

**EXHIBIT A**

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

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

**STIPULATION ALLOWING CLAIM OF ANNE SCHREIBER  
SOLELY FOR THE PURPOSE OF VOTING ON DEBTOR'S SECOND AMENDED  
CHAPTER 11 PLAN OF REORGANIZATION PROPOSED BY MET-COIL  
SYSTEMS CORPORATION AND MESTEK, INC., AS CO-PROONENTS**

Met-Coil Systems Corporation, debtor and debtor in possession in the above-captioned Chapter 11 case (the "**Debtor**"), Mestek, Inc. ("**Mestek**") and Anne Schreiber ("**Schreiber**") hereby agree and stipulate as follows:

WHEREAS, Schreiber filed a lawsuit against the Debtor and Mestek captioned *Anne Schreiber v. The Lockformer Company, et al.*, Case No. 01 C 6097, pending in the United States District Court for the Northern District of Illinois (the "**Schreiber Litigation**");

WHEREAS, on August 26, 2003, the Debtor filed a voluntary petition for relief under Chapter 11 of the Bankruptcy Code;

WHEREAS, on June 15, 2004, the Debtor and Mestek filed a Second Amended Chapter 11 Plan of Reorganization Proposed by Met-Coil Systems Corporation and Mestek, Inc., as Co-Proponents (as amended, the "**Plan**");<sup>1</sup>

WHEREAS, pursuant to that certain Letter Agreement dated August 27, 2003 (the "**Letter Agreement**"), the Debtor, Mestek and Schreiber have agreed to settle the Schreiber Litigation, subject to and upon the terms of the Letter Agreement;

---

<sup>1</sup> All capitalized terms that are not defined herein shall have the meaning ascribed to them in the Plan.

WHEREAS, on November 21, 2003, the Debtor filed its Motion for an Order Approving the (A) 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 "**Solicitation Procedures Motion**");

WHEREAS, on December 3, 2003, Schreiber and certain other parties in interest (collectively, the "**Plaintiffs**") filed their Limited Objection to the Solicitation Procedures Motion (the "**Limited Objection**"), in which the Plaintiffs object to their inability to vote on the Plan because, among other things, the Plaintiffs' claims are listed as unliquidated and disputed on the Debtor's schedules, but the Letter Agreement fixes the amount of their claims for purposes of distribution under the Plan; and

WHEREAS, the Debtor, Mestek and Schreiber wish to enter into an agreement pursuant to Rule 3018(a) of the Federal Rules of Bankruptcy Procedure solely for the purpose of allowing Schreiber's claim so that she may vote on the Plan.

NOW, THEREFORE, the Debtor, Mestek and Schreiber agree as follows:

1. Schreiber shall be deemed to hold a Class 6 Claim (TCE PI Trust Claim) against the Debtor's estate in the amount of \$12,000,000.00 which claim shall be deemed allowed solely for the purpose of voting on the Plan. Schreiber shall be authorized and allowed to cast one ballot in the amount of \$12,000,000.00.

2. This Stipulation is being executed for the sole purpose of allowing Schreiber to vote on the Plan. Nothing herein shall be deemed a determination of Schreiber's claim against the Debtor's estate or Mestek for any other purpose, including, without limitation, with respect to her entitlement to distributions under any plan, or an admission, release or waiver with respect to

her claim against the Debtor or Mestek, including, without limitation, as to the amount, extent, validity or priority of such claim. The parties reserve any and all rights in connection with the ultimate allowance or disallowance of the Schreiber Claim.

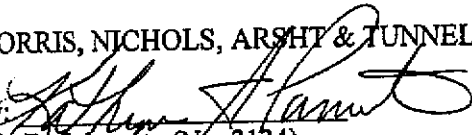
3. Upon Court approval of this Stipulation, the Limited Objection shall be deemed hereby withdrawn.

4. This Stipulation may be executed in counterparts, each of which shall be deemed an original, but together shall constitute one in the same instrument.

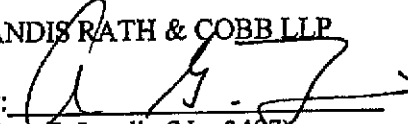
**REMAINDER OF PAGE INTENTIONALLY LEFT BLANK**

Dated: June 7, 2004

MORRIS, NICHOLS, ARSHF & TUNNELL

By:   
Eric D. Schwartz (No. 3134)  
Daniel B. Butz (No. 4227)  
1201 North Market Street  
Wilmington, Delaware 19801  
Telephone: (302) 658-9200

LANDIS RATH & COBB LLP

By:   
Adam G. Landis (No. 3407)  
919 Market Street, Suite 600  
Wilmington, Delaware 19801  
Telephone: (302) 467-4400  
Facsimile: (302) 467-4450

- and -

-and-

GOLDBERG KOHN BELL BLACK  
ROSENBLUM & MORITZ, LTD.  
Ronald Barliant, IL ARDC #0112984  
Kathryn A. Parmenter, IL ARDC #6231191  
55 East Monroe Street, Suite 3700  
Chicago, Illinois 60603  
Telephone: (312) 201-4000  
Facsimile: (312) 332-2196

VARGA BERGER LEDSKY AND HAYES  
Norman Berger  
224 South Michigan Avenue, Suite 350  
Chicago, Illinois 60604  
Telephone: (312) 341-9400

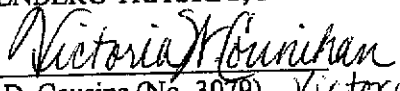
-and-

Counsel for the Debtor and  
Debtor in Possession

THE COLLINS LAW FIRM  
Shawn M. Collins  
1770 North Park Street, Suite 200  
Naperville, Illinois 60540  
Telephone: (630) 527-1595

Counsel to Anne Schreiber

GREENBERG TRAUIG, LLP

By:   
Scott D. Cousins (No. 3079) *Victoria W. Counihan*  
1000 West Street, Suite 1540  
Wilmington, DE 19801 *(No. 3488)*  
Telephone: (302) 661-7000  
Facsimile: (302) 661-7360

- and -

GREENBERG TRAUIG, LLP  
Francis A. Citera, IL ARDC #6185263  
Nancy A. Peterman, IL ARDC #6208120  
77 West Wacker Drive, Suite 2500  
Chicago, Illinois 60601  
Telephone: (312) 456-8400  
Facsimile: (312) 456-8435

Counsel for Mestek, Inc.

Dated: June 7, 2004

MORRIS, NICHOLS, ARSHT & TUNNELL

By: \_\_\_\_\_  
Eric D. Schwartz (No. 3134)  
Daniel B. Butz (No. 4227)  
1201 North Market Street  
Wilmington, Delaware 19801  
Telephone: (302) 658-9200

- and -

GOLDBERG KOHN BELL BLACK  
ROSENBLUM & MORITZ, LTD.  
Ronald Barliant, IL ARDC #0112984  
Kathryn A. Pamentor, IL ARDC #6231191  
55 East Monroe Street, Suite 3700  
Chicago, Illinois 60603  
Telephone: (312) 201-4000  
Facsimile: (312) 332-2196

Counsel for the Debtor and  
Debtor in Possession

GREENBERG TRAUIG, LLP

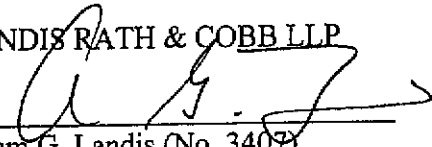
By: \_\_\_\_\_  
Scott D. Cousins (No. 3079)  
1000 West Street; Suite 1540  
Wilmington, DE 19801  
Telephone: (302) 661-7000  
Facsimile: (302) 661-7360

- and -

GREENBERG TRAUIG, LLP  
Francis A. Citra, IL ARDC #6185263  
Nancy A. Peterman, IL ARDC #6208120  
77 West Wacker Drive, Suite 2500  
Chicago, Illinois 60601  
Telephone: (312) 456-8400  
Facsimile: (312) 456-8435

Counsel for Mestek, Inc.

LANDIS RATH & COBB LLP

By:   
Adam G. Landis (No. 3407)  
919 Market Street, Suite 600  
Wilmington, Delaware 19801  
Telephone: (302) 467-4400  
Facsimile: (302) 467-4450

-and-

VARGA BERGER LEDSKY AND HAYES  
Norman Berger  
224 South Michigan Avenue, Suite 350  
Chicago, Illinois 60604  
Telephone: (312) 341-9400  
-and-

THE COLLINS LAW FIRM  
Shawn M. Collins  
1770 North Park Street, Suite 200  
Naperville, Illinois 60540  
Telephone: (630) 527-1595

Counsel to Anne Schreiber