

EXHIBIT A

**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.)	

**RESPONSE OF MET-COIL SYSTEMS CORPORATION TO THE
OBJECTION OF THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS TO
PROPOSED ORDER APPROVING (A) THE DISCLOSURE STATEMENT PURSUANT
TO 11 U.S.C. § 1125; (B) THE FORM OF SOLICITATION MATERIALS AS 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 [Re: D.I. 284, 840, 914]**

Met-Coil Systems Corporation, debtor and debtor-in-possession in the above-captioned case (the "Debtor"), for its response to the Objection of the Official Committee of Unsecured Creditors ("Committee") Proposed 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 (the "Objection"), states as follows:

1. On May 20, 2004, the Debtor filed its 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 (the "May 20, 2004 Proposed Order").

2. Between May 20, 2004 and June 15, 2004, the Committee provided to the Debtor comments to the May 20, 2004 Proposed Order.

3. On June 15, 2004, the Committee filed its Objection.

4. Also, on June 15, 2004, the Debtor filed its 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 (the "June 15, 2004 Proposed Order").

5. The following chart sets forth the Committee's objections to the May 20, 2004 Proposed Order and the language that the Debtor included in the June 15, 2004 Proposed Order which addresses certain of such objections. To the extent that additional changes are necessary and appropriate as a result of the Objection, the Debtor is including such language in the 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 being filed with this Court on June 18, 2004 (the "June 18, 2004 Proposed Order"). References to such additional language changes are also set forth in the following chart.

<u>Committee Objection</u>	<u>Response</u>
Paragraph 3 of the May 20, 2004 Proposed Order is inaccurate due to Subsection (iii). (See Objection at pp. 4-5).	In the June 15, 2004 Proposed Order, Subsection (iii) of Paragraph 3 was deleted; subsection (b) was re-written to provide that the Debtor shall send a Ballot to the listed Claimholders "that is <u>not</u> either... (b) listed in the Debtor's Schedules as contingent, unliquidated or disputed unless as to which a Proof of Claim has been Filed that is not contingent or unliquidated and that otherwise has not been objected to....."
BMC should be required to prepare various reports. (Objection at ¶¶ 14, 16).	Paragraph 10(a) has been added to the June 18, 2004 Proposed Order to address this objection.
BMC should be expressly prohibited from any solicitation activity. (Objection at ¶ 15).	See Paragraph 2 in the June 18, 2004 Proposed Order which addresses this objection.
The Debtor should not be allowed to unilaterally authorize creditors to change their votes without notice to any of the parties. (See Objection at ¶ 17).	The Debtor deleted the sentence from Paragraph 10(c) in the June 15, 2004 Proposed Order.
Paragraph 19 of the May 26, 2004 Proposed Order should be stricken. (See Objection at ¶ 18).	The Debtor has deleted this Paragraph. (See June 18, 2004 Proposed Order).
Paragraph 17 of the Proposed Order should require prompt publication notice. (See Objection at ¶ 20).	See Paragraph 17 of the June 15, 2004 Proposed Order.
The Notices need to provide instructions to creditors about opting into the Convenience Class. (See Objection at ¶ 21).	The Ballot for Class 4.3 Claimholders provides instructions about opting into the Convenience Class. A provision is being added to the Confirmation Hearing Notice with regard to the Convenience Class Election for Class 4.3 Claimholders.
The Notices need to contain a description of the releases in addition to the TCE Channeling Injunction. (See Objection at ¶¶ 22, 25).	In the June 15, 2004 Proposed Order and the June 18, 2004 Proposed Order, the Debtor added references to the releases and injunctions in Articles VII and XII of the Plan in the Ballots and Notices.
Certain language in the Notices regarding changing a vote must be amended. (See Objection at ¶ 23).	In the June 18, 2004 Proposed Order, the Debtor made the requested language change.
The Debtor should provide a form of Rule 3018(a) motion. (See Objection at ¶ 24).	There is no requirement in the Bankruptcy Code or otherwise and thus such a motion shall

	not be provided.
The Notices should set forth the deadline for filing objections to Rule 3018(a) motions and the hearing date. (See Objection at ¶ 24).	In the June 15, 2004 Proposed Order, the Debtor made this change.
The Ballots cannot state that the Plan may be approved under Section 1129(b). (See Objection at ¶ 25).	As set forth below, this objection presents an issue for confirmation.
The Ballots should state that a social security number or taxpayer identification number is required for distributions under the Plan, but not for voting purposes.	In the June 18, 2004 Proposed Order, a provision has been added to the instructions on each Ballot addressing this objection.

As set forth in the chart above, the Committee claims that the Ballots cannot state that the Plan may be approved under § 1129(b) even without the acceptances otherwise required under § 1129(a)(8), but it provides no support for its assertions. Section 1129(b), which deals with cram down if an impaired class rejects the plan, has nothing to do with whether the releases should be approved. But even leaving aside that fundamental error, the Committee's argument is wrong. The Committee cites no authority for the proposition that only accepting creditors are bound by a plan injunction, and the Debtor rejects that contention. The issue, if there is one, must be resolved at confirmation. The Committee misquotes In re Zenith Electronics Corp., 241 B.R. 92, 100 (Bankr. D. Del. 1999) (Walrath, J.) as stating that "a substantial majority of the creditors affected by the injunction or release [must] have voted to accept the proposed plan treatment." Not only is this language (even exclusive of the bracketed word "must") found nowhere in the Zenith opinion, but it misstates the holding of that opinion. Zenith does not hold that the five factors analyzed in In re Master Mortgage Investment Fund, Inc., 168 B.R. 930, 935 (Bankr. W.D. Mo. 1994) (which factors include "an agreement by a substantial majority of creditors to support the injunction," Zenith, 241 B.R. at 110), must be applied to approve a third-party release, but that these are "factors to consider in allowing" a third-party release. Id. As the court said in In re Exide Techs., 303 B.R. 48 (Bankr. D. Del. 2003), "The Master Mortgage court

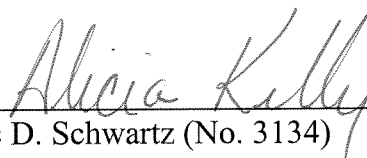
recognized that these factors are neither exclusive nor are they a list of conjunctive requirements... Instead, they are helpful in weighing the equities of the particular case after a fact-specific review." 303 B.R. 48, 71-72 (citations omitted). Shortly after Zenith was decided, the Third Circuit issued its opinion in In re Continental Airlines et al., 203 F.3d 203 (3d Cir. 2000). Nothing that the Zenith opinion and other cases within the Third Circuit refused to allow non-consensual releases of third party claims, Continental distinguished mass tort cases and suggested that non-consensual releases may be appropriate in such case. 203 F.3d at 217.¹

¹ Following the Committee's argument to its logical conclusion would mean that a plan that includes a third-party release can never be crammed down. This is irreconcilable with Zenith, which confirmed a cram down plan containing a release.

Based upon the foregoing, the Debtor respectfully requests that the Court deny the Committee's Objection and enter the June 18, 2004 Proposed Order.

Dated: Wilmington, Delaware
June 18, 2004

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