

**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.)	Proposed Objection Deadline: June 18, 2004 at 4:00
)	p.m. Eastern Time
)	Proposed Hearing Date: June 22, 2004 at
)	10:30 a.m. Eastern Time

**BAKER & MCKENZIE'S MOTION FOR
PAYMENT OF ADMINISTRATIVE CLAIM**

Baker & McKenzie (the "Firm"), by and through its undersigned counsel, respectfully submits this request for payment of its administrative claim. In support thereof, the Firm respectfully represents as follows:

1. On August 26, 2003 (the "Filing Date"), Met-Coil Systems Corporation (the "Debtor") filed a voluntary petition for relief under chapter 11, title 11 of the United States Code (the "Bankruptcy Code").

2. The Debtor is operating its business as a debtor in possession pursuant to Sections 1107 and 1108 of the Bankruptcy Code. An official committee of unsecured creditors has been appointed in the chapter 11 case.

3. The Court has jurisdiction over this matter pursuant to 28 U.S.C. § 157 and 1334. This is a core proceeding under 28 U.S.C. §157(b). The statutory predicates for the relief sought in the motion are Bankruptcy Code Sections 105, 330, 331 and 503.

4. Before the Filing Date, the Firm provided services to the Debtor in connection with certain environmental litigation and claims relating to, among other things, operations at its Lockformer facility in Illinois and dealings with the Illinois Environmental Protection Agency (collectively, the "Environmental Matters"). After the Filing Date, the Firm was designated as

an ordinary course professional, and the Debtor relied on the Firm's advice and services for the Environmental Matters during the pendency of the Debtor's chapter 11 case.

5. An order has been entered in this case approving interim payments to so-called ordinary course professionals. The Firm, however, has not been paid for services it has provided since the Filing Date, nor has it been reimbursed for its out-of-pocket expenditures incurred in connection with its representation. The Firm has not previously submitted any applications or requests for approval of payment during the pendency of this bankruptcy case.

6. As of the date of the Motion, the Firm is owed \$140,036.69 for fees and costs incurred in connection with its representation of the Debtor during the pendency of the bankruptcy case. Copies of the Firm's billing statements are appended to the Affidavit of David Hackett, which is attached hereto as Exhibit A (the "Hackett Affidavit").

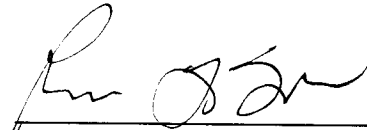
7. The Firm's services provided a valuable benefit to the Debtor's estate, as the disposition, and, ultimately, the resolution of the Environmental Matters has been a fundamental issue in the Debtor's efforts to reorganize. See Hackett Affidavit, ¶ 2.

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WHEREFORE, the Firm respectfully requests that this Court enter the proposed Order attached as Exhibit B: (a) allowing its administrative expense claim in the amount of \$140,036.69 and (b) authorizing the Debtor to make payment on said claim upon entry of an order approving this Motion.

Respectfully submitted,

POTTER ANDERSON & CORROON LLP



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