

**United States Bankruptcy Court
for the District of Delaware**

Voluntary Petition

Name of Debtor (if individual, enter Last, First, Middle): Proliance International, Inc.	Name of Joint Debtor (Spouse) (Last, First Middle):
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names): Ready-Rad; Modine; Ready-Aire; Air Pro Quality Parts; Truck Tough; Tractor Tough; Ultra-Seal; Transpro; Godan; and Modine Aftermarket Holdings, Inc.	All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN. (if more than one, state all): 34-1807383	Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN. (if more than one, state all):
Street Address of Debtor (No. & Street, City, State & Zip Code): 100 Gando Drive New Haven, CT	Street Address of Joint Debtor (No. & Street, City, and State):
ZIP CODE 06513	ZIP CODE
County of Residence or of the Principal Place of Business: New Castle County, DE	County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address):	Mailing Address of Debtor (if different from street address):
ZIP CODE	ZIP CODE

Location of Principal Assets of Business Debtor (if different from street address above): **See Schedule 1 Attached**

ZIP CODE

Type of Debtor (Form of Organization) (Check one box.) <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and provide the information requested below.)	Nature of Business (Check one box.) <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101 (51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other Automotive parts manufacturer Tax-Exempt Entity (Check Box, if applicable) <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code.)	Chapter of Bankruptcy Code Under Which The Petition is Filed (Check one box) <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding Nature of Debts (Check one box) <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily responsible for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.
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Filing Fee (Check one box) <input checked="" type="checkbox"/> Full Filing Fee attached. <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.	Chapter 11 Debtors Check one box: <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check if: <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,190.00. Check all applicable boxes: <input type="checkbox"/> A plan is being filed with this Petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126 (b).
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Statistical/Administrative Information <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors. Estimated Number of Creditors <input type="checkbox"/> 1-49 <input type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input type="checkbox"/> 200-999 <input checked="" type="checkbox"/> 1,000-5,000 <input type="checkbox"/> 5,001-10,000 <input type="checkbox"/> 10,001-25,000 <input type="checkbox"/> 25,001-50,000 <input type="checkbox"/> 50,001-100,000 <input type="checkbox"/> Over 100,000 Estimated Assets <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input checked="" type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion Estimated Liabilities <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input checked="" type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion	THIS SPACE IS FOR COURT USE ONLY
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Voluntary Petition <i>(This page must be completed and filed in every case)</i>	Name of Debtor(s): Proliance International, Inc.
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All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than one, attach additional sheet)

Location Where Filed: None	Case Number: N/A	Date Filed: N/A
Location Where Filed: N/A	Case Number: N/A	Date Filed: N/A

Pending Bankruptcy Case Filed by any Spouse, Partner or Affiliate of this Debtor (If more than one, attach additional sheet)

Name of Debtor: See Schedule I Attached	Case Number: Pending	Date Filed: Date Hereof
District: Delaware	Relationship: Affiliate	Judge:

Exhibit A

(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)

Exhibit A is attached and made a part of this petition.

Exhibit B

(To be completed if debtor is an individual whose debts are primarily consumer debts.)

I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I delivered to the debtor the notice required by 11 U.S.C. § 342(b).

X _____
 Signature of Attorney for Debtor(s) Date

Exhibit C

Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?

- Yes, and Exhibit C is attached and made a part of this petition.
- No.

Exhibit D

(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)

- Exhibit D completed and signed by the debtor is attached and made a part of this petition.
- If this is a joint petition:
- Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.

Information Regarding the Debtor – Venue
 (Check any applicable box)

- Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.
- There is a bankruptcy case concerning debtor’s affiliate, general partner, or partnership pending in this District.
- Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.

Certification by a Debtor Who Resides as a Tenant of Residential Property
 (Check all applicable boxes.)

Landlord has a judgment against the debtor for possession of debtor’s residence. (If box checked, complete the following.)

 (Name of landlord that obtained judgment)

 (Address of landlord)

- Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and
- Debtor has included in this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.
- Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(1)).

Voluntary Petition

(This page must be completed and filed in every case)

Name of Debtor(s):

Proliance International, Inc.

Signatures

Signature(s) of Debtor(s) (Individual/Joint)

I declare under penalty of perjury that the information provided in this petition is true and correct.

[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.

[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b).

I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X _____
Signature of Debtor

X _____
Signature of Joint Debtor

Telephone Number (if not represented by attorney)

Date

Signature of a Foreign Representative

I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.

(Check only **one** box.)

I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 of title 11 are attached.

Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.

X _____
(Signature of Foreign Representative)

(Printed Name of Foreign Representative)

Date

Signature of Attorney

X *Paul D. Leake*
Signature of Attorney for Debtor

Paul D. Leake
Pedro A. Jimenez
Ross S. Barr
Jones Day
222 East 41st Street
New York, New York 10017
Tel: (212) 326-3939
Fax: (212) 755-7306

Daniel J. DeFranceschi (DE No. 2732)
Christopher M. Samis (DE No. 4909)
Richards, Layton & Finger, P.A.
One Rodney Square
920 North King St.
Wilmington, DE 19801
Tel: (302) 651-7700
Fax: (302) 651-7701

July 2, 2009
Date

*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.

Signature of Non-Attorney Bankruptcy Petition Preparer

I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.

Printed Name and title, if any, of Bankruptcy Petition Preparer

Social-Security number (If the bankruptcy petition preparer is not an individual, state the social Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)

Address

X _____

Date

Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose social security number is provided above.

Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual.

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both 11 U.S.C. § 110; 18 U.S.C. § 156.

Signature of Debtor (Corporation/Partnership)

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X *Arlen F. Henock*
Signature of Authorized Individual

Arlen F. Henock
Printed Name of Authorized Individual

Executive Vice President and Chief Financial Officer
Title of Authorized Individual

July 2, 2009
Date

SCHEDULE 1

A. Location of Principal Assets of the Debtors (as hereinafter defined) (if different from street address):

1. New Haven, Connecticut
2. Southaven, Mississippi
3. Laredo, Texas
4. Dallas, Texas

B. Pending Bankruptcy Cases Filed by Affiliates of the Debtor:

On the date hereof, each of the affiliated entities listed below, including the debtor in this chapter 11 case (collectively, the "Debtors"), filed a petition in this Court for relief under chapter 11 of title 11 of the United States Code. Contemporaneously with the filing of their petitions, the Debtors filed a motion requesting that the Court consolidate their chapter 11 cases for administrative purposes only.

1. Aftermarket Delaware Corporation
2. Aftermarket LLC
3. Proliance International Holding Corporation

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

-----X
In re : Chapter 11
PROLIANCE INTERNATIONAL, INC., : Case No. 09-____ (____)
Debtor. :
-----X

EXHIBIT "A" TO VOLUNTARY PETITION

1. The Debtor has securities registered under Section 12 of the Securities and Exchange Act of 1934. The Debtor's SEC file number is 1-13894.

2. The following financial data is the latest available information and refers to the Debtor's condition as of June 22, 2009.¹

(a)	Total assets	<u>\$160.3 million</u>
(b)	Total debts (including debts listed in 2c., below)	<u>\$133.5 million</u>
(c)	Debt securities held by more than 500 holders	<u>none</u>
(d)	Number of shares of preferred stock issued and outstanding	<u>9,913²</u>
(e)	Number of shares common stock issued and outstanding	<u>15,788,744³</u>

3. Comments, if any: On March 26, 2008 the Debtor issued warrants to purchase up

¹ The estimated assets and debts indicated herein are estimated on a consolidated basis for the Debtor and its debtor and nondebtor subsidiaries (together with the Debtor, the "Company"). The Debtor will file schedules and a statement of financial affairs pursuant to Fed. R. Bankr. P. 1007(c) by a date to be determined by this Court.

² 9,913 shares of Series B convertible preferred stock with a liquidation preference of \$3.453 million were issued and are outstanding.

³ This includes 13,996 shares of unlisted, restricted stock, but does not include 41,936 outstanding shares of treasury stock.

to the aggregate amount of 1,988,072 shares of common stock (representing 9.99% of the common stock on a fully-diluted basis) to two affiliates of Silver Point Finance, LLC.

4. Brief description of Debtor's business: The Company designs, manufactures and markets radiators, radiator cores, heater cores and complete heaters, temperature control parts and other heat exchange products for the automotive and light truck aftermarket. In addition, the Company designs, manufactures, and distributes radiators, radiator cores, condensers, charge air coolers, oil coolers, marine coolers and other specialty heat exchangers primarily for the heavy duty aftermarket.

5. List the names of any person who directly or indirectly owns, controls, or holds, with power to vote, 5% or more of the voting securities of debtor as of June 19, 2009:

<u>Percentage Ownership</u>	<u>Name</u>	<u>Address</u>
7.00%	Gabelli Asset Management	One Corporate Center Rye, NY 10580
5.3%	Dimensional Fund Advisors Inc.	1299 Ocean Avenue 11th Floor Santa Monica, CA 90401

CERTIFICATE OF RESOLUTIONS

I, Arlen F. Henock, the Executive Vice President and Chief Financial Officer of Proliance International, Inc., a Delaware corporation (the "Corporation"), do hereby certify that: (a) I am the duly elected, qualified and acting Executive Vice President and Chief Financial Officer of the Corporation; (b) the following resolutions were duly adopted by the Board of Directors of the Corporation, as of July 2, 2009, in accordance with the requirements of applicable law; and (c) said resolutions have not been amended, modified or rescinded and are in full force and effect as of the date hereof:

"WHEREAS, the Board of Directors of the Corporation has evaluated the Corporation's alternatives in connection with a possible restructuring and has determined that the filing of a voluntary petition for relief under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code") is in the best interest of the Corporation;

WHEREAS, the Board of Directors has reviewed the proposed stalking horse bid by Centrum Equities XV, LLC (or an affiliate thereof acceptable to a Designated Officer, the "Stalking Horse") pursuant to a proposed asset purchase agreement (the "APA") in the form previously provided to the Board of Directors for certain of the Corporation's assets, excluding, among other things, Aftermarket Delaware Corp. and Nederlandse Radiateuren Fabriek B.V. and the assets and liabilities of such entities (the assets and liabilities to be sold to the Stalking Horse pursuant to the APA are referred to as the "Included Assets and Liabilities"), and has determined that it is desirable and in the best interests of the Corporation, its creditors, stakeholders and other parties in interest that the Corporation effectuate a sale of the Included Assets and Liabilities pursuant to the APA;

RESOLVED, that, in the judgment of the Board of Directors of the Corporation, it is desirable and in the best interests of the Corporation, its creditors, employees, and other interested parties that a voluntary petition (the "Petition") be filed by the Corporation seeking relief under chapter 11 the Bankruptcy Code in the United States Bankruptcy Court for the District of Delaware or such other court as the appropriate officer or officers of the Corporation shall determine to be appropriate (the "Bankruptcy Court") and perform any and all such acts as are reasonable, advisable, expedient, convenient, proper or necessary to effect any of the foregoing;

FURTHER RESOLVED, that the chief executive officer, chief financial officer, president, any executive vice president, any

vice president, the secretary and the treasurer of the Corporation and any other person designated and so authorized to act (each, a "Designated Officer") shall be, and each of them, acting alone, hereby is, authorized, directed and empowered on behalf of, and in the name of, the Corporation to: (a) execute, acknowledge, deliver and verify the Petition and all other ancillary documents, and cause the Petition to be filed with the Bankruptcy Court and make or cause to be made prior to execution thereof any modifications to the Petition or ancillary documents as any such Designated Officer, in such officer's discretion, deems necessary or desirable to carry out the intent and accomplish the purposes of these resolutions (such approval to be conclusively established by the execution thereof by such Designated Officer); (b) execute, acknowledge, deliver, verify and file or cause to be filed all petitions, schedules, statements, lists, motions, applications and other papers or documents necessary or desirable in connection with the foregoing; (c) execute, acknowledge, deliver and verify any and all other documents necessary or appropriate in connection therewith or to administer the Corporation's chapter 11 case in such form or forms as any such Designated Officer may approve; and (d) cause any of the Corporation's direct subsidiaries to take any action consistent with these resolutions, including the filing of petitions for relief under chapter 11, the retention of professionals and the incurrence of debt by such subsidiaries;

FURTHER RESOLVED, that the Corporation may enter into the APA with the Stalking Horse for the Included Assets and Liabilities and the Designated Officers may: (a) execute the APA on behalf of the Corporation with such changes, omissions or insertions therein as the Designated Officers may approve, the execution thereof by any such officer conclusively evidencing the due authorization thereof by the Board of Directors; (b) pursue a sale of all, substantially all or less than all of the Corporation's assets in an auction conducted pursuant to the bidding procedures to be approved by the Bankruptcy Court; and (c) sell the Corporation's assets to the bidder presenting the highest and best bid for such assets in the auction;

FURTHER RESOLVED, that the Designated Officers shall be, and each of them hereby is, authorized, directed and empowered to employ and retain, on behalf of the Corporation: (a) Jones Day; (b) Broadpoint Capital, Inc.; (c) Richards Layton & Finger, P.A.; (d) BDO Seidman, LLP; and (e) such additional professionals, including attorneys, accountants, financial advisors, investment bankers, actuaries, consultants or brokers, in each case as in such officer's or officers' judgment may be necessary in

connection with the Corporation's chapter 11 case and other related matters, on such terms as such officer or officers shall approve;

FURTHER RESOLVED, that the law firm Jones Day and any additional special or local counsel selected by the Designated Officers, if any, shall be, and hereby are, authorized, empowered and directed to represent the Corporation, as debtor and debtor-in-possession, in connection with any chapter 11 case commenced by or against it under the Bankruptcy Code;

FURTHER RESOLVED, that the Corporation, as debtor and debtor-in-possession under chapter 11 of the Bankruptcy Code, shall be, and hereby is, authorized to: (a) enter into a new debtor-in-possession financing facility or agreement regarding the use of cash collateral and any associated documents and consummate the transactions contemplated therein (collectively, the "Financing Transactions") with such lenders and on such terms as may be approved by any one or more of the Designated Officers, as may be reasonably necessary for the continuing conduct of the affairs of the Corporation; and (b) pay related fees and grant security interests in and liens upon some, all or substantially all of the Corporation's assets, as may be deemed necessary by any one or more of the Designated Officers in connection with the Financing Transactions;

FURTHER RESOLVED, that: (a) the Designated Officers shall be, and each of them, acting alone, hereby is, authorized, directed and empowered in the name of, and on behalf of, the Corporation, as debtor and debtor-in-possession, to take such actions and execute, acknowledge, deliver and verify such agreements, certificates, instruments, guaranties, notices and any and all other documents as the Designated Officers may deem necessary or appropriate to facilitate the Financing Transactions (collectively, the "Financing Documents"); (b) Financing Documents containing such provisions, terms, conditions, covenants, warranties and representations as may be deemed necessary or appropriate by the Designated Officers are approved; and (c) the actions of any Designated Officer taken pursuant to this resolution, including the execution and delivery of all agreements, certificates, instruments, guaranties, notices and other documents, shall be conclusive evidence of the approval thereof by such officer and by the Corporation;

FURTHER RESOLVED, that, in addition to the specific authorizations heretofore conferred upon the Designated Officers, each of the officers of the Corporation or their designees shall be, and each of them, acting alone, hereby is, authorized, directed and

empowered, in the name of, and on behalf of, the Corporation, to take or cause to be taken any and all such further actions, to execute and deliver any and all such agreements, certificates, instruments, amendments and other documents and to pay all expenses, including filing fees, in each case as in such officer's or officers' judgment shall be necessary or desirable in order fully to carry out the intent and accomplish the purposes of the resolutions adopted herein;

FURTHER RESOLVED, that all acts lawfully done or actions lawfully taken or to be taken by any officer or officers of the Corporation in connection with the implementation of these resolutions in all respects are hereby ratified, confirmed and approved; and

FURTHER RESOLVED, that any Designated Officer shall be, and each of them, acting alone, is hereby authorized to certify and deliver, to any person to whom such certification and delivery may be deemed necessary or appropriate in the opinion of such Designated Officer, a true copy of the foregoing resolutions."

[The remainder of this page is intentionally blank]

IN WITNESS WHEREOF, the undersigned has caused this certificate to be executed as of this 7 day of July, 2009.



Name: Arlen F. Henock
Title: Executive Vice President and
Chief Financial Officer

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

-----X
In re : Chapter 11
PROLIANCE INTERNATIONAL, INC., : Case No. 09-_____ (____)
: Debtor.
: X

**CONSOLIDATED LIST OF CREDITORS
HOLDING 30 LARGEST UNSECURED CLAIMS**

The debtor in this chapter 11 case and certain affiliated entities (collectively, the "Debtors")¹ each filed a petition in this Court on the date hereof for relief under chapter 11 of title 11 of the United States Code. Contemporaneously herewith, the Debtors have filed a motion (the "Motion") requesting, among other things, authority to file a consolidated list of the 30 largest unsecured creditors of the Debtors (the "Top 30 List") in lieu of a separate list for each Debtor. The Top 30 List is based on the Debtors' books and records as of approximately June 30, 2009 and was prepared in accordance with Rule 1007(d) of the Federal Rules of Bankruptcy Procedure for filing in the Debtors' chapter 11 cases. The Top 30 List does not include: (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101(31); or (2) secured creditors, unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 30 largest unsecured claims. The information presented in the Top 30 List shall not constitute an admission of liability by, nor is it binding on, the Debtors.

¹ The Debtors are the following four entities (the last four digits of their respective taxpayer identification numbers, if any, follow in parentheses): Proliance International, Inc. (7383); Aftermarket Delaware Corporation (9862); Aftermarket LLC; and Proliance International Holding Corporation (9275). The address of each of the Debtors is 100 Gando Drive, New Haven, Connecticut 06513.

	Name of creditor and complete mailing address, including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed, or subject to setoff	Amount of claim (if secured, also state value of security) ²
1	Enterex Industrial Co. Ltd.	Winsor Wong #5, Lane 796, Ming-Sheng Road, Taoyuan, Taiwan 330 (886) 33559435 [Tel.] (886) 33556588 [Fax]	Trade Debt	Disputed	\$17,159,030.68
2	Transtec Global Group	Joe Juger 25 Mountaincrest Drive, Cheshire, CT 06410 (203) 271-3753 [Tel.] (203) 271-0371 [Fax]	Trade Debt		\$11,780,507.99
3	U&C Auto Parts Co. Ltd.	Lynn Jiang A-9 Building 8 East Shengtai Road, Nanjing, China 211100 (86) 2552129310 [Tel.] (86) 2552129931 [Fax]	Trade Debt		\$2,597,415.76
4	Alcoa Mill Products	Paul Kopatich PO Box 7777-W5035 Philadelphia, PA 19175-5035 (800) 431-8660 [Tel.] (610) 458-4647 [Fax]	Trade Debt		\$1,845,151.19
5	Luvata Netherlands BV	Ulf Anvin 129 Fairfield Way Bloomingdale, IL 60108 (630) 582-5450 [Tel.] (630) 980-8891 [Fax]	Trade Debt		\$1,372,542.63

² The claims listed on this Top 30 List exclude claims of "insiders," as defined in section 101(31) of title 11 of the United State Code.

The amounts outstanding for trade indebtedness represent estimated amounts as of the date hereof. The information on this Top 30 List shall not constitute an admission of liability by, nor is it binding on, the Debtors. All claims are subject to customary offsets, rebates, discounts, reconciliations, credits and adjustments, which are not reflected herein.

	Name of creditor and complete mailing address, including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed, or subject to setoff	Amount of claim (if secured, also state value of security) ²
6	Foshan Guang Dong Automotive	Victor Ha Hi-Tech Ind. Dev. Zone, Gangkou Rd, Foshan, Guangdong Providence, China 528041 (86) 75783318960 [Tel.] (86) 75783822088 [Fax]	Trade Debt		\$1,192,340.00
7	President Automobile Industries Co. Ltd.	Legal Department 26/5 MOO 9, Satethakit Road, Suanluang, Krathumban, Samutsakorn, Bangkok, TH 74110 (662) 810-9900 [Tel.] (662) 810-0519 [Fax]	Trade Debt		\$1,173,970.22
8	Lumei (Houfeng Group) Auto Radiator	Bruce Zhang Tiaan Hi-Tech Development Zone, East District, Tiaan Shandong, China 271000 (86) 5388628679 [Tel.] (86) 5388628655 [Fax]	Trade Debt		\$1,142,124.13
9	Sapa/Norca Heat Transfer	Tom Tinghitelli 5925 Airport Road, Suite 200, Mississauga, Ontario, Canada L6Z 1T6 (516) 466-9500 [Tel.] (516) 466-9588 [Fax]	Trade Debt		\$918,684.90
10	Tianjin Xinyue Auto Part Co. Ltd.	Legal Department No. 7 Guwant Raod, Wuging Tianjin, China 301700 (86) 2222190200 [Tel.] (86) 2222190300 [Fax]	Trade Debt		\$878,026.24

	Name of creditor and complete mailing address, including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed, or subject to setoff	Amount of claim (if secured, also state value of security) ²
11	Luvata Sweden AB	Ulf Anvin 129 Fairfield Way Bloomingtondale, IL 60108 (630) 582-5450 [Tel.] (630) 980-8891 [Fax]	Trade Debt		\$810,274.09
12	Yellow Transportation Inc.	Jerry Robertson PO Box 13850 Newark, NJ 07188-0850 (913) 344-3000 [Tel.] (913) 344-4707 [Fax]	Trade Debt		\$559,140.45
13	Age Industries Ltd.	Legal Department 3601 County Road, 316 C, Cleburne, TX 76033-0539 (817) 641-8178 [Tel.] (817) 641-2509 [Fax]	Trade Debt		\$510,895.59
14	Southwestern Motor Trans Inc.	Legal Department PO Box 47906 San Antonio, TX 78265-7906 (405) 235-8260 [Tel.] (210) 662-3295 [Fax]	Trade Debt		\$327,155.74
15	Jensen Auto	Tom Jensen 55 East Sanborn Crosswell, MI 48422 (810) 679-9845 [Tel.] (810) 679-9691 [Fax]	Trade Debt		\$224,006.00
16	WR Zanes & Company of LA Inc.	Bill Lusk PO Box 2330 223 Tchoupitoulas St. New Orleans, LA 70130 (504) 524-1301 [Tel.] (504) 524-1309 [Fax]	Trade Debt		\$211,970.84

	Name of creditor and complete mailing address, including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed, or subject to setoff	Amount of claim (if secured, also state value of security)²
17	Roadway Express, Inc.	Jerry Robertson PO Box 13573 Newark, NJ 07188-0573 (330) 384-8184 [Tel.] (330) 258-6042 [Fax]	Trade Debt		\$209,116.74
18	Santech Industries, Inc.	Legal Department 2450 Handley Ederville Road, Fort Worth, TX 76118-4544 (817) 589-1212 [Tel.] (817) 589-5900 [Fax]	Trade Debt		\$203,876.99
19	Guangzhou Dongyuan Scroll Ind. Co. Ltd.	Legal Department Dongling Enviro Industrial Park, Guangzhou, China 511356 (86) 2032981335 [Tel.] (86) 2082982020 [Fax]	Trade Debt		\$174,294.96
20	M&K Logistics, Inc.	Mike McMillon PO Box 4215, Tupelo, MS 38803 (662) 840-0433 [Tel.] (662) 842-6218 [Fax]	Trade Debt		\$169,629.43
21	Sealed Air Corporation	Patrick Williams 2550 Commerce Blvd Sharonville, OH 45241 (800) 852-6643 [Tel.] (800) 852-0786 [Fax]	Trade Debt		\$163,520.58
22	Rebuilders Automotive Supply, Inc.	Legal Department 5145 Le Tourneau Circle, Tampa, FL 33610 (813) 621-4555 [Tel.] (813) 621-2051 [Fax]	Trade Debt		\$155,896.67

	Name of creditor and complete mailing address, including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed, or subject to setoff	Amount of claim (if secured, also state value of security) ²
23	FedEx Freight East	Legal Department PO Box 406708 Atlanta, GA 30384-6708 (870) 741-9000 [Tel.] (866) 393-4585 [Fax]	Trade Debt		\$143,310.12
24	Chiping Luhuan Auto Radiator Co. Ltd.	Legal Department Heat Power Industrial Area, Chiping, Shandong, China (86) 06354289708 [Tel.] (86) 06354289709 [Fax]	Trade Debt		\$131,560.82
25	FedEx National LTL	Legal Department PO Box 95001, Lakeland, FL 33801 (863) 687-4545 [Tel.] (800) 284-4544 [Fax]	Trade Debt		\$129,018.54
26	Rayloc / RMDS	Legal Department 2704 Bouldercrest Rd. Atlanta, GA 30316 (404) 243-9555 [Tel.] (404) 243-6734 [Fax]	Trade Debt		\$117,744.23
27	Saia Motor Freight Lines, Inc.	Legal Department PO Box A, STA 1, 104 Woodlawn Ranch Road, Houma, LA 70363 (985) 868-1030 [Tel.] (985) 857-2339 [Fax]	Trade Debt		\$117,389.32
28	Metrican Stamping Company, Inc.	Carrie Gervais 1380 Artisans Court, Burlington, Ontario, Canada L7L5Y2 (905) 332-3200 [Tel.] (905) 332-6569 [Fax]	Trade Debt		\$115,278.54

	Name of creditor and complete mailing address, including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed, or subject to setoff	Amount of claim (if secured, also state value of security)²
29	Jefferies & Company Inc.	Edward Choi 520 Madison Ave., New York, NY 10022 (212) 284-2300 [Tel.] (212) 284-2111 [Fax]	Trade Debt		\$101,039.70
30	Leggett & Platt, Inc.	Gordon Billheimer #1 Leggett Road Carthage, MO 64836 (417) 358-8131 [Tel.] (417) 358-8449 [Fax]	Trade Debt		\$98,332.79

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE


-----X
In re : Chapter 11
PROLIANCE INTERNATIONAL, INC., : Case No. 09-____ (____)
Debtor. :
-----X

**DECLARATION REGARDING CONSOLIDATED LIST OF
CREDITORS HOLDING 30 LARGEST UNSECURED CLAIMS**

I, Arlen F. Henock, Executive Vice President and Chief Financial Officer of Proliance International, Inc., declare under penalty of perjury that I have reviewed the foregoing "Consolidated List of Creditors Holding 30 Largest Unsecured Claims" and that it is true and correct to the best of my knowledge, information and belief.

Date: July 2, 2009

Signature



Arlen F. Henock
Executive Vice President and
Chief Financial Officer

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

-----X
 In re : Chapter 11
 :
 PROLIANCE INTERNATIONAL, INC., : Case No. 09- _____ (____)
 :
 :
 Debtor. :
 -----X

LIST OF CREDITORS¹

I, Arlen F. Henock, Executive Vice President and Chief Financial Officer of the above-captioned debtor (the "Debtor" and together with certain affiliated entities that have filed petitions in this Court on the date hereof for relief under chapter 11 of title 11 of the United States Code, the "Debtors")² declare under penalty of perjury that I have reviewed the master creditors list, electronically filed contemporaneously herewith, and that such list, as best as could be ascertained after diligent inquiry, is a full and complete list of all creditors and parties with whom the Debtors conduct business, including their mailing addresses (the "Master Creditors List"). The Debtors will update the Master Creditors List as more information becomes available. To the extent practicable, the Master Creditors List complies with Local Rule 1007-2 of the Local Rules for the United States Bankruptcy Court for the District of Delaware.

The information contained herein is based upon a review of the Debtors' books and records. However, no comprehensive legal or factual investigation with regard to possible defenses to any claims set forth in this document have been completed. Therefore, this listing does not and should not be deemed to constitute: (1) a waiver of any defense to any below-listed claim; (2) an acknowledgement of the allowability of any below-listed claim; or (3) a waiver of any other right or legal position of the Debtors.

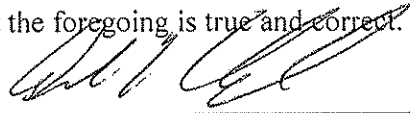
¹ The information herein shall not constitute an admission of liability by, nor is it binding on, the Debtors.

² The Debtors are the following four entities (the last four digits of their respective taxpayer identification numbers, if any, follow in parentheses): Proliance International, Inc. (7383); Aftermarket Delaware Corporation (9862); Aftermarket LLC; and Proliance International Holding Corporation (9275). The address of each of the Debtors is 100 Gando Drive, New Haven, Connecticut 06513.

I declare under penalty of perjury that the foregoing is true and correct.

Date: July 2, 2009

Signature



Arlen F. Henock
Executive Vice President and
Chief Financial Officer

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE


-----X
In re : Chapter 11
PROLIANCE INTERNATIONAL, INC. : Case No. 09-____ (____)
Debtor. :
-----X

**CORPORATE OWNERSHIP STATEMENT PURSUANT TO
FEDERAL RULES OF BANKRUPTCY PROCEDURE 1007(a)(1) and 7007.1**

Arlen F. Henock declares under penalty of perjury under the laws of the United States of America, as follows:

1. I am the Executive Vice President and Chief Financial Officer of Proliance International, Inc. (the "Corporation").
2. No corporations own, directly or indirectly, 10% or more of any class of equity interests of the Corporation.

Date: July 2, 2009

Signature 
Arlen F. Henock
Executive Vice President and
Chief Financial Officer