, the following guidelines are approved for tabulating the votes to accept or reject the Plan, and the summary of the voting results must be ~~filed~~ Filed with the Court at least two days prior to the Confirmation Hearing:

(a) ~~(a)~~ Votes Counted. Any timely received Ballot that contains sufficient information to permit the identification of the ~~claimant~~ Claimant and is cast as an acceptance or rejection of the Plan will be counted and will be deemed to be cast as an acceptance or rejection, as the case may be, of the Plan. The foregoing general procedures should be subject to the following:

(i) If a Claim is deemed ~~allowed~~ Allowed in accordance with the Plan, it will be ~~allowed~~ Allowed for voting purposes in the deemed ~~allowed~~ Allowed amount set forth in the Plan;

(ii) If a Claim for which a ~~proof~~ Proof of ~~claim~~ Claim has been timely ~~filed~~ Filed is marked as unliquidated, such Claim will be ~~disallowed~~ Disallowed in its entirety for voting purposes, subject to the right of such holder to ~~file~~ File a Rule 3018 Motion;

(iii) If a Claim has been estimated or otherwise ~~allowed~~ Allowed for voting purposes by order of the Court, such Claim will be temporarily ~~allowed~~ Allowed in the amount so estimated or allowed by the Court for voting purposes only, and not for purposes of allowance or distribution;

(iv) If a Claim is listed in the Schedules as contingent, unliquidated, or disputed and a ~~proof~~ Proof of ~~claim~~ Claim was not ~~filed~~ Filed by the ~~applicable deadline to file proofs of claim ("~~Bar Date~~")~~ or deemed timely

~~filed~~ Filed by an order of the Bankruptcy Court prior to the Record Date, such Claim will be disallowed in its entirety for voting purposes;

(v) If a Claim as to which the Claimholder timely ~~filed~~ Filed a ~~proof~~ Proof of ~~claim~~ Claim is contingent, such Claim will be disallowed in its entirety for voting purposes, subject to the right of such holder to ~~file~~ File a Rule 3018 Motion;

(vi) If the Debtor has served and ~~filed~~ Filed an objection to a Claim by ~~December 10,~~ _____, ~~2003,~~ 2004, such Claim will be temporarily disallowed for voting purposes only, except to the extent and in the manner as may be set forth in the objection, subject to the right of such holder to ~~file~~ File a Rule 3018 Motion;

(vii) Ballots cast in amounts in excess of their allowed amount will only be counted to the extent of the creditors' Allowed Claim.

~~(b)~~ ~~(b)~~ >Votes Not Counted. The following Ballots shall not be counted or considered for any purpose in determining whether the Plan has been accepted or rejected:

~~(i)~~ ~~(viii)~~ → Any Ballot received after the Voting Deadline unless the Debtor shall have granted an extension in writing of the Voting Deadline with respect to such Ballot;

~~(ii)~~ ~~(ix)~~ → Any Ballot that is illegible or contains insufficient information to permit the identification of the ~~claimant~~ Claimant;

~~(iii)~~ ~~(x)~~ → Any Ballot cast by an Entity that does not hold a Claim in a Class that is entitled to vote to accept or reject the Plan;

~~(iv)~~ ~~(xi)~~ → Any Ballot submitted by facsimile transmission or email;

~~(v)~~ ~~(xii)~~ → Any unsigned Ballot; and

~~(vi)~~ ~~(xiii)~~ → Any Ballot that is properly completed, executed and timely ~~filed~~ Filed, but that does not indicate an acceptance or rejection of the Plan, or indicates both an acceptance and rejection of the Plan.

~~(c)~~ ~~(e)~~ >Changing Votes. Whenever two or more Ballots are cast voting the same Claim prior to the Voting Deadline, the latest dated Ballot received prior to the Voting Deadline will be deemed to reflect the voter's intent and thus to supersede any prior Ballots; provided, however, that where an ambiguity exists as to which Ballot reflects the voter's intent, BMC may, at its option, contact the creditor and calculate the vote according to such voter's written instructions. This procedure is without prejudice to the Debtor's right to object to the validity of the second Ballot on any basis permitted by law and, if the objection is sustained, to count the first Ballot

for all purposes. Furthermore, the Debtor is authorized to allow, in its sole discretion, a creditor to change its vote after the Voting Deadline without further order of the Court.

(d) ~~<(d)>~~ >No Vote Splitting: Effect. Claim splitting is not permitted, and creditors who vote must vote all of their Claims within a particular Class to either accept or reject the Plan.

(e) ~~<(i)>~~ >Convenience Class Election. Any Class ~~<4.1>~~ 4.3 Claimholder or Class 4.4 Claimholder who elects to make the Convenience Class Election on its Ballot is deemed to have voted to accept the Plan as a member of Class ~~<4.2>~~ 4.1 (Convenience Claims).

11. ~~<7.>~~ >Generally.

(a) ~~<(a)>~~ >Pursuant to Section 105(a) of the Bankruptcy Code, any Claimholder with respect to which the Debtor ~~<filed>~~ Filed an ~~<objection>~~ Objection on or before ~~<December 10,>~~ _____, ~~<2003,>~~ 2004, whether such ~~<objection>~~ Objection related to the entire ~~<claim>~~ Claim or a portion thereof, is not entitled to vote on the Plan and any such vote shall not be counted in determining whether the requirements of Section 1126(c) of the Bankruptcy Code have been met with respect to the Plan (except to the extent and in the manner as may be set forth in the objection) unless either (i) the Claim has been temporarily allowed for voting purposes pursuant to Bankruptcy Rule 3018(a) and in accordance with the Solicitation Procedures Order or (ii) on or before the Voting Deadline, the objection to such Claim has been withdrawn or resolved in favor of the Claimholder.

(b) ~~<(b)>~~ >Claimholders whose Claims are the subject of an ~~<objection>~~ Objection will receive a package of Solicitation Materials, including a Notice of Non-Voting Status Due to Objection (a copy of which is attached hereto as Exhibit F), which will be sent in lieu of a Ballot. The Notice of Non-Voting Status Due to Objection adequately informs such Entity that his/her/its claims have been objected to and, absent filing a Rule 3018(a) Motion by the Rule 3018(a) Motion Deadline, in the manner described below, they are precluded from submitting votes for such Claim. Such Claimholders will be instructed to contact BMC to receive a Ballot for any such Claim if a Rule 3018(a) Motion is timely ~~<filed>~~ Filed.

12. ~~<8.>~~ >Rule 3018(a) Motions and Deadline.

(a) ~~<(a)>~~ >The date of ~~<January 13,>~~ _____, 2004 (the "Rule 3018(a) Motion Deadline") is fixed as the deadline for the ~~<filing>~~ Filing and serving of motions requesting temporary allowance of a movant's Claim ~~<or Interest ->~~ for purposes of voting pursuant to Bankruptcy Rule 3018(a) ("Rule 3018(a) Motion(s)"). All Rule 3018(a) Motions must be ~~<filed>~~ Filed with the Clerk of the Court and served on the Notice Parties in the manner set forth below so as to be received not later than 4:00 p.m. (Eastern Time) on the Rule 3018(a) Motion Deadline. The Court shall

consider only those Rule 3018(a) Motions that have been timely ~~filed~~ Filed and served in accordance with the provisions of this paragraph and the Motion.

(b) ~~(b)~~ >Any Entity that timely ~~files~~ Files and serves a Rule 3018(a) Motion shall be provided a Ballot and be permitted to cast a provisional vote to accept or reject the Plan. If, and to the extent that, the Debtor and such party are unable to resolve the issues raised by the Rule 3018(a) Motion prior to the Voting Deadline, then at the Confirmation Hearing, the Court shall determine whether the provisional Ballot should be counted as a vote on the Plan. Nothing in these procedures shall effect the Debtor's right to object to any ~~proof~~ Proof of ~~claim~~ Claim on any other ground or for any other purpose.

(c) No Ballots need be provided to Claimholders in Classes 1, 2 and 7 and Interestholders in Class 8 under the Plan because: (1) Classes 1 and 2 are Unimpaired under the Plan and are conclusively presumed to accept the Plan in accordance with section 1126(f) of the Bankruptcy Code; and (2) Class 7 Claimholders and Class 8 Interestholders under the Plan neither retain nor receive any property under the Plan, and these Classes are deemed to reject the Plan in accordance with section 1126(g) of the Bankruptcy Code. A true and correct copy of the Notice of Non-Voting Status Under Plan which will be sent to Class 7 Claimholders and Class 8 Interestholders is attached hereto as Exhibit G.

13. ~~(a)~~ →The forms of the (a) Convenience Class Notice (Exhibit B), (b) Confirmation Hearing Notice (Exhibit D hereto), ~~(b)(c)~~ Unimpaired Creditor Notice (Exhibit E hereto), ~~(c)~~ Notice of Non-Voting Status Due to Objection (Exhibit F hereto) and ~~(d)~~ Notice of Non-Voting Status under Plan (Exhibit G hereto) are approved in all respects.

14. ~~(b)~~ →The Confirmation Hearing shall be held on ~~January 20,~~ > _____, 2004 at ~~10:30~~ _____ a.m./p.m. in the Bankruptcy Court. The Confirmation Hearing may be continued from time to time by the Court without further notice other ~~than~~ than the announcement of the adjourned date(s) at the Confirmation Hearing or any continued hearing.

15. ~~e.~~→The Confirmation Objection Deadline, the last date and time for ~~filing~~Filing and serving objections to the confirmation of the Plan ("Confirmation Objections"), is 4:00 p.m. (Eastern Time) on ~~January 13,~~_____ 2004. This solicitation period is sufficient under the Bankruptcy Code, the Bankruptcy Rules and the Local Rules. Only timely ~~filed~~Filed and served written Confirmation Objections shall be considered; Confirmation Objections not timely ~~filed~~Filed and served in accordance with the provisions of this paragraph and the immediately following paragraph shall not be considered.

16. ~~d.~~→Confirmation Objections, if any, must (a) be in writing, (b) comply with the Bankruptcy Rules and the Local Rules, (c) set forth the name of the objector, and the nature and amount of any Claim or Interest asserted by the objector against or in the Debtor, its estate or its property, (d) state with particularity the legal and factual bases for the ~~objection~~Objection, including suggested language to be added or existing language to be amended or deleted, and (e) be ~~filed~~Filed with the Court together with proof of service, and served by personal service, overnight delivery, or first-class mail, so as to be RECEIVED no later than ~~January 13,~~_____ , 2004, by the following (collectively, the "Notice Parties"):

(a) ~~(a)~~→Counsel to the Debtor, (i) Goldberg Kohn Bell Black Rosenbloom & Moritz, Ltd., 55 East Monroe Street, Suite 3700, Chicago, Illinois 60603, Attn: Ronald Barliant, Esquire and (ii) Morris, Nichols, Arsht & Tunnell, LLP, 1201 North Market Street, P.O. Box 1347, Wilmington, Delaware 19899-1347, Attn: Eric D. Schwartz, Esquire and;

(b) ~~i.~~→Counsel for Mestek, (i) Greenberg Traurig, ~~P.C.~~LLP, 77 West Wacker Drive, Suite 2500, Chicago, Illinois 60601, Attn: Nancy A. Peterman, Esquire and (ii) Greenberg Traurig, LLP, The Brandywine Building, 1000 West Street, Suite 1540, Wilmington, Delaware 19801, Attn: Scott D. Cousins, Esquire;

EXHIBIT A

DISCLOSURE STATEMENT NOTICE

<Dated: Wilmington, Delaware

November __, 2003

**>IN THE UNITED STATES BANKRUPTCY
<JUDGE>COURT
FOR THE DISTRICT OF DELAWARE**

In re:) Chapter 11
)
Met-Coil Systems Corporation) Case No. 03-12676 (MFW)
)
Debtor.) Objection Date: Dec. 3, 2003 @ 4:00 p.m.
) Hearing Date: Dec. 10, 2003 @ 2:30 p.m.

NOTICE OF (A) FILING OF DISCLOSURE STATEMENT AND PLAN OF REORGANIZATION, (B) OBJECTION DEADLINE WITH REGARD TO ADEQUACY OF THE DISCLOSURE STATEMENT AND (C) THE DISCLOSURE STATEMENT HEARING

PLEASE TAKE NOTICE THAT, on November 5, 2003, Met-Coil Systems Corporation and thereby its divisions, The Lockformer Company and Iowa Precision Industries, Inc. (collectively, the "Debtor"), filed the Chapter 11 Plan of Reorganization Proposed by Met-Coil Systems Corporation and Mestek, Inc. Dated November 5, 2003 (as it may be amended, the "Plan") and accompanying disclosure statement (as it may be amended, the "Disclosure Statement").

PLEASE TAKE FURTHER NOTICE THAT on or about November 21, 2003, the Debtor will file a Motion for Order (A) Approving Disclosure Statement Pursuant to Section 1125 of the Bankruptcy Code; (B) Establishing Procedures for Solicitation and Tabulation of Votes to Accept or Reject Chapter 11 Plan of Reorganization Proposed by Met-Coil Systems Corporation and Mestek, Inc.; and (C) Scheduling A Hearing on Confirmation of the Chapter 11 Plan of Reorganization and Approving Related Objection and Notice Procedures (the "Solicitation Procedures Motion").

PLEASE TAKE FURTHER NOTICE THAT copies of the Disclosure Statement, the Plan and the Solicitation Procedures Motion (when filed) are available upon request from Goldberg, Kohn, Bell, Black, Rosenbloom & Moritz, Ltd., Attn. Kathryn Pamenter, 55 East Monroe Street, Suite 3700, Chicago, Illinois 60603, (312) 201-4000 or Morris Nichols, Arsht & Tunnell, Attn. Jason Harbour, P.O. Box 1347, 1201 North Market Street, Wilmington, Delaware 19899-1347, (302) 658-9200. Furthermore, the Disclosure Statement, the Plan and the Solicitation Procedures Motion (when filed) may be

downloaded from the Bankruptcy Court website at <http://www.deb.uscourts.gov> or the Debtor's claims agent's website www.bmccorp.net/metcoil.

PLEASE TAKE FURTHER NOTICE THAT a hearing (the "Disclosure Statement Hearing") on the adequacy of the Disclosure Statement under § 1125 of the Bankruptcy Code, 11 U.S.C. §§ 101-1330 (the "Bankruptcy Code"), has been scheduled to be held before the Honorable Mary F. Walrath, United States Bankruptcy Court, at the United States Bankruptcy Court for the District of Delaware, 824 Market Street, Wilmington, Delaware 19899 on **December 10, 2003 at 10:30 a.m. (Eastern Time)** (the "Disclosure Statement Hearing").

PLEASE TAKE FURTHER NOTICE THAT objections or proposed modifications to the Disclosure Statement, if any, must: (a) be in writing; (b) state the name and address of the objecting party and the nature of the claim or interest of the party; (c) state with particularity the legal and factual basis and nature of any objection or proposed modification; (d) comply with the Federal Rules of Bankruptcy Procedure; (e) provide a specific reference to the text of the Disclosure Statement to which the objection is made and provide proposed language changes or insertions into the text of the Disclosure Statement to resolve such Objection(s); and (f) on or before **December 3, 2003 at 4:00 p.m. (Eastern Time)** (the "Response Deadline"), be filed with the Court at the United States Bankruptcy Court for the District of Delaware, 824 Market Street, 5th Floor, Wilmington, Delaware 19899 and served so that they are received on or before the Response Deadline by (i) counsel to the Debtor, Goldberg, Kohn, Bell, Black, Rosenbloom & Moritz, Ltd., Attn: Kathryn Pamenter, Esq., 55 East Monroe Street, Suite 3700, Chicago, Illinois 60603, Fax: (312) 332-2196 and Morris, Nichols, Arshat & Tunnell, Attn: Jason Harbour, Esq., P.O. Box 1347, 1201 North Market Street, Wilmington, Delaware 19899-1347, Fax: (302) 658-6235, (ii) counsel to the Official Committee of Unsecured Creditors, Klehr, Harrison, Harvey, Branzburg & Ellers, LLP, Attn: Richard Beck, Esq., 260 South Broad Street, Philadelphia, Pennsylvania 19102, Fax: (215) 568-6603, (iii) counsel to Mestek, Inc., Greenberg Traurig, LLP, Attn: Nancy Peterman, Esq., 77 West Wacker Drive, Suite 2500, Chicago, Illinois 60601, Fax: (312) 456-8435, (iv) counsel for the Legal Representative, Young Conaway Stargatt & Taylor, LLP, the Brandywine Building, 1000 West Street, 17th Floor, Wilmington, DE 19801, Attn: James L. Patton, Jr., Esquire, and (v) the Office of the United States Trustee, J. Caleb Boggs Federal Building, 844 King Street, Suite 2313, Lockbox 35, Wilmington, Delaware 19801, Fax: (302) 573-6497, Attn: Margaret Harrison, Esq.

PLEASE TAKE FURTHER NOTICE THAT THIS NOTICE IS NOT A SOLICITATION OF VOTES TO ACCEPT OR REJECT THE PLAN. VOTES ON THE PLAN MAY NOT BE SOLICITED UNLESS AND UNTIL THE DISCLOSURE STATEMENT IS APPROVED BY AN ORDER OF THE COURT.

PLEASE TAKE FURTHER NOTICE THAT if you fail to respond in accordance with this Notice, the Court may grant the relief requested by the Debtor and Mestek with respect to the Disclosure Statement without further notice or hearing, and the Disclosure Statement Hearing may be continued from time to time without further notice other than the announcement of the adjourned date(s) at the Disclosure Statement Hearing or any continued hearing.

Dated: November 5, 2003

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

/s/ Ronald Barliant
Ronald Barliant (Illinois ARDC# 0112984)
Kathryn A. Pamenter (Illinois ARDC# 6231191)
55 East Monroe Street, Suite 3700
Chicago, Illinois 60603
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EXHIBIT B

CONVENIENCE CLASS NOTICE

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

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

NOTICE AND SOLICITATION OF ACCEPTANCES OF CLASS 4.1
CLAIMHOLDERS OF PLAN PROPONENTS' FIRST AMENDED CHAPTER 11
PLAN

I. INTRODUCTION

If you have received this Notice and Solicitation of Acceptances of Class 4.1 Claimholders of Plan Proponents' First Amended Chapter 11 Plan (this "Notice"), Met-Coil Systems Corporation (the "Debtor") believes that you are a creditor asserting a claim in the amount of \$10,000 or less. Such creditors are holders of Class 4.1 Claims (Convenience Claims) under the First Amended Plan of Reorganization proposed by Met-Coil Systems Corporation and Mestek, Inc., as Co-Proponents, dated May 20, 2004 (the "Plan"). All capitalized terms shall have the meanings ascribed to them in the First Amended Glossary of Terms attached to the Plan as Exhibit 1 and all such definitions are incorporated herein by reference. If the Plan is confirmed, Class 4.1 Claims will be paid in full, without interest, on the first date that funds are distributed under the Plan.

THE FIRST AMENDED PLAN ATTACHED AS EXHIBIT A TO THE FIRST AMENDED DISCLOSURE STATEMENT PROVIDES, AMONG OTHER THINGS, FOR THE ISSUANCE OF INIUNCTIONS UNDER SECTION 105 OF THE BANKRUPTCY CODE THAT RESULT IN THE CHANNELING OF ALL ALLEGED TCE-RELATED PERSONAL INIURY CLAIMS (DEFINED HEREIN AS TCE PI TRUST CLAIMS) AGAINST MET-COIL SYSTEMS CORPORATION AND THE PROTECTED PARTIES, INCLUDING MESTEK, INC., INTO A TCE PI TRUST AS MORE FULLY DESCRIBED IN THE FIRST AMENDED DISCLOSURE STATEMENT AND FIRST AMENDED PLAN.

II. CLASSIFICATION AND TREATMENT OF CLASS 4.1 CLAIMS

The Plan creates an impaired class of claims designated Class 4.1 Claims (Convenience Claims) consisting of all Allowed General Unsecured Claims in the amount of \$10,000 or less and Allowed General Unsecured Claims in excess of \$10,000 with respect to which such Claimholders voluntarily reduce the sum of such claim to \$10,000. Section 3.08 of the Plan provides the following treatment for Class 4.1 Claims (Convenience Claims):

All Allowed Convenience Claims shall be paid by the Reorganized Debtor in Cash, in full (without interest), on the first Distribution Date after the Effective Date from the Unsecured Claims Distribution Fund.

Class 4.1 Claims are Impaired under the Plan and are entitled to vote for or against acceptance of the Plan. The purpose of this Notice is to inform you of certain features of the Plan, and request that you accept the Plan by completing and signing the enclosed Ballot and promptly returning it. To be counted, the Ballot must be received not later than 4:00 p.m., Pacific Time, on _____, 2004. Your vote is important; whether or not the Plan is confirmed may depend, in part, on the number of holders of Claims who accept the Plan.

III. REVIEW OF DISCLOSURE STATEMENT

Class 4.1 Claimholders are not receiving a copy of the First Amended Disclosure Statement Pursuant to Section 1125 of the Bankruptcy Code for the First Amended Chapter 11 Plan of Reorganization Proposed By Met-Coil Systems Corporation and Mestek, Inc., as Co-Proponents, dated May 20, 2004 (the "Disclosure Statement"). Any holder of a Claim who wishes to read the Disclosure Statement may receive a copy by contacting the attorney for the Debtor, Kathryn Pamerter of Goldberg, Kohn, Bell, Black, Rosenbloom & Moritz, Ltd., 55 East Monroe Street, Suite 3700, Chicago, Illinois 60603; telephone number (312) 201-4000.

IV. CERTAIN ASPECTS OF THE CASE AND PLAN

The Debtor was forced to seek bankruptcy relief because of numerous lawsuits and claims for property damage and personal injuries resulting from the alleged TCE contamination on its Lockformer Site. TCE is alleged to be a toxic substance. The Debtor is Mestek's indirect subsidiary. Mestek has also been named as a defendant in many of the TCE-related lawsuits against the Debtor on the ground that the Debtor is allegedly Mestek's "alter-ego" and therefore allegedly liable for the Debtor's debts. The Plan is intended to resolve those Claims, provide a means to resolve future TCE-related personal injury claims against the Debtor and Mestek, and allow the Debtor to emerge from bankruptcy as a viable going concern, able to conduct normal business operations.

The Plan contemplates that Mestek or an Alternative Plan Sponsor will then provide Restructuring Transaction Consideration in the form of funds and other value necessary to satisfy Claims in accordance with the Plan and adequately capitalize the Debtor so that it may emerge from bankruptcy as a going concern. The total value of the Restructuring Transaction Consideration (net of any recoveries on account of insurance (\$16,900,000) is approximately \$37,000,000 in cash, plus waiver of the right to receive distributions on account of the Mestek Claims in the aggregate amount of approximately \$14,000,000, plus the \$3 million guaranty set forth in Section 7.16 of the Plan.

If Mestek is the Winning Plan Sponsor, it will obtain (1) 100% of the Reorganized Debtor's New Common Stock and assignments of (a) the proceeds of unsettled Claims arising under the Insurance Policies for TCE Claims after the Effective Date and (b)

the Contribution Actions; (2) Claims arising under the Insurance Policies for TCE Claims that are settled prior to the Confirmation Date; and (c) the TCE Channeling Injunction. In addition, the Debtor will release the Mestek Affiliates of the Recovery Actions, including Alter-Ego Claims, that assert that Mestek may be liable for all of the debts of Met-Coil. If another Entity is the Winning Plan Sponsor, that Entity will receive the same assets. The Mestek Affiliates may still receive a release of the Recovery Actions, including the Alter-Ego Claims.

In addition to the foregoing, the Plan also provides for the establishment of a TCE PI Trust. All future TCE-related personal injury claims against the Debtor and the Mestek Affiliates made by persons who live or once lived in certain designated geographical areas will be channeled to that trust, which will be responsible for satisfying those claims according to procedures contained in the trust documents. In exchange for funding the TCE PI Trust, the Plan provides that the Bankruptcy Court will enter an injunction to protect the Debtor, the Mestek Affiliates and the Settling Insurers, among others, from the future personal injury claims that will be channeled to the TCE PI Trust.

V. VOTING PROCEDURES, BALLOTS AND VOTING DEADLINE

In voting for or against the Plan, please use only the Ballot for Class 4.1 Claims (Convenience Claims) included with this Notice. You may receive more than one Ballot, and if you do, you should assume each Ballot is for a Claim in a different Class in which you are entitled to vote. Votes cast to accept or reject the Plan will be counted by Class. You are required to vote all of your Claims in one Class the same way. If you have Claims in multiple Classes, you may vote those Claims differently on a Class-by-Class basis.

To vote on the Plan, you must, among other things, (1) indicate on the Ballot that (a) you accept the Plan or (b) you reject the Plan; and (2) sign your name and (3) mail or otherwise deliver the Ballot in the envelope provided for this purpose early enough so that it will be received by _____, 2004. Please complete and return each Ballot you receive. Put your taxpayer identification number (or social security number) on your Ballot on the place indicated. The designated Disbursing Agent(s) cannot make distributions without your taxpayer identification or social security number.

Under the Bankruptcy Code, for purposes of determining whether the requisite acceptances have been received, only those Claimholders that actually vote to accept or reject the Plan will be counted. Votes cannot be transmitted orally, by email or by facsimile transmission. Accordingly, it is important that you return your signed and completed Ballot(s) promptly. Failure by any Claimholder to send a duly executed Ballot with an original signature will be deemed an abstention by such Claimholder with respect to a vote on the Plan and will not be counted as a vote for or against the Plan. To accept the Plan, the Claimholder must check the box entitled "accept the Plan" on the appropriate Ballot. Any Ballot cast that does not indicate whether the Claimholder is voting to accept or reject the Plan will not be counted as either an acceptance or rejection of the Plan. A vote may be disregarded if the Bankruptcy Court determines, after notice and a hearing, that such

acceptance or rejection was not solicited or procured in good faith or in accordance with the provisions of the Bankruptcy Code.

You may enclose a self-addressed postage pre-paid envelope and a copy of your Ballot(s) to be returned and stamped "Filed" from the Debtor's voting agent confirming the delivery and filing of your Ballot(s). You may not change your vote after the voting deadline unless the Debtor authorizes you to change your vote. Do not return any document evidencing your Claim with the Ballot.

Please vote and return your Ballot(s) so that they are received by _____, 2004 to:

<u>If Via U.S. Mail:</u> <u>Bankruptcy Management Corporation</u> <u>Attention: Met-Coil Systems</u> <u>Corporation.</u> <u>Ballot Processing Department</u> <u>P.O. Box 1033</u> <u>1330 East Franklin Avenue</u> <u>El Segundo, California 90245-1033</u>	<u>If Via FedEx, Overnight Courier or Hand Delivery:</u> <u>Bankruptcy Management Corporation</u> <u>Attention: Met-Coil Systems</u> <u>Corporation.</u> <u>Ballot Processing Department</u> <u>1330 East Franklin Avenue</u> <u>El Segundo, California 90245</u>
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VI. CONFIRMATION HEARING AND OBJECTIONS TO CONFIRMATION.

Section 1128 of the Bankruptcy Code requires the Bankruptcy Court, after notice, to hold a hearing on whether the Plan and its proponents have fulfilled the confirmation requirements of section 1129 of the Bankruptcy Code. "Confirmation" is the technical term for the Bankruptcy Court's approval of a plan of reorganization.

The standards and factors considered by the Bankruptcy Court in deciding whether to confirm a Plan are discussed in Article VIII of the Disclosure Statement. Among the standards is that of Bankruptcy Code § 1129(a)(7) that the plan provide creditors with value as of the effective date of the plan that is not less than the value that such creditor would receive or retain if the debtor were liquidated under chapter 7 of the Bankruptcy Code. The liquidation analysis pertaining to the Plan is discussed in Article IX of the Disclosure Statement and concludes that holders of Class 4.1 Claims (which will be paid 100% of the amount of their Allowed Claims, but not interest, under the Plan) will receive more under the Plan than they would in a chapter 7 case.

Objections to confirmation of the Plan must be filed no later than _____, 2004 at 4:00 p.m. (Eastern Time) and served on the Notice Parties. An objection not so filed will not be considered. The Bankruptcy Court will hold the Confirmation Hearing in

connection with the Plan on _____, 2004 at _____ a.m./p.m. (Eastern Time), in the United States Bankruptcy Court for the District of Delaware, 824 North Market Street, Wilmington, Delaware. The Honorable Mary F. Walrath or other Judge sitting in her place and stead will preside over the Confirmation Hearing, and will determine whether the Plan has been accepted by the requisite number of Creditors and whether the other requirements for Confirmation of the Plan have been satisfied. **ANY ANNOUNCEMENT OF ADJOURNMENT OF THE DATE AND TIME OF THE CONFIRMATION HEARING MADE IN COURT WILL BE THE ONLY NOTICE PROVIDED TO PARTIES-IN-INTEREST, UNLESS THE BANKRUPTCY COURT ORDERS OTHERWISE.** If the Bankruptcy Court confirms the Plan, it will do so through the entry of a Confirmation Order.

VII. CONCLUSION AND RECOMMENDATION

The Debtor and Mestek believe that Confirmation and implementation of the Plan is preferable to any of the alternatives described in the Disclosure Statement because it will provide the greatest recoveries to Claimholders. In addition, other alternatives would involve significant delay, uncertainty and substantial additional administrative costs. The Debtor and Mestek urge holders of Class 4.1 Claims to vote to accept the Plan and to evidence such acceptance by returning their Ballots so that they will be received not later than 4:00 p.m. (Pacific Time), on _____, 2004.

Dated: May _____, 2004

**MET-COIL SYSTEMS
CORPORATION**
Debtor and Debtor-in-Possession

By: -
Name: _____
Title: _____

MESTEK, INC.

By: _____
Name: _____
Title: _____