

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 HONEYWELL INTERNATIONAL, INC.
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 Honeywell International, Inc. ("**Honeywell**") hereby agree and stipulate as follows:

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 may be amended, modified or supplemented from time to time, the "**Plan**");¹

WHEREAS, on November 14, 2003, Honeywell filed a general unsecured proof of claim against the Debtor in the amount of not less than \$4,672,243.20 (the "**Honeywell Claim**");

WHEREAS, on November 24, 2003, the Debtor filed an objection (the "**Objection**") to the Honeywell Claim as being either (i) a contingent claim for reimbursement; (ii) insufficiently supported; or (iii) too vague;

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

WHEREAS, on January 20, 2004, the United States Bankruptcy Court for the District of Delaware entered an Agreed Order Regarding Debtor's Objection, which resolved the Objection by disallowing a portion of the Honeywell Claim and allowing a portion thereof, subject to Honeywell's right to request reconsideration;

WHEREAS, Honeywell has continued to incur fees and expenses allegedly covered by the Honeywell Indemnity Agreement (as defined in the Plan); and

WHEREAS, the Debtor, Mestek and Honeywell wish to enter into an agreement pursuant to Rule 3018(a) of the Federal Rules of Bankruptcy Procedure solely for the purpose of allowing Honeywell to vote on the Plan.

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

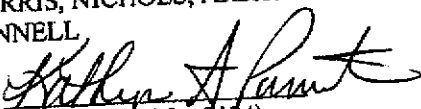
1. Honeywell shall be deemed to hold a Class 4.3 Claim (General Unsecured Claims other than Convenience Claims, Mestek Unsecured Claim (if Mestek is the Winning Plan Sponsor), TCE Property Damage Claims arising in connection with the Mejdrech Litigation and TCE PI Claims) against the Debtor's estate in the amount of \$5,300,000.00, which claim shall be deemed allowed solely for the purpose of voting on the Plan. Honeywell shall be authorized and allowed to cast one ballot in the amount of \$5,300,000.00.

2. This Stipulation is being executed for the sole purpose of allowing Honeywell to vote on the Plan. Nothing herein shall be deemed a determination of the Honeywell Claim against the Debtor's estate or Mestek for any other purpose, including, without limitation, with respect to Honeywell's entitlement to distributions under any plan, or an admission, release or waiver with respect to its claims against the Debtor or Mestek, including, without limitation, as to the amount, extent, validity or priority of any such claim. The parties reserve any and all rights in connection with the ultimate allowance or disallowance of the Honeywell Claim.

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

Dated: June 18, 2004

MORRIS, NICHOLS, ARSHT &
TUNNELL

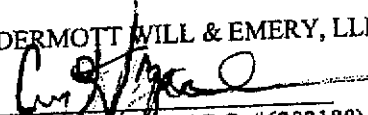
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