

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

In re:	) Chapter 11
	)
	) 03-12676 (MFW)
MET-COIL SYSTEMS CORPORATION,	)
	)
Debtor.	) <b>Objection Deadline: October 13, 2003 at 4:00 p.m.</b>
	) <b>Hearing Date: October 20, 2003 at 3:00 p.m.</b>
	)

**APPLICATION TO APPROVE THE RETENTION OF  
KLEHR, HARRISON, HARVEY, BRANZBURG & ELLERS LLP  
AS COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS**

The Official Committee of Unsecured Creditors (the “Committee”) of Met-Coil Systems Corporation (the “Debtor”) hereby files this application for entry of an order authorizing the retention of Klehr, Harrison, Harvey, Branzburg & Ellers LLP (“Klehr Harrison”) as counsel to the Committee *nunc pro tunc*, effective as of September 15, 2003, pursuant to 11 U.S.C. §§ 1103(a), 327(a) and 328(a), Federal Rule of Bankruptcy Procedure 2014(a), and Del. Bankr. LR 2014-1. In support hereof, the Committee respectfully represents as follows:

1. This Court has jurisdiction over this Application pursuant to 28 U.S.C. §§ 157 and 1334. Venue of the Debtor’s chapter 11 Case and this Application is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409. The statutory predicates for the relief sought herein are sections 1103(a), 327(a) and 328(a) of the Bankruptcy Code.

**I. BACKGROUND**

2. On August 26, 2003 (the “Petition Date”), the Debtor filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§101 *et seq.* (the “Bankruptcy Code”). The Debtor has continued in the management and operation of its business

and properties pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No trustee or examiner has been appointed in this Case.

3. In accordance with section 1102(b) of the Bankruptcy Code, on September 11, 2003 (the "Formation Date"), the United States Trustee appointed the Committee in the Debtor's case, comprised of three members. After its formation, the Committee duly selected Klehr Harrison on September 15, 2003, as its counsel to represent it in all matters during the pendency of this Case, subject to Court approval.

4. In order for the Committee to perform properly the functions and duties vested in it by the Bankruptcy Code, it is essential that it have the expertise and advice of experienced counsel. The professional services for which the Committee desires to employ Klehr Harrison include, without limitation, the following:

(a) providing the Committee with legal advice with respect to its rights, duties and powers in the Debtor's case (the "Case") and any proceedings or other litigation related thereto or impacting the estate (the "Related Proceedings");

(b) assisting the Committee in analyzing the operation of the Debtor's business and the desirability of the continuance of such business and other matters;

(c) assisting the Committee in investigating the acts, conduct, assets, liabilities and financial condition of the Debtor;

(d) assisting the Committee in investigating whether any causes of action may exist that may impact the estate;

(e) assisting the Committee in identifying and evaluating proposals for a transaction or transactions involving the Debtor and/or assets of its estate, including a possible sale, merger, recapitalization, equity investment or other business transaction;

(f) preparing pleadings and applications as may be necessary in furtherance of the Committee's interests and objectives on behalf of its constituency;

(g) reviewing and analyzing all applications, orders, operating reports, schedules, statements of affairs and other filings made or to be made by the Debtor or other parties in the Case or Related Proceedings; advising the Committee with respect to the foregoing matters and its impact upon unsecured creditors; and taking such actions with respect to the foregoing matters as the Committee may determine are appropriate;

(h) consulting with the Debtor, and other creditors, interest holders, and the United States Trustee concerning administration of the Case and Related Proceedings;

(i) advising the Committee and otherwise participating in formulating a chapter 11 plan or plans;

(j) assisting the Committee in the solicitation and filing with the Court of acceptances or rejections of any proposed chapter 11 plan or plans;

(k) advising the Committee with respect to, and implementing as appropriate, communications or related programs to notify unsecured creditors regarding material developments in the case, the Committee's position on any proposed plan, the creditors' obligations relating to any claims deadline(s), and similar matters;

(l) representing the Committee in hearings and other proceedings in the Case and Related Proceedings; and

(m) performing such other legal services as may be required and as are deemed to be in the best interests of the Committee and the constituency it represents.

## **II. RELIEF REQUESTED AND THE BASIS THEREFOR**

5. The Committee respectfully requests entry of an order authorizing it to employ and retain Klehr Harrison as counsel to the Committee *nunc pro tunc*, effective as of September 15, 2003, pursuant to sections 1103(a), 327(a) and 328(a) of the Bankruptcy Code. The Committee specifically requests that Klehr Harrison be employed under a general retainer to assist it in carrying out its statutory duties under section 1103(c) of the Bankruptcy Code.

6. The Committee believes that Klehr Harrison possesses extensive knowledge and expertise in the areas of law relevant to the Case and Related Proceedings and that Klehr Harrison is well-qualified to act as its counsel in such matters. Klehr Harrison has considerable experience in representing official committees in chapter 11 reorganization Cases. The firm currently represents (and has previously represented) creditors' committees in numerous significant chapter 11 reorganization Cases.

7. Upon information and belief, Klehr Harrison does not represent and does not hold any interest adverse to the Debtor's estate or its creditors. The Committee has been advised that Klehr Harrison has no connection with the Debtor, its creditors or other parties in interest in this Case, other than as described in the Affidavit of Joanne B. Wills attached hereto. However, Klehr Harrison is a large firm and may represent or have represented certain of the Debtor's creditors in matters unrelated to this Case.

8. Because of the significant amount of legal services that will be necessary in the Case and Related Proceedings, and the fact that the nature and extent of such services are not known at this time, the Committee believes that the employment of Klehr Harrison as its counsel for all purposes under a general retainer would be appropriate and in the best interests of the body of creditors which it represents.

9. Klehr Harrison has agreed to make appropriate applications to this Court for compensation and reimbursement of expenses in compliance with the Bankruptcy Code, the Bankruptcy Rules, the Local Rules of this Court, and the governing Order entered by this Court in this case governing professional fee applications.

10. Klehr Harrison will bill at its normal hourly rates.<sup>1</sup> The range of current hourly rates for the firm's attorneys and paralegals are as follows:

- (i) Partners: \$250-\$450
- (ii) Associates: \$185-\$275
- (iii) Paralegals: \$125

These hourly rates are subject to periodic increase in the normal course of Klehr Harrison's business. The particular attorneys and paralegals assigned to this case will from time to time vary based upon the needs of the engagement. All such professionals will bill at Klehr Harrison's customary hourly rates for work of this nature. These rates are set at a level designed to fairly compensate Klehr Harrison for the work of its attorneys and paralegals and to cover fixed and routine overhead expenses.

11. With respect to disbursements, it is Klehr Harrison's policy to charge its clients in all areas of practice for all other expenses incurred in connection with the client's matter. The expenses charged to clients include, among other things, telephone and telecopier toll charges, photocopying charges (in-house at 15 cents per page, and actual cost from outside vendors), scanning and filing costs, travel expenses, expenses for "working meals," computerized research, as well as non-ordinary expenses such as secretarial overtime.

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<sup>1</sup> In accordance with the local rules of this Court, Klehr Harrison shall bill non-working travel time at the rate of 50 percent.

**WHEREFORE**, the Committee respectfully requests the entry of an order authorizing it to retain Klehr Harrison as its counsel in this Case *nunc pro tunc*, effective as of the September 15, 2003, and granting such other and further relief as may be just and proper.

Dated: September 17, 2003

THE OFFICIAL COMMITTEE OF  
MET-COIL SYSTEMS CORPORATION

By:     /s/Lee Ann Bergeron      
Lee Ann Bergeron  
Chairperson