

# **GROUP EXHIBIT C**

## **BALLOTS**

**NO PERSON HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR ADVICE, OR TO MAKE ANY REPRESENTATION, OTHER THAN WHAT IS CONTAINED IN THE MATERIALS MAILED WITH THIS BALLOT OR OTHER MATERIALS AUTHORIZED BY THE COURT.**

NAME AND ADDRESS  
FOR WINDOW ENVELOPE  
TO BE PLACED  
IN THIS SPACE

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

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

**BALLOT FOR CLASS 3.1 CLAIMS FOR ACCEPTING OR REJECTING FIRST AMENDED**  
**CHAPTER 11 PLAN OF REORGANIZATION PROPOSED BY MET-COIL SYSTEMS**  
**CORPORATION AND MESTEK, INC., AS CO-PROONENTS DATED \_\_\_\_\_, 2004**  
**Class 3.1 (Miscellaneous Secured Claims)**

**THE VOTING DEADLINE IS \_\_\_\_\_, 2004 AT 4:00 P.M., PACIFIC TIME. YOUR BALLOT MUST BE RECEIVED BY THE BALLOTING AGENT BY THE VOTING DEADLINE, OR THE VOTES REPRESENTED BY YOUR BALLOT WILL NOT BE COUNTED.**

Met-Coil Systems Corporation, debtor and debtor-in-possession (the "Debtor") in the above-captioned chapter 11 case pending before the United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court"), and Mestek, Inc., co-proponent, submit this Ballot for Class 3.1 Claims (Miscellaneous Secured Claims) to you to solicit your vote to accept or reject the First Amended Chapter 11 Plan of Reorganization Proposed by Met-Coil Systems Corporation and Mestek, Inc., as Co-Proponents, dated \_\_\_\_\_, 2004 (the "Plan"), described in, and annexed as Exhibit A to, the accompanying Disclosure Statement dated \_\_\_\_\_, 2004 (the "Disclosure Statement"). Capitalized terms used in this Ballot or in the attached instructions that are not otherwise defined have the meanings given to them in the Plan. The Disclosure Statement provides information to assist you in deciding how to vote your Ballot. If you do not have a Disclosure Statement, you may obtain a copy from Bankruptcy Management Corporation at the address and phone number set forth below. Bankruptcy Court approval of the Disclosure Statement does not indicate approval of the Plan by the Bankruptcy Court.

The Plan can be confirmed by the Bankruptcy Court and thereby made binding on you if it is accepted by the holders of at least two-thirds in amount and more than one-half in number of claims of those holders actually voting on the Plan in each class voting on the Plan. In the event the requisite acceptances are not obtained, the

Bankruptcy Court may nevertheless confirm the Plan if the Bankruptcy Court finds that the Plan accords fair and equitable treatment to the class or classes rejecting it and otherwise satisfies the requirements of 11 U.S.C. § 1129(b). To have your vote count, you must complete and return this Ballot.

YOU SHOULD REVIEW THE DISCLOSURE STATEMENT AND THE PLAN BEFORE YOU VOTE. YOU MAY WISH TO SEEK LEGAL ADVICE CONCERNING THE PLAN AND CLASSIFICATION AND TREATMENT 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 INJUNCTIONS UNDER SECTION 105 OF THE BANKRUPTCY CODE THAT RESULT IN THE CHANNELING OF ALL ALLEGED TCE-RELATED PERSONAL INJURY 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.

PLEASE READ AND FOLLOW THE ATTACHED INSTRUCTIONS CAREFULLY. COMPLETE, SIGN AND DATE THIS BALLOT AND RETURN IT IN THE ENCLOSED POSTAGE-PAID ENVELOPE TO ENSURE THAT THE BALLOT IS RECEIVED BY 4:00 P.M., PACIFIC TIME, ON \_\_\_\_\_, 2004, BY BANKRUPTCY MANAGEMENT CORPORATION, AS BALLOTING AGENT, AT THE FOLLOWING ADDRESS:

<u>By Mail:</u>	<u>By Hand or Overnight Delivery:</u>
<u>Bankruptcy Management Corporation</u> <u>Attn: Met-Coil Systems Corporation Ballot</u> <u>Processing Dept</u> <u>PO Box 1033</u> <u>El Segundo, CA 90245-1033</u>	<u>Bankruptcy Management Corporation</u> <u>Attn: Met-Coil Systems Corporation Ballot</u> <u>Processing Dept</u> <u>1330 East Franklin Avenue</u> <u>El Segundo, CA 90245</u>

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IF THE BALLOT(S) CONTAINING YOUR VOTE ARE NOT RECEIVED BY BANKRUPTCY MANAGEMENT CORPORATION ON OR BEFORE THE VOTING DEADLINE, AND SUCH IS NOT EXTENDED, YOUR VOTE WILL NOT COUNT AS EITHER AN ACCEPTANCE OR REJECTION OF THE PLAN.

IF THE PLAN IS CONFIRMED BY THE COURT, IT WILL BE BINDING ON YOU WHETHER OR NOT YOU VOTE.

**PLEASE READ THE ATTACHED VOTING INFORMATION AND  
INSTRUCTIONS BEFORE COMPLETING THIS BALLOT.**

**PLEASE COMPLETE ITEMS 1 AND 2. THIS BALLOT WILL NOT BE VALID OR COUNTED AS  
HAVING BEEN CAST IF (A) IF NEITHER THE "ACCEPT" NOR THE "REJECT" BOX IS  
CHECKED IN ITEM 1. OR (B) THIS BALLOT IS NOT SIGNED ON THE APPROPRIATE LINES  
BELOW.**

**Item 1. Class Vote.** The undersigned, a holder of (a) Class 3.1 Claim(s) (Miscellaneous Secured Claim(s)) against the Debtor in the amount set forth below, votes to (check one box – if you do NOT check a box, your vote will not be counted):

**ACCEPT (votes FOR) the Plan REJECT (votes AGAINST)**

**the Plan**

Creditor: Creditor Name Inserted here Claim Amount: \$ Claim amount inserted here

Claim Nbr: Inserted here Ballot ID: Generated by System and Inserted here

**A VOTE TO ACCEPT THE PLAN CONSTITUTES AN AGREEMENT TO THE CHANNELING INIUNCTION AND THE  
RELEASES OF THE PARTIES SPECIFIED IN ARTICLE VII OF THE PLAN.**

**Item 2. Certifications.** By signing this Ballot, the undersigned states under penalty of perjury as provided for by 28 U.S.C. §1746, that he/she/it (a) has been provided with a copy of the Disclosure Statement relating to the Plan and all related materials; and (b) is the holder of the claim set forth above having full power and authority to vote to accept or reject the Plan or if voting on behalf of the actual holder of the claim, has the requisite authority to do so and will submit evidence of same upon request.

**This Ballot does not constitute and shall not be deemed to constitute (a) a proof of claim or (b) an admission by the Debtor of the nature, validity, or amount of any claim.**

Name of Claimant: \_\_\_\_\_  
Social Security or Federal \_\_\_\_\_  
Tax I.D. No.: \_\_\_\_\_  
  
Signature: \_\_\_\_\_  
Street Address: \_\_\_\_\_  
City, State & Zip Code: \_\_\_\_\_  
Telephone Number: \_\_\_\_\_  
Date Completed: \_\_\_\_\_  
If by Authorized Agent, \_\_\_\_\_  
Name and Title: \_\_\_\_\_

**PLEASE CONFIRM THAT YOU HAVE PROVIDED  
ALL INFORMATION REQUESTED BY THIS BALLOT.**

**IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT OR THE VOTING PROCEDURES,  
OR IF YOU NEED ADDITIONAL COPIES OF THE BALLOT OR THE OTHER ENCLOSED  
MATERIALS, PLEASE CALL THE BALLOTING AGENT AT (888) 909-0100.**

### **INSTRUCTIONS FOR COMPLETING THE BALLOT**

- (1) If your Claim against the Debtor has been paid, please do not return this Ballot or vote on such paid Claim. (See Voter Certification).
- (2) This Ballot is submitted to you to solicit your vote to accept or reject the Plan. Please indicate your vote by marking an "x" in the appropriate box on the Ballot.
- (3) **A VOTE TO ACCEPT THE PLAN CONSTITUTES AN AGREEMENT TO THE CHANNELING INIUNCTION AND THE RELEASES OF THE PARTIES SPECIFIED IN ARTICLE VII OF THE PLAN.**
- (4) The Ballot does not constitute and shall not be deemed to constitute (a) a proof of claim or (b) an admission by the Debtor of the nature, validity, or amount of your claim. The amount of your claim may be subject to further reconciliation and an objection may be interposed.
- (5) You must vote all of your claims within a single class to either accept or reject the Plan. A Ballot that partially rejects and partially accepts the Plan will not be counted.
- (6) Your signature is required in order for your vote to be counted. You are also required to provide your social security number or Tax I.D. number prior to receiving any distribution. If the claim(s) voted with this Ballot is (are) held by an partnership, the Ballot should be executed in the name of the partnership by a general partner. If the claim is held by a corporation, the Ballot must be executed by an officer. If you are signing in a representative capacity, also indicate your title after your signature.
- (7) In the box provided in Item 1 of the Ballot, please indicate acceptance or rejection of the Plan. Complete the Ballot by providing all information requested and sign, date and return the Ballot by mail, overnight courier or personal delivery to Bankruptcy Management Corporation (the "Balloting Agent") at the following address:

<u>By Mail:</u>	<u>By Hand or Overnight Delivery:</u>
<u>Bankruptcy Management Corporation</u> <u>Attn: Met-Coil Systems Corporation Ballot Processing Dept.</u> <u>PO Box 1033</u> <u>El Segundo, CA 90245-1033</u>	<u>Bankruptcy Management Corporation</u> <u>Attn: Met-Coil Systems Corporation Ballot Processing Dept.</u> <u>1330 East Franklin Avenue</u> <u>El Segundo, CA 90245</u>

Ballots must be received by the Balloting Agent by 4:00 p.m. (Pacific Time) on \_\_\_\_\_, 2004 (the "Voting Deadline"). If a Ballot is received after the Voting Deadline, it will not be counted. An envelope addressed to the Balloting Agent is enclosed for your convenience. Ballots submitted by facsimile or email will not be accepted.

- (8) If you hold Claims in more than one voting Class under the Plan you should receive a Ballot for each such category of Claims, coded by Class number, and a set of solicitation materials. Each Ballot you receive is for voting only on your Claim(s) described on the Ballot. Please complete and return each Ballot you receive. The attached Ballot is designed only for voting Claims in Class 3.1 against the Debtor. You must vote all of your Claims within a single Class either to accept or reject the Plan. Accordingly, if you return more than one Ballot voting different Claims within a single Class and the Ballots are not voted in the same manner, those Ballots will not be counted. An otherwise properly executed Ballot that attempts to partially reject the Plan likewise will not be counted.
- (9) If you cast more than one Ballot voting the same Claim prior to the Voting Deadline, the last Ballot received by the Balloting Agent before the Voting Deadline will supersede all prior Ballots.

**PLEASE MAIL YOUR BALLOT PROMPTLY!**

**IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT OR THE VOTING PROCEDURES, PLEASE CALL THE BALLOTING AGENT, BANKRUPTCY MANAGEMENT CORPORATION, AT (888) 909-0100**

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**NAME AND ADDRESS**  
**FOR WINDOW ENVELOPE**  
**TO BE PLACED**  
**IN THIS SPACE**

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

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

**BALLOT FOR CLASS 3.2 CLAIMS FOR ACCEPTING OR REJECTING FIRST AMENDED**  
**CHAPTER 11 PLAN OF REORGANIZATION PROPOSED BY MET-COIL SYSTEMS**  
**CORPORATION AND MESTEK, INC., AS CO-PROONENTS DATED \_\_\_\_\_, 2004**  
**Class 3.2 (Mestek Secured Claims)**

**THE VOTING DEADLINE IS \_\_\_\_\_, 2004 AT 4:00 P.M., PACIFIC TIME. YOUR BALLOT MUST BE RECEIVED BY THE BALLOTING AGENT BY THE VOTING DEADLINE, OR THE VOTES REPRESENTED BY YOUR BALLOT WILL NOT BE COUNTED.**

Met-Coil Systems Corporation, debtor and debtor-in-possession (the "Debtor") in the above-captioned chapter 11 case pending before the United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court"), and Mestek, Inc., co-proponent, submit this Ballot for Class 3.2 Claims (Mestek Secured Claims) to you to solicit your vote to accept or reject the First Amended Chapter 11 Plan of Reorganization Proposed by Met-Coil Systems Corporation and Mestek, Inc., as Co-Proponents, dated \_\_\_\_\_, 2004 (the "Plan"), described in, and annexed as Exhibit A to, the accompanying First Amended Disclosure Statement, dated \_\_\_\_\_, 2004 (the "Disclosure Statement"). Capitalized terms used in this Ballot or in the attached instructions that are not otherwise defined have the meanings given to them in the Plan. The Disclosure Statement provides information to assist you in deciding how to vote your Ballot. If you do not have a Disclosure Statement, you may obtain a copy from Bankruptcy Management Corporation, at the address and phone number set forth below. Bankruptcy Court approval of the Disclosure Statement does not indicate approval of the Plan by the Bankruptcy Court.

The Plan can be confirmed by the Bankruptcy Court and thereby made binding on you if it is accepted by the holders of at least two-thirds in amount and more than one-half in number of claims of those holders actually voting on the Plan in each class voting on the Plan. In the event the requisite acceptances are not obtained, the Bankruptcy Court may nevertheless confirm the Plan if the Bankruptcy Court finds that the Plan accords fair and equitable treatment to the class or classes rejecting it and otherwise satisfies the requirements of 11 U.S.C. § 1129(b). To have your vote count, you must complete and return this Ballot.

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BELOW.**

**Item 1. Class Vote. The undersigned, a holder of (a) Class 3.2 Claim(s) (Mestek Secured Claim(s)) against the Debtor in the amount set forth below, votes to (check one box – if you do NOT check a box, your vote will not be counted):**

**ACCEPT (votes FOR) the Plan , REJECT (votes AGAINST) the Plan**

Creditor: Creditor Name Inserted here Claim Amount: \$ Claim amount inserted here

Claim Nbr: Inserted here Ballot ID: Generated by System and Inserted here

**A VOTE TO ACCEPT THE PLAN CONSTITUTES AN AGREEMENT TO THE CHANNELING INJUNCTION AND THE  
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**This Ballot does not constitute and shall not be deemed to constitute (a) a proof of claim or (b) an admission by the Debtor of the nature, validity, or amount of any claim.**

Name of Claimant: \_\_\_\_\_  
Social Security or Federal \_\_\_\_\_  
Tax I.D. No.: \_\_\_\_\_  
  
Signature: \_\_\_\_\_  
Street Address: \_\_\_\_\_  
City, State & Zip Code: \_\_\_\_\_  
Telephone Number: \_\_\_\_\_  
Date Completed: \_\_\_\_\_  
If by Authorized Agent, \_\_\_\_\_  
Name and Title: \_\_\_\_\_

**PLEASE CONFIRM THAT YOU HAVE PROVIDED  
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- (4) The Ballot does not constitute and shall not be deemed to constitute (a) a proof of claim or (b) an admission by the Debtor of the nature, validity, or amount of your claim. The amount of your claim may be subject to further reconciliation and an objection may be interposed.
- (5) You must vote all of your claims within a single class to either accept or reject the Plan. A Ballot that partially rejects and partially accepts the Plan will not be counted.
- (6) Your signature is required in order for your vote to be counted. You are also required to provide your social security number or Tax I.D. number prior to receiving any distribution. If the claim(s) voted with this Ballot is (are) held by an partnership, the Ballot should be executed in the name of the partnership by a general partner. If the claim is held by a corporation, the Ballot must be executed by an officer. If you are signing in a representative capacity, also indicate your title after your signature.
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- (8) If you hold Claims in more than one voting Class under the Plan you should receive a Ballot for each such category of Claims, coded by Class number, and a set of solicitation materials. Each Ballot you receive is for voting only on your Claim(s) described on the Ballot. Please complete and return each Ballot you receive. The attached Ballot is designed only for voting Claims in Class 3.2 against the Debtor. You must vote all of your Claims within a single Class either to accept or reject the Plan. Accordingly, if you return more than one Ballot voting different Claims within a single Class and the Ballots are not voted in the same manner, those Ballots will not be counted. An otherwise properly executed Ballot that attempts to partially reject the Plan likewise will not be counted.
- (9) If you cast more than one Ballot voting the same Claim prior to the Voting Deadline, the last Ballot received by the Balloting Agent before the Voting Deadline will supersede all prior Ballots.

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**NAME AND ADDRESS**  
**FOR WINDOW ENVELOPE**  
**TO BE PLACED**  
**IN THIS SPACE**

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

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

**BALLOT FOR CLASS 4.1 CLAIMS FOR ACCEPTING OR REJECTING FIRST AMENDED**  
**CHAPTER 11 PLAN OF REORGANIZATION PROPOSED BY MET-COIL SYSTEMS**  
**CORPORATION AND MESTEK, INC., AS CO-PROONENTS DATED \_\_\_\_\_, 2004**  
**Class 4.1 (Convenience Claims)**

<b><u>THE VOTING DEADLINE IS _____, 2004 AT 4:00 P.M., PACIFIC TIME. YOUR BALLOT MUST BE RECEIVED BY THE BALLOTING AGENT BY THE VOTING DEADLINE, OR THE VOTES REPRESENTED BY YOUR BALLOT WILL NOT BE COUNTED.</u></b>
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Met-Coil Systems Corporation, debtor and debtor-in-possession (the "Debtor") in the above-captioned chapter 11 case pending before the United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court"), and Mestek, Inc., co-proponent, submit this Ballot for Class 4.1 Claims (Convenience Claims) to you to solicit your vote to accept or reject the First Amended Chapter 11 Plan of Reorganization Proposed by Met-Coil Systems Corporation and Mestek, Inc., as Co-Proponents, dated \_\_\_\_\_, 2004 (the "Plan"), described in, and annexed as Exhibit A to, the accompanying First Amended Disclosure Statement, dated \_\_\_\_\_, 2004 (the "Disclosure Statement"). Capitalized terms used in this Ballot or in the attached instructions that are not otherwise defined have the meanings given to them in the Plan. The Disclosure Statement provides information to assist you in deciding how to vote your Ballot. If you do not have a Disclosure Statement, you may obtain a copy from Bankruptcy Management Corporation, at the address and phone number set forth below. Bankruptcy Court approval of the Disclosure Statement does not indicate approval of the Plan by the Bankruptcy Court.

The Plan can be confirmed by the Bankruptcy Court and thereby made binding on you if it is accepted by the holders of at least two-thirds in amount and more than one-half in number of claims of those holders actually

voting on the Plan in each class voting on the Plan. In the event the requisite acceptances are not obtained, the Bankruptcy Court may nevertheless confirm the Plan if the Bankruptcy Court finds that the Plan accords fair and equitable treatment to the class or classes rejecting it and otherwise satisfies the requirements of 11 U.S.C. § 1129(b). To have your vote count, you must complete and return this Ballot.

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<u>By Mail:</u>	<u>By Hand or Overnight Delivery:</u>
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CHECKED IN ITEM 1. OR (B) THIS BALLOT IS NOT SIGNED ON THE APPROPRIATE LINES  
BELOW.**

**Item 1. Class Vote.** The undersigned, a holder of (a) Class 4.1 Claim(s) (Convenience Claim(s)) against the Debtor in the amount set forth below, votes to (check one box – if you do NOT check a box, your vote will not be counted):

**ACCEPT (votes FOR) the Plan REJECT (votes AGAINST) the Plan**

Creditor: Creditor Name Inserted here Claim Amount: \$ Claim amount inserted here

Claim Nbr: Inserted here Ballot ID: Generated by System and Inserted here

**A VOTE TO ACCEPT THE PLAN CONSTITUTES AN AGREEMENT TO THE CHANNELING INJUNCTION AND THE  
RELEASES OF THE PARTIES SPECIFIED IN ARTICLE VII OF THE PLAN.**

**Item 2. Certifications.** By signing this Ballot, the undersigned states under penalty of perjury as provided for by 28 U.S.C. §1746, that he/she/it (a) has been provided with a copy of the Disclosure Statement relating to the Plan and all related materials; and (b) is the holder of the claim set forth above and has full power and authority to vote to accept or reject the Plan or if voting on behalf of the actual holder of the claim, has the requisite authority to do so and will submit evidence of same upon request.

**This Ballot does not constitute and shall not be deemed to constitute (a) a proof of claim or (b) an admission by the Debtor of the nature, validity, or amount of any claim.**

Name of Claimant: \_\_\_\_\_  
Social Security or Federal \_\_\_\_\_  
Tax I.D. No.: \_\_\_\_\_  
  
Signature: \_\_\_\_\_  
Street Address: \_\_\_\_\_  
City, State & Zip Code: \_\_\_\_\_  
Telephone Number: \_\_\_\_\_  
Date Completed: \_\_\_\_\_  
If by Authorized Agent, \_\_\_\_\_  
Name and Title: \_\_\_\_\_

**PLEASE CONFIRM THAT YOU HAVE PROVIDED  
ALL INFORMATION REQUESTED BY THIS BALLOT.**

**IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT OR THE VOTING PROCEDURES,  
OR IF YOU NEED ADDITIONAL COPIES OF THE BALLOT OR THE OTHER ENCLOSED  
MATERIALS, PLEASE CALL THE BALLOTING AGENT AT (888) 909-0100.**

### **INSTRUCTIONS FOR COMPLETING THE BALLOT**

- (1) If your Claim against the Debtor has been paid, please do not return this Ballot or vote on such paid Claim. (See Voter Certification).
- (2) This Ballot is submitted to you to solicit your vote to accept or reject the Plan. Please indicate your vote by marking an "x" in the appropriate box on the Ballot.
- (3) **A VOTE TO ACCEPT THE PLAN CONSTITUTES AN AGREEMENT TO THE CHANNELING INIUNCTION AND THE RELEASES OF THE PARTIES SPECIFIED IN ARTICLE VII OF THE PLAN.**
- (4) The Ballot does not constitute and shall not be deemed to constitute (a) a proof of claim or (b) an admission by the Debtor of the nature, validity, or amount of your claim. The amount of your claim may be subject to further reconciliation and an objection may be interposed.
- (5) You must vote all of your claims within a single class to either accept or reject the Plan. A Ballot that partially rejects and partially accepts the Plan will not be counted.
- (6) Your signature is required in order for your vote to be counted. You are also required to provide your social security number or Tax I.D. number prior to receiving any distribution. If the claim(s) voted with this Ballot is (are) held by an partnership, the Ballot should be executed in the name of the partnership by a general partner. If the claim is held by a corporation, the Ballot must be executed by an officer. If you are signing in a representative capacity, also indicate your title after your signature.
- (7) In the box provided in Item 1 of the Ballot, please indicate acceptance or rejection of the Plan. Complete the Ballot by providing all information requested and sign, date and return the Ballot by mail, overnight courier or personal delivery to Bankruptcy Management Corporation (the "Balloting Agent") at the following address:

<u>By Mail:</u>	<u>By Hand or Overnight Delivery:</u>
Bankruptcy Management Corporation Attn: Met-Coil Systems Corporation Ballot Processing Dept. PO Box 1033 El Segundo, CA 90245-1033	Bankruptcy Management Corporation Attn: Met-Coil Systems Corporation Ballot Processing Dept. 1330 East Franklin Avenue El Segundo, CA 90245

Ballots must be received by the Balloting Agent by 4:00 p.m. (Pacific Time) on \_\_\_\_\_, 2004 (the "Voting Deadline"). If a Ballot is received after the Voting Deadline, it will not be counted. An envelope addressed to the Balloting Agent is enclosed for your convenience. Ballots submitted by facsimile or email will not be accepted.

- (8) If you hold Claims in more than one voting Class under the Plan you should receive a Ballot for each such category of Claims, coded by Class number, and a set of solicitation materials. Each Ballot you receive is for voting only on your Claim(s) described on the Ballot. Please complete and return each Ballot you receive. The attached Ballot is designed only for voting Claims in Class 4.1 against the Debtor. You must vote all of your Claims within a single Class either to accept or reject the Plan. Accordingly, if you return more than one Ballot voting different Claims within a single Class and the Ballots are not voted in the same manner, those Ballots will not be counted. An otherwise properly executed Ballot that attempts to partially reject the Plan likewise will not be counted.
- (9) If you cast more than one Ballot voting the same Claim prior to the Voting Deadline, the last Ballot received by the Balloting Agent before the Voting Deadline will supersede all prior Ballots.

**PLEASE MAIL YOUR BALLOT PROMPTLY!**

**IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT OR THE VOTING PROCEDURES, PLEASE CALL THE BALLOTING AGENT, BANKRUPTCY MANAGEMENT CORPORATION, AT (888) 909-0100**

**NO PERSON HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR ADVICE, OR TO MAKE ANY REPRESENTATION, OTHER THAN WHAT IS CONTAINED IN THE MATERIALS MAILED WITH THIS BALLOT OR OTHER MATERIALS AUTHORIZED BY THE COURT.**

**NAME AND ADDRESS**  
**FOR WINDOW ENVELOPE**  
**TO BE PLACED**  
**IN THIS SPACE**

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

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

**BALLOT FOR CLASS 4.2 CLAIMS FOR ACCEPTING OR REJECTING FIRST AMENDED**  
**CHAPTER 11 PLAN OF REORGANIZATION PROPOSED BY MET-COIL SYSTEMS**  
**CORPORATION AND MESTEK, INC., AS CO-PROONENTS DATED \_\_\_\_\_, 2004**  
**Class 4.2 (Mestek Unsecured Claim)**

<b><u>THE VOTING DEADLINE IS _____, 2004 AT 4:00 P.M., PACIFIC TIME. YOUR BALLOT MUST BE RECEIVED BY THE BALLOTING AGENT BY THE VOTING DEADLINE, OR THE VOTES REPRESENTED BY YOUR BALLOT WILL NOT BE COUNTED.</u></b>
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Met-Coil Systems Corporation, debtor and debtor-in-possession (the "Debtor") in the above-captioned chapter 11 case pending before the United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court"), and Mestek, Inc., co-proponent, submit this Ballot for Class 4.2 Claims (Mestek Unsecured Claim) to you to solicit your vote to accept or reject the First Amended Chapter 11 Plan of Reorganization Proposed by Met-Coil Systems Corporation and Mestek, Inc., as Co-Proponents, dated \_\_\_\_\_, 2004 (the "Plan"), described in, and annexed as Exhibit A to, the accompanying First Amended Disclosure Statement, dated \_\_\_\_\_, 2004 (the "Disclosure Statement"). Capitalized terms used in this Ballot or in the attached instructions that are not otherwise defined have the meanings given to them in the Plan. The Disclosure Statement provides information to assist you in deciding how to vote your Ballot. If you do not have a Disclosure Statement, you may obtain a copy from Bankruptcy Management Corporation, at the address and phone number set forth below. Bankruptcy Court approval of the Disclosure Statement does not indicate approval of the Plan by the Bankruptcy Court.

The Plan can be confirmed by the Bankruptcy Court and thereby made binding on you if it is accepted by the holders of at least two-thirds in amount and more than one-half in number of claims of those holders actually

voting on the Plan in each class voting on the Plan. In the event the requisite acceptances are not obtained, the Bankruptcy Court may nevertheless confirm the Plan if the Bankruptcy Court finds that the Plan accords fair and equitable treatment to the class or classes rejecting it and otherwise satisfies the requirements of 11 U.S.C. § 1129(b). To have your vote count, you must complete and return this Ballot.

YOU SHOULD REVIEW THE DISCLOSURE STATEMENT AND THE PLAN BEFORE YOU VOTE. YOU MAY WISH TO SEEK LEGAL ADVICE CONCERNING THE PLAN AND CLASSIFICATION AND TRETMENT 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 INJUNCTIONS 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.

PLEASE READ AND FOLLOW THE ATTACHED INSTRUCTIONS CAREFULLY. COMPLETE, SIGN AND DATE THIS BALLOT AND RETURN IT IN THE ENCLOSED POSTAGE-PAID ENVELOPE TO ENSURE THAT THE BALLOT IS RECEIVED BY 4:00 P.M., PACIFIC TIME, ON . 2004, BY BANKRUPTCY MANAGEMENT CORPORATION, AS BALLOTING AGENT, AT THE FOLLOWING ADDRESS:

<u>By Mail:</u>	<u>By Hand or Overnight Delivery:</u>
<u>Bankruptcy Management Corporation</u> <u>Attn: Met-Coil Systems Corporation Ballot</u> <u>Processing Dept</u> <u>PO Box 1033</u> <u>El Segundo, CA 90245-1033</u>	<u>Bankruptcy Management Corporation</u> <u>Attn: Met-Coil Systems Corporation Ballot</u> <u>Processing Dept</u> <u>1330 East Franklin Avenue</u> <u>El Segundo, CA 90245</u>

DO NOT FAX OR EMAIL YOUR BALLOT TO THE BALLOTING AGENT. FAXED OR EMAILED BALLOTS WILL NOT BE COUNTED. ONLY ORIGINAL BALLOTS WITH AN ORIGINAL SIGNATURE WILL BE COUNTED. Copies of Ballots are permitted provided they contain original signatures. Parties-In-Interest voting should endeavor to send original ballots.

IF THE BALLOT(S) CONTAINING YOUR VOTE ARE NOT RECEIVED BY BANKRUPTCY MANAGEMENT CORPORATION ON OR BEFORE THE VOTING DEADLINE, AND SUCH IS NOT EXTENDED, YOUR VOTE WILL NOT COUNT AS EITHER AN ACCEPTANCE OR REJECTION OF THE PLAN.

IF THE PLAN IS CONFIRMED BY THE COURT, IT WILL BE BINDING ON YOU WHETHER OR NOT YOU VOTE.

**PLEASE READ THE ATTACHED VOTING INFORMATION AND  
INSTRUCTIONS BEFORE COMPLETING THIS BALLOT.**

**PLEASE COMPLETE ITEMS 1 AND 2. THIS BALLOT WILL NOT BE VALID OR COUNTED AS  
HAVING BEEN CAST IF (A) IF NEITHER THE "ACCEPT" NOR THE "REJECT" BOX IS  
CHECKED IN ITEM 1, OR (B) THIS BALLOT IS NOT SIGNED ON THE APPROPRIATE LINES  
BELOW.**

**Item 1. Class Vote.** The undersigned, a holder of (a) Class 4.2 Claim(s) (Mestek Unsecured Claim(s)) against the Debtor in the amount set forth below, votes to (check one box – if you do NOT check a box, your vote will not be counted):

**.ACCEPT (votes FOR) the Plan .REJECT (votes AGAINST) the Plan**

Creditor: Creditor Name Inserted here Claim Amount: \$ Claim amount inserted here

Claim Nbr: Inserted here Ballot ID: Generated by System and Inserted here

**A VOTE TO ACCEPT THE PLAN CONSTITUTES AN AGREEMENT TO THE CHANNELING INJUNCTION AND THE  
RELEASES OF THE PARTIES SPECIFIED IN ARTICLE VII OF THE PLAN.**

**Item 2. Certifications.** By signing this Ballot, the undersigned states under penalty of perjury as provided for by 28 U.S.C. §1746, that he/she/it (a) has been provided with a copy of the Disclosure Statement relating to the Plan and all related materials; and (b) is the holder of the claim set forth above and has full power and authority to vote to accept or reject the Plan or if voting on behalf of the actual holder of the claim, has the requisite authority to do so and will submit evidence of same upon request.

**This Ballot does not constitute and shall not be deemed to constitute (a) a proof of claim or (b) an admission by the Debtor of the nature, validity, or amount of any claim.**

Name of Claimant: \_\_\_\_\_  
Social Security or Federal \_\_\_\_\_  
Tax I.D. No.: \_\_\_\_\_  
  
Signature: \_\_\_\_\_  
Street Address: \_\_\_\_\_  
City, State & Zip Code: \_\_\_\_\_  
Telephone Number: \_\_\_\_\_  
Date Completed: \_\_\_\_\_  
If by Authorized Agent, \_\_\_\_\_  
Name and Title: \_\_\_\_\_

**PLEASE CONFIRM THAT YOU HAVE PROVIDED  
ALL INFORMATION REQUESTED BY THIS BALLOT.**

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MATERIALS, PLEASE CALL THE BALLOTING AGENT AT (888) 909-0100.**



### **INSTRUCTIONS FOR COMPLETING THE BALLOT**

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- (5) You must vote all of your claims within a single class to either accept or reject the Plan. A Ballot that partially rejects and partially accepts the Plan will not be counted.
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- (7) In the box provided in Item 1 of the Ballot, please indicate acceptance or rejection of the Plan. Complete the Ballot by providing all information requested and sign, date and return the Ballot by mail, overnight courier or personal delivery to Bankruptcy Management Corporation (the "Balloting Agent") at the following address:

<u>By Mail:</u>	<u>By Hand or Overnight Delivery:</u>
<u>Bankruptcy Management Corporation</u> <u>Attn: Met-Coil Systems Corporation Ballot Processing Dept.</u> <u>PO Box 1033</u> <u>El Segundo, CA 90245-1033</u>	<u>Bankruptcy Management Corporation</u> <u>Attn: Met-Coil Systems Corporation Ballot Processing Dept.</u> <u>1330 East Franklin Avenue</u> <u>El Segundo, CA 90245</u>

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- (8) If you hold Claims in more than one voting Class under the Plan you should receive a Ballot for each such category of Claims, coded by Class number, and a set of solicitation materials. Each Ballot you receive is for voting only on your Claim(s) described on the Ballot. Please complete and return each Ballot you receive. The attached Ballot is designed only for voting Claims in Class 4.2 against the Debtor. You must vote all of your Claims within a single Class either to accept or reject the Plan. Accordingly, if you return more than one Ballot voting different Claims within a single Class and the Ballots are not voted in the same manner, those Ballots will not be counted. An otherwise properly executed Ballot that attempts to partially reject the Plan likewise will not be counted.
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**IN THE UNITED STATES BANKRUPTCY COURT**  
**FOR THE DISTRICT OF DELAWARE**

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

**THE VOTING DEADLINE . 2004 AT 4:00 P.M., PACIFIC TIME. YOUR BALLOT MUST BE RECEIVED BY THE BALLOTING AGENT BY THE VOTING DEADLINE, OR THE VOTES REPRESENTED BY YOUR BALLOT WILL NOT BE COUNTED.**

-17-

may obtain a copy from Bankruptcy Management Corporation, at the address and phone number set forth below. Bankruptcy Court approval of the Disclosure Statement does not indicate approval of the Plan by the Bankruptcy Court.

The Plan can be confirmed by the Bankruptcy Court and thereby made binding on you if it is accepted by the holders of at least two-thirds in amount and more than one-half in number of claims of those holders actually voting on the Plan in each class voting on the Plan. In the event the requisite acceptances are not obtained, the Bankruptcy Court may nevertheless confirm the Plan if the Bankruptcy Court finds that the Plan accords fair and equitable treatment to the class or classes rejecting it and otherwise satisfies the requirements of 11 U.S.C. § 1129(b). To have your vote count, you must complete and return this Ballot.

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PLEASE READ AND FOLLOW THE ATTACHED INSTRUCTIONS CAREFULLY. COMPLETE, SIGN AND DATE THIS BALLOT AND RETURN IT IN THE ENCLOSED POSTAGE-PAID ENVELOPE TO ENSURE THAT THE BALLOT IS RECEIVED BY 4:00 P.M., PACIFIC TIME, ON \_\_\_\_\_, 2004 BY BANKRUPTCY MANAGEMENT CORPORATION, AS BALLOTING AGENT, AT THE FOLLOWING ADDRESS:

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<u>Bankruptcy Management Corporation</u> <u>Attn: Met-Coil Systems Corporation Ballot</u> <u>Processing Dept</u> <u>PO Box 1033</u> <u>El Segundo, CA 90245-1033</u>	<u>Bankruptcy Management Corporation</u> <u>Attn: Met-Coil Systems Corporation Ballot</u> <u>Processing Dept</u> <u>1330 East Franklin Avenue</u> <u>El Segundo, CA 90245</u>

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IF THE PLAN IS CONFIRMED BY THE COURT, IT WILL BE BINDING ON YOU WHETHER OR NOT YOU VOTE.

**PLEASE READ THE ATTACHED VOTING INFORMATION AND  
INSTRUCTIONS BEFORE COMPLETING THIS BALLOT.**

**PLEASE COMPLETE ITEMS 1, 2 AND 3. THIS BALLOT WILL NOT BE VALID OR COUNTED AS  
HAVING BEEN CAST IF (A) IF NEITHER THE "ACCEPT" NOR THE "REJECT" BOX IS  
CHECKED IN ITEM 1, OR (B) THIS BALLOT IS NOT SIGNED ON THE APPROPRIATE LINES  
BELOW.**

**Item 1. Class Vote.** The undersigned, a holder of (a) Class 4.3 Claim(s) (General Unsecured Claim(s) other than Convenience Class Claims, Mestek Unsecured Claim and TCE Litigation Claims) against the Debtor in the amount set forth below, votes to (check one box – if you do NOT check a box, your vote will not be counted):

**ACCEPT (votes FOR) the Plan . REJECT (votes AGAINST) the Plan**

Creditor: Creditor Name Inserted here Claim Amount: \$ Claim amount inserted here

Claim Nbr: Inserted here Ballot ID: Generated by System and Inserted here

**A VOTE TO ACCEPT THE PLAN CONSTITUTES AN AGREEMENT TO THE CHANNELING INJUNCTION AND THE  
RELEASES OF THE PARTIES SPECIFIED IN ARTICLE VII OF THE PLAN.**

**Item 2. Convenience Class Election.** The undersigned, a holder of (a) Class 4.3 Claim against the Debtor that has (have) an aggregate Face Amount more than \$10,000.00 and otherwise would be classified in Class 4.1 under the Plan, elects to (check one box):

**ACCEPT the Convenience Class Election and** **DECLINE the Convenience Class**  
**reduce all of my Class 4.3 Claims against the Debtor** **Election.**  
**for purposes of voting and Distributions under the**  
**Plan to the amount of \$10,000.00.**

**Item 3. Certifications.** By signing this Ballot, the undersigned states under penalty of perjury as provided for by 28 U.S.C. §1746, that he/she/it (a) has been provided with a copy of the Disclosure Statement relating to the Plan and all related materials; and (b) is the holder of the claim set forth above and has full power and authority to vote to accept or reject the Plan or if voting on behalf of the actual holder of the claim, has the requisite authority to do so and will submit evidence of same upon request.

**This Ballot does not constitute and shall not be deemed to constitute (a) a proof of claim or (b) an admission by the Debtor of the nature, validity, or amount of any claim.**

Name of Claimant: \_\_\_\_\_  
Social Security or Federal \_\_\_\_\_  
Tax I.D. No.: \_\_\_\_\_  
  
Signature: \_\_\_\_\_  
Street Address: \_\_\_\_\_  
City, State & Zip Code: \_\_\_\_\_  
Telephone Number: \_\_\_\_\_  
Date Completed: \_\_\_\_\_  
If by Authorized Agent, \_\_\_\_\_  
Name and Title: \_\_\_\_\_

**PLEASE CONFIRM THAT YOU HAVE PROVIDED  
ALL INFORMATION REQUESTED BY THIS BALLOT.**

**IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT OR THE VOTING PROCEDURES,  
OR IF YOU NEED ADDITIONAL COPIES OF THE BALLOT OR THE OTHER ENCLOSED  
MATERIALS, PLEASE CALL THE BALLOTING AGENT AT (888) 909-0100.**

### **INSTRUCTIONS FOR COMPLETING THE BALLOT**

- (1) If your Claim against the Debtor has been paid, please do not return this Ballot or vote on such paid Claim. (See Voter Certification).
- (2) This Ballot is submitted to you to solicit your vote to accept or reject the Plan. Please indicate your vote by marking an "x" in the appropriate box on the Ballot.
- (3) **A VOTE TO ACCEPT THE PLAN CONSTITUTES AN AGREEMENT TO THE CHANNELING INIUNCTION AND THE RELEASES OF THE PARTIES SPECIFIED IN ARTICLE VII OF THE PLAN.**
- (4) The Ballot does not constitute and shall not be deemed to constitute (a) a proof of claim or (b) an admission by the Debtor of the nature, validity, or amount of your claim. The amount of your claim may be subject to further reconciliation and an objection may be interposed.
- (5) You must vote all of your claims within a single class to either accept or reject the Plan. A Ballot that partially rejects and partially accepts the Plan will not be counted.
- (6) Your signature is required in order for your vote to be counted. You are also required to provide your social security number or Tax I.D. number prior to receiving any distribution. If the claim(s) voted with this Ballot is (are) held by a partnership, the Ballot should be executed in the name of the partnership by a general partner. If the claim is held by a corporation, the Ballot must be executed by an officer. If you are signing in a representative capacity, also indicate your title after your signature.
- (7) In the box provided in Item 1 of the Ballot, please indicate acceptance or rejection of the Plan. Complete the Ballot by providing all information requested and sign, date and return the Ballot by mail, overnight courier or personal delivery to Bankruptcy Management Corporation (the "Balloting Agent") at the following address:

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**Ballots must be received by the Balloting Agent by 4:00 p.m. (Pacific Time) on \_\_\_\_\_, 2004 (the "Voting Deadline"). If a Ballot is received after the Voting Deadline, it will not be counted. An envelope addressed to the Balloting Agent is enclosed for your convenience. Ballots submitted by facsimile or email will not be accepted.**

- (8) If you hold Claims in more than one voting Class under the Plan you should receive a Ballot for each such category of Claims, coded by Class number, and a set of solicitation materials. Each Ballot you receive is for voting only on your Claim(s) described on the Ballot. Please complete and return each Ballot you receive. The attached Ballot is designed only for voting Claims in Class 4.3 against the Debtor. You must vote all of your Claims within a single Class either to accept or reject the Plan. Accordingly, if you return more than one Ballot voting different Claims within a single Class and the Ballots are not voted in the same manner, those Ballots will not be counted. An otherwise properly executed Ballot that attempts to partially reject the Plan likewise will not be counted.
- (9) If you cast more than one Ballot voting the same Claim prior to the Voting Deadline, the last Ballot received by the Balloting Agent before the Voting Deadline will supersede all prior Ballots.
- (10) If you wish to accept the Convenience Class Election, you must check the box to accept the Convenience Class Election in Item 2 of the Ballot. A Ballot that (a) elects both to accept and decline the Convenience Class Election, (b) otherwise attempts to partially accept and partially decline the Convenience Class Election or (c) does not accept or decline the Convenience Class Election, will be deemed an election to decline the Convenience Class Election. The Convenience Class Election operates as follows:
  - (a) By making the Convenience Class Election you agree that all Class 4.3 Claims that you hold with an aggregate face amount in excess of \$10,000.00 shall be consolidated and reduced for the purpose of voting and Distributions under the Plan to a single Convenience Class Claim in the amount of \$10,000.00 or less.
  - (b) Once you make a Convenience Class Election with respect to a Class 4.3 Claim, such election is irrevocable, except with the written consent of the Debtor or the Reorganized Debtor.
  - (c) Whether you properly make a Convenience Class Election has no effect on whether your Convenience Claim is or may become a Disputed Claim or an Allowed Claim under the Plan.

**PLEASE MAIL YOUR BALLOT PROMPTLY!**

**IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT OR THE VOTING PROCEDURES, PLEASE CALL THE BALLOTING AGENT, BANKRUPTCY MANAGEMENT CORPORATION, AT (888) 909-0100**



**NO PERSON HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR ADVICE, OR TO MAKE ANY REPRESENTATION, OTHER THAN WHAT IS CONTAINED IN THE MATERIALS MAILED WITH THIS BALLOT OR OTHER MATERIALS AUTHORIZED BY THE COURT.**

**NAME AND ADDRESS**  
**FOR WINDOW ENVELOPE**  
**TO BE PLACED**  
**IN THIS SPACE**

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

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

**BALLOT FOR CLASS 4.4 CLAIMS FOR ACCEPTING OR REJECTING FIRST AMENDED**  
**CHAPTER 11 PLAN OF REORGANIZATION PROPOSED BY MET-COIL SYSTEMS**  
**CORPORATION AND MESTEK, INC., AS CO-PROONENTS DATED \_\_\_\_\_, 2004**  
**Class 4.4 (TCE Litigation Claims)**

<b><u>THE VOTING DEADLINE IS _____, 2004 AT 4:00 P.M., PACIFIC TIME. YOUR BALLOT MUST BE RECEIVED BY THE BALLOTING AGENT BY THE VOTING DEADLINE, OR THE VOTES REPRESENTED BY YOUR BALLOT WILL NOT BE COUNTED.</u></b>
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Met-Coil Systems Corporation, debtor and debtor-in-possession (the "Debtor") in the above-captioned chapter 11 case pending before the United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court"), and Mestek, Inc., co-proponent, submit this Ballot for Class 4.4 Claims (TCE Litigation Claims) to you to solicit your vote to accept or reject the First Amended Chapter 11 Plan of Reorganization Proposed by Met-Coil Systems Corporation and Mestek, Inc., as Co-Proponents, dated \_\_\_\_\_, 2004 (the "Plan"), described in, and annexed as Exhibit A to, the accompanying First Amended Disclosure Statement, dated \_\_\_\_\_, 2004 (the "Disclosure Statement"). Capitalized terms used in this Ballot or in the attached instructions that are not otherwise defined have the meanings given to them in the Plan. The Disclosure Statement provides information to assist you in deciding how to vote your Ballot. If you do not have a Disclosure Statement, you may obtain a copy from Bankruptcy Management Corporation, at the address and phone number set forth below. Bankruptcy Court approval of the Disclosure Statement does not indicate approval of the Plan by the Bankruptcy Court.

The Plan can be confirmed by the Bankruptcy Court and thereby made binding on you if it is accepted by the holders of at least two-thirds in amount and more than one-half in number of claims of those holders actually



voting on the Plan in each class voting on the Plan. In the event the requisite acceptances are not obtained, the Bankruptcy Court may nevertheless confirm the Plan if the Bankruptcy Court finds that the Plan accords fair and equitable treatment to the class or classes rejecting it and otherwise satisfies the requirements of 11 U.S.C. § 1129(b). To have your vote count, you must complete and return this Ballot.

YOU SHOULD REVIEW THE DISCLOSURE STATEMENT AND THE PLAN BEFORE YOU VOTE. YOU MAY WISH TO SEEK LEGAL ADVICE CONCERNING THE PLAN AND CLASSIFICATION AND TRETMENT 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.

PLEASE READ AND FOLLOW THE ATTACHED INSTRUCTIONS CAREFULLY. COMPLETE, SIGN AND DATE THIS BALLOT AND RETURN IT IN THE ENCLOSED POSTAGE-PAID ENVELOPE TO ENSURE THAT THE BALLOT IS RECEIVED BY 4:00 P.M., PACIFIC TIME, ON . 2004, BY BANKRUPTCY MANAGEMENT CORPORATION, AS BALLOTING AGENT, AT THE FOLLOWING ADDRESS:

<u>By Mail:</u>	<u>By Hand or Overnight Delivery:</u>
<u>Bankruptcy Management Corporation</u> <u>Attn: Met-Coil Systems Corporation Ballot</u> <u>Processing Dept</u> <u>PO Box 1033</u> <u>El Segundo, CA 90245-1033</u>	<u>Bankruptcy Management Corporation</u> <u>Attn: Met-Coil Systems Corporation Ballot</u> <u>Processing Dept</u> <u>1330 East Franklin Avenue</u> <u>El Segundo, CA 90245</u>

DO NOT FAX OR EMAIL YOUR BALLOT TO THE BALLOTING AGENT. FAXED OR EMAILED BALLOTS WILL NOT BE COUNTED. ONLY ORIGINAL BALLOTS WITH AN ORIGINAL SIGNATURE WILL BE COUNTED. Copies of Ballots are permitted provided they contain original signatures. Parties-In-Interest voting should endeavor to send original ballots.

IF THE BALLOT(S) CONTAINING YOUR VOTE ARE NOT RECEIVED BY BANKRUPTCY MANAGEMENT CORPORATION ON OR BEFORE THE VOTING DEADLINE, AND SUCH IS NOT EXTENDED, YOUR VOTE WILL NOT COUNT AS EITHER AN ACCEPTANCE OR REJECTION OF THE PLAN.

IF THE PLAN IS CONFIRMED BY THE COURT, IT WILL BE BINDING ON YOU WHETHER OR NOT YOU VOTE.

**PLEASE READ THE ATTACHED VOTING INFORMATION AND  
INSTRUCTIONS BEFORE COMPLETING THIS BALLOT.**

**PLEASE COMPLETE ITEMS 1 AND 2. THIS BALLOT WILL NOT BE VALID OR COUNTED AS  
HAVING BEEN CAST IF (A) IF NEITHER THE "ACCEPT" NOR THE "REJECT" BOX IS  
CHECKED IN ITEM 1, OR (B) THIS BALLOT IS NOT SIGNED ON THE APPROPRIATE LINES  
BELOW.**

**Item 1. Class Vote.** The undersigned, a holder of (a) Class 4.4 Claim(s) (Convenience Claim(s)) against the Debtor in the amount set forth below, votes to (check one box – if you do NOT check a box, your vote will not be counted):

**ACCEPT (votes FOR) the Plan REJECT (votes AGAINST) the Plan**

Creditor: Creditor Name Inserted here Claim Amount: \$ Claim amount inserted here

Claim Nbr: Inserted here Ballot ID: Generated by System and Inserted here

**A VOTE TO ACCEPT THE PLAN CONSTITUTES AN AGREEMENT TO THE CHANNELING INJUNCTION AND THE  
RELEASES OF THE PARTIES SPECIFIED IN ARTICLE VII OF THE PLAN.**

**Item 2. Convenience Class Election.** The undersigned, a holder of (a) Class 4.4 Claim against the Debtor that has (have) an aggregate Face Amount more than \$10,000.00 and otherwise would be classified in Class 4.1 under the Plan, elects to (check one box):

**ACCEPT the Convenience Class Election and  
reduce all of my Class 4.4 Claims against the Debtor  
for purposes of voting and Distributions under the  
Plan to the amount of \$10,000.00.**

**DECLINE the Convenience Class  
Election.**

**Item 3. Certifications.** By signing this Ballot, the undersigned states under penalty of perjury as provided for by 28 U.S.C. §1746, that he/she/it (a) has been provided with a copy of the Disclosure Statement relating to the Plan and all related materials; and (b) is the holder of the claim set forth above and has full power and authority to vote to accept or reject the Plan or if voting on behalf of the actual holder of the claim, has the requisite authority to do so and will submit evidence of same upon request.

**This Ballot does not constitute and shall not be deemed to constitute (a) a proof of claim or (b) an admission by the Debtor of the nature, validity, or amount of any claim.**

Name of Claimant: \_\_\_\_\_  
Social Security or Federal \_\_\_\_\_  
Tax I.D. No.: \_\_\_\_\_  
  
Signature: \_\_\_\_\_  
Street Address: \_\_\_\_\_  
City, State & Zip Code: \_\_\_\_\_  
Telephone Number: \_\_\_\_\_  
Date Completed: \_\_\_\_\_  
If by Authorized Agent: \_\_\_\_\_

Name and Title: \_\_\_\_\_

**PLEASE CONFIRM THAT YOU HAVE PROVIDED  
ALL INFORMATION REQUESTED BY THIS BALLOT.**

**IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT OR THE VOTING PROCEDURES,  
OR IF YOU NEED ADDITIONAL COPIES OF THE BALLOT OR THE OTHER ENCLOSED  
MATERIALS, PLEASE CALL THE BALLOTING AGENT AT (888) 909-0100.**

### **INSTRUCTIONS FOR COMPLETING THE BALLOT**

- (1) If your Claim against the Debtor has been paid, please do not return this Ballot or vote on such paid Claim. (See Voter Certification).
- (2) This Ballot is submitted to you to solicit your vote to accept or reject the Plan. Please indicate your vote by marking an "x" in the appropriate box on the Ballot.
- (3) **A VOTE TO ACCEPT THE PLAN CONSTITUTES AN AGREEMENT TO THE CHANNELING INIUNCTION AND THE RELEASES OF THE PARTIES SPECIFIED IN ARTICLE VII OF THE PLAN.**
- (4) The Ballot does not constitute and shall not be deemed to constitute (a) a proof of claim or (b) an admission by the Debtor of the nature, validity, or amount of your claim. The amount of your claim may be subject to further reconciliation and an objection may be interposed.
- (5) You must vote all of your claims within a single class to either accept or reject the Plan. A Ballot that partially rejects and partially accepts the Plan will not be counted.
- (6) Your signature is required in order for your vote to be counted. You are also required to provide your social security number or Tax I.D. number prior to receiving any distribution. If the claim(s) voted with this Ballot is (are) held by an partnership, the Ballot should be executed in the name of the partnership by a general partner. If the claim is held by a corporation, the Ballot must be executed by an officer. If you are signing in a representative capacity, also indicate your title after your signature.
- (7) In the box provided in Item 1 of the Ballot, please indicate acceptance or rejection of the Plan. Complete the Ballot by providing all information requested and sign, date and return the Ballot by mail, overnight courier or personal delivery to Bankruptcy Management Corporation (the "Balloting Agent") at the following address:

<u>By Mail:</u>	<u>By Hand or Overnight Delivery:</u>
<u>Bankruptcy Management Corporation</u> <u>Attn: Met-Coil Systems Corporation Ballot Processing Dept.</u> <u>PO Box 1033</u> <u>El Segundo, CA 90245-1033</u>	<u>Bankruptcy Management Corporation</u> <u>Attn: Met-Coil Systems Corporation Ballot Processing Dept.</u> <u>1330 East Franklin Avenue</u> <u>El Segundo, CA 90245</u>

Ballots must be received by the Balloting Agent by 4:00 p.m. (Pacific Time) on \_\_\_\_\_, 2004 (the "Voting Deadline"). If a Ballot is received after the Voting Deadline, it will not be counted. An envelope addressed to the Balloting Agent is enclosed for your convenience. Ballots submitted by facsimile or email will not be accepted.

- (8) If you hold Claims in more than one voting Class under the Plan you should receive a Ballot for each such category of Claims, coded by Class number, and a set of solicitation materials. Each Ballot you receive is for voting only on your Claim(s) described on the Ballot. Please complete and return each Ballot you receive. The attached Ballot is designed only for voting Claims in Class 4.4 against the Debtor. You must vote all of your Claims within a single Class either to accept or reject the Plan. Accordingly, if you return more than one Ballot voting different Claims within a single Class and the Ballots are not voted in the same manner, those Ballots will not be counted. An otherwise properly executed Ballot that attempts to partially reject the Plan likewise will not be counted.
- (9) If you cast more than one Ballot voting the same Claim prior to the Voting Deadline, the last Ballot received by the Balloting Agent before the Voting Deadline will supersede all prior Ballots.
- (10) If you wish to accept the Convenience Class Election, you must check the box to accept the Convenience Class Election in Item 2 of the Ballot. A Ballot that (a) elects both to accept and decline the Convenience Class Election, (b) otherwise attempts to partially accept and partially decline the Convenience Class Election or (c) does not accept or decline the Convenience Class Election, will be deemed an election to decline the Convenience Class Election. The Convenience Class Election operates as follows:
  - (d) By making the Convenience Class Election you agree that all Class 4.4 Claims that you hold with an aggregate face amount in excess of \$10,000.00 shall be consolidated and reduced for the purpose of voting and Distributions under the Plan to a single Convenience Class Claim in the amount of \$10,000.00 or less.
  - (e) Once you make a Convenience Class Election with respect to a Class 4.4 Claim, such election is irrevocable except with the written consent of the Debtor or the Reorganized Debtor.
  - (f) Whether you properly make a Convenience Class Election has no effect on whether your Convenience Claim is or may become a Disputed Claim or an Allowed Claim under the Plan.

**PLEASE MAIL YOUR BALLOT PROMPTLY!**

**IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT OR THE VOTING PROCEDURES, PLEASE CALL THE BALLOTING AGENT, BANKRUPTCY MANAGEMENT CORPORATION, AT (888) 909-0100**

