

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 ESTIMATING CLAIMS OF MESTEK, 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**

Mestek, Inc. ("**Mestek**") and Met-Coil Systems Corporation, debtor and debtor in possession in the above-captioned Chapter 11 case (the "**Debtor**"), 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 amended, the "**Plan**");

WHEREAS, Mestek and the Debtor wish to enter into an agreement pursuant to Rule 3018(a) of the Federal Rules of Bankruptcy Procedure solely for the purposes of (i) estimating Mestek's claims for Plan voting purposes (the "**Estimated Amounts**") and (ii) extending the deadline for Mestek to vote the Estimated Amounts to the date of the hearing on confirmation of the Plan (the "**Confirmation Hearing Date**"); provided that the identity of the Winning Plan Sponsor¹ is known to Mestek and the Debtor.

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

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

1. Mestek shall be deemed to hold a Class 3.2 Claim (Mestek Prepetition Secured Claim) against the Debtor's estate in the amount of \$7,024,042 which is being deemed allowed solely for the purpose of voting on the Plan.

2. Mestek shall be deemed to hold a Class 4.2 Claim (Mestek Unsecured Claim) against the Debtor's estate in the amount of \$7,252,756.60 which is being deemed allowed solely for the purpose of voting on the Plan.

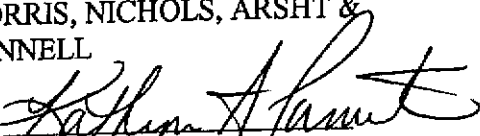
3. Mestek shall be permitted to vote its Class 3.2 Claim and Class 4.2 Claim on the Confirmation Hearing Date; provided that the identity of the Winning Plan Sponsor is known to Mestek and the Debtor.

4. This Stipulation is being executed for the sole purpose of allowing Mestek to vote on the Plan. Nothing herein shall be deemed a determination of Mestek's claims against the Debtor's estate for any other purpose, including, without limitation, with respect to the allowance of its claims or its entitlement to distributions under any plan, or an admission, release or waiver with respect to its claims against the Debtor, including, without limitation, as to the amount, extent, validity or priority of any such claim. Furthermore, the parties reserve any and all rights to advocate that Mestek's claims should be valued and approved in some different amount when the Court ultimately hears and determines Mestek's claims and any objections to such claims. The parties reserve any and all rights or additional objections, in the case of the Debtor, in connection with the ultimate allowance or disallowance of Mestek's claims.

5. 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

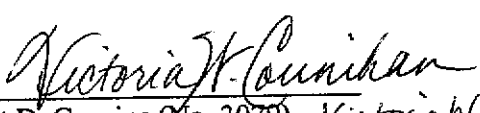
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