

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

-----X-----
 In re : Chapter 11
 PROLIANCE INTERNATIONAL, INC., *et al.*,¹ : Case No. 09-12278 (CSS)
 Debtors. : (Jointly Administered)
 -----X-----

INITIAL MONTHLY OPERATING REPORT

File report and attachments with Court and submit copy to the Office of the United States Trustee (the "U.S. Trustee") within 15 days after order for relief (the "Original Deadline").²

Certificates of insurance must name the U.S. Trustee as a party to be notified in the event of policy cancellation. Bank accounts and checks must bear the name of the debtor, the case number, and the designation "Debtor-in-Possession." Examples of acceptable evidence of Debtor-in-Possession Bank accounts include voided checks, copy of bank deposit agreement/certificate of authority, signature card, and/or corporate checking resolution.

REQUIRED DOCUMENTS	Document Attached	Explanation Attached
12-Month Cash Flow Projection ³	YES	
Certificates of Insurance		
Workers Compensation	YES	
Property	YES	
General Liability	YES	
Vehicle	YES	
D&O Liability	YES	
Crime Loss Liability	YES	
Other:	N/A	
Evidence of Debtor in Possession Bank Accounts		
Tax Escrow Account		YES – NOTE 1
General Operating Account		YES – NOTE 1
Other:		N/A
Other:		N/A
Retainers Paid	YES	

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.

² The U.S. Trustee granted the Debtors an extension to the Original Deadline to the date hereof.

³ The U.S. Trustee granted the Debtors permission to file their final cash collateral budget in lieu of a 12-month cash flow projection.

I declare under penalty of perjury (28 U.S.C. Section 1746) that this report and the documents attached are true and correct to the best of my knowledge and belief.

/s/ Arlen F. Henock

Signature of Authorized Individual*

July 24, 2009

Date

*Authorized individual must be an officer, director or shareholder if debtor is a corporation; a partner if debtor is a partnership; a manager or member if debtor is a limited liability company.

NOTE 1: Please refer to the *Order (I) Approving the Continued Use of the Debtors' Cash Management System, and (ii) Granting Related Relief* (Docket No. 56), entered by the United States Bankruptcy Court for the District of Delaware on July 6, 2009 (the "Cash Management Order"). A copy of the Cash Management Order is attached hereto as Exhibit D.

EXHIBIT A
12-Month Cash Flow Projection

363 Process Period; 7 Weeks						
1	2	3	4	5	6	7
7/3/2009	7/10/2009	7/17/2009	7/24/2009	7/31/2009	8/7/2009	8/14/2009
1,606	3,057	1,656	1,654	1,941	3,414	2,821
180	998	840	590	590	590	590
618	72	670	100	618	76	585
53	182	185	102	176	76	167
-	-	-	-	-	150	150
1	100	250	450	200	799	250
-	71	554	-	-	75	550
-	-	60	-	-	-	45
13	101	75	175	175	181	80
-	90	92	-	-	50	-
17	-	-	-	-	15	-
(49)	42	65	160	30	30	30
202	169	376	189	189	189	186
9	11	25	25	25	23	10
220	-	-	-	-	963	-
-	-	-	-	-	-	500
180	998	840	590	590	590	590
855	827	2,327	1,176	1,388	1,491	2,043
9	11	25	25	25	23	10
220	-	-	-	-	963	500
1,264	1,836	3,192	1,791	2,003	3,067	3,143
342	1,224	11,526	63	(62)	347	(322)
342	1,563	37	100	39	386	64

EXHIBIT B
Certificates of Insurance

ACORD™ CERTIFICATE OF LIABILITY INSURANCE

DATE (MM/DD/YYYY)
07/10/2009

PRODUCER
Aon Risk Services Northeast, Inc.
Cleveland OH Office
1660 West Second Street
Skylight Office Tower
Suite 650
Cleveland OH 44113 USA
PHONE (866) 283-7122 FAX- (847) 953-5390

THIS CERTIFICATE IS ISSUED AS A MATTER OF INFORMATION ONLY
AND CONFERs NO RIGHTS UPON THE CERTIFICATE HOLDER. THIS
CERTIFICATE DOES NOT AMEND, EXTEND OR ALTER THE
COVERAGE AFFORDED BY THE POLICIES BELOW.

INSURED
ProLiance International, Inc.
and its subsidiaries
100 Gando Drive
New Haven CT 06513 USA

INSURERS AFFORDING COVERAGE	NAIC #
INSURER A: Travelers Property Cas Co of America	25674
INSURER B: The Travelers Indemnity Co.	25658
INSURER C: St Paul Fire & Marine Insurance Co.	24767
INSURER D: Great American Insurance Company of NY	22136
INSURER E:	

COVERAGEs

STR applies per terms and conditions of the policy

THE POLICIES OF INSURANCE LISTED BELOW HAVE BEEN ISSUED TO THE INSURED NAMED ABOVE FOR THE POLICY PERIOD INDICATED. NOTWITHSTANDING ANY REQUIREMENT, TERM OR CONDITION OF ANY CONTRACT OR OTHER DOCUMENT WITH RESPECT TO WHICH THIS CERTIFICATE MAY BE ISSUED OR MAY PERTAIN, THE INSURANCE AFFORDED BY THE POLICIES DESCRIBED HEREIN IS SUBJECT TO ALL THE TERMS, EXCLUSIONS AND CONDITIONS OF SUCH POLICIES. AGGREGATE LIMITS SHOWN MAY HAVE BEEN REDUCED BY PAID CLAIMS.

LIMITS SHOWN ARE AS REQUESTED

INSR LTR	ADD'L INSRD	TYPE OF INSURANCE	POLICY NUMBER	POLICY EFFECTIVE DATE(MM/DD/YY)	POLICY EXPIRATION DATE(MM/DD/YY)	LIMITS	
A		GENERAL LIABILITY <input checked="" type="checkbox"/> COMMERCIAL GENERAL LIABILITY <input type="checkbox"/> CLAIMS MADE <input checked="" type="checkbox"/> OCCUR <input type="checkbox"/> GENL. AGGREGATE LIMIT APPLIES PER: <input checked="" type="checkbox"/> POLICY <input type="checkbox"/> PRO- JECT <input type="checkbox"/> LOC	TC23GL5A119K7127T1L08	09/29/08	09/29/09	EACH OCCURRENCE	\$1,000,000
						DAMAGE TO RENTED PREMISES (Ex occurrence)	\$100,000
						MED EXP (Any one person)	EXCLUDED
						PERSONAL & ADV INJURY	\$1,000,000
						GENERAL AGGREGATE	\$3,000,000
						PRODUCTS - COMP/OP AGG	\$3,000,000
A		AUTOMOBILE LIABILITY <input checked="" type="checkbox"/> ANY AUTO <input type="checkbox"/> ALL OWNED AUTOS <input type="checkbox"/> SCHEDULED AUTOS <input type="checkbox"/> HIRED AUTOS <input type="checkbox"/> NON OWNED AUTOS <input type="checkbox"/> GARAGE LIABILITY <input type="checkbox"/> ANY AUTO	TC23-CAP-2S1T3846-T1L-08	09/29/08	09/29/09	COMBINED SINGLE LIMIT (Ex accident)	\$1,000,000
						BODILY INJURY (Per person)	
						BODILY INJURY (Per accident)	
						PROPERTY DAMAGE (Per accident)	
						AUTO ONLY - EA ACCIDENT	
						OTHER THAN AUTO ONLY: EA ACC AGG	
C		EXCESS/UMBRELLA LIABILITY <input checked="" type="checkbox"/> OCCUR <input type="checkbox"/> CLAIMS MADE <input type="checkbox"/> DEDUCTIBLE <input checked="" type="checkbox"/> RETENTION	QK03400068	09/29/08	09/29/09	EACH OCCURRENCE	\$1,000,000
						AGGREGATE	\$1,000,000
						Retention	\$10,000
B	A	WORKERS COMPENSATION AND EMPLOYERS' LIABILITY ANY PROPRIETOR / PARTNER / EXECUTIVE OFFICER / MEMBER EXCLUDED? If yes, describe under SPECIAL PROVISIONS below	TC2KUB251T383408 TRJUB251T379108	09/29/08 09/29/08	09/29/09 09/29/09	X WC STATE ITY LIMITS E.L. EACH ACCIDENT	\$1,000,000
						E.L. DISEASE-EX EMPLOYER	\$1,000,000
						E.L. DISEASE-POLICY LIMIT	\$1,000,000
		OTHER					

DESCRIPTION OF OPERATIONS/LOCATIONS/VEHICLES/EXCLUSIONS ADDED BY ENDORSEMENT/SPECIAL PROVISIONS

CERTIFICATE HOLDER

CANCELLATION

United States Trustee,
District of Delaware
844 King Street, Suite 2207
Wilmington DC 19801 USA

SHOULD ANY OF THE ABOVE DESCRIBED POLICIES BE CANCELLED BEFORE THE EXPIRATION
DATE THEREOF, THE ISSUING INSURER WILL ENDEAVOR TO MAIL
30 DAYS WRITTEN NOTICE TO THE CERTIFICATE HOLDER NAMED TO THE LEFT,
BUT FAILURE TO DO SO SHALL IMPOSE NO OBLIGATION OR LIABILITY
OF ANY KIND UPON THE INSURER, ITS AGENTS OR REPRESENTATIVES.

AUTHORIZED REPRESENTATIVE

John Risk Services Northeast Inc.

ACORD CORPORATION 1988

Holder Identifier :

Certificate No : 570035457723

ACORD™ CERTIFICATE OF PROPERTY INSURANCE

DATE (MM/DD/YY)
07/10/09

PRODUCER		THIS CERTIFICATE IS ISSUED AS A MATTER OF INFORMATION ONLY AND CONFERNS NO RIGHTS UPON THE CERTIFICATE HOLDER. THIS CERTIFICATE DOES NOT AMEND, EXTEND OR ALTER THE COVERAGE AFFORDED BY THE POLICIES BELOW.	
Aon Risk Services Northeast, Inc. Cleveland OH Office 1660 West Second Street Skylight Office Tower Suite 650 Cleveland OH 44113 USA PHONE - (866) 283-7122 FAX - (847) 953-5390		COMPANIES AFFORDING COVERAGE	
		COMPANY A Allianz Global Risks US Insurance Co.	
INSURED		COMPANY B	
Proliance International, Inc. and its subsidiaries 100 Gando Drive New Haven CT 06513 USA		COMPANY C	
		COMPANY D	

COVERAGES

THIS IS TO CERTIFY THAT THE POLICIES OF INSURANCE LISTED BELOW HAVE BEEN ISSUED TO THE INSURED NAMED ABOVE FOR THE POLICY PERIOD INDICATED, NOTWITHSTANDING ANY REQUIREMENT, TERM OR CONDITION OF ANY CONTRACT OR OTHER DOCUMENT WITH RESPECT TO WHICH THIS CERTIFICATE MAY BE ISSUED OR MAY PERTAIN, THE INSURANCE AFFORDED BY THE POLICIES DESCRIBED HEREIN IS SUBJECT TO ALL THE TERMS, EXCLUSIONS AND CONDITIONS OF SUCH POLICIES. LIMITS SHOWN MAY HAVE BEEN REDUCED BY PAID CLAIMS.

CO. LTR	TYPE OF INSURANCE	POLICY NUMBER	POLICY EFFECTIVE DATE (MM/DD/YY)	POLICY EXPIRATION DATE (MM/DD/YY)	COVERED PROPERTY	LIMITS
A	<input checked="" type="checkbox"/> PROPERTY <input type="checkbox"/> CAUSES OF LOSS <input type="checkbox"/> BASIC <input type="checkbox"/> BROAD <input checked="" type="checkbox"/> SPECIAL <input type="checkbox"/> EARTHQUAKE <input type="checkbox"/> FLOOD	CLP3009829	09/29/08	09/29/09	<input checked="" type="checkbox"/> BUILDING <input checked="" type="checkbox"/> PERSONAL PROPERTY <input checked="" type="checkbox"/> BUSINESS INCOME <input type="checkbox"/> EXTRA EXPENSE <input type="checkbox"/> BLANKET BUILDING <input type="checkbox"/> BLANKET PERS PROP <input type="checkbox"/> BLANKET BLDG & PP <input checked="" type="checkbox"/> Loss Limit	Included Included Included \$80,000,000
	INLAND MARINE					
	<input type="checkbox"/> TYPE OF POLICY <input type="checkbox"/> CAUSES OF LOSS <input type="checkbox"/> NAMED PERILS <input type="checkbox"/> OTHER					
	<input type="checkbox"/> CRIME <input type="checkbox"/> TYPE OF POLICY					
	<input type="checkbox"/> BOILER & MACHINERY <input type="checkbox"/> OTHER					

LOCATION OF PREMISES \ DESCRIPTION OF PROPERTY

SPECIAL CONDITIONS / OTHER COVERAGES

CERTIFICATE HOLDER

United States Trustee,
 District of Delaware
 844 King Street, Suite 2207
 Wilmington DC 19801 USA

CANCELLATION

SHOULD ANY OF THE ABOVE DESCRIBED POLICIES BE CANCELLED BEFORE THE EXPIRATION DATE THEREOF THE ISSUING COMPANY WILL ENDEAVOR TO MAIL 30 DAYS WRITTEN NOTICE TO THE CERTIFICATE HOLDER NAMED TO THE LEFT, BUT FAILURE TO MAIL SUCH NOTICE SHALL IMPOSE NO OBLIGATION OR LIABILITY OF ANY KIND UPON THE COMPANY, ITS AGENTS OR REPRESENTATIVES.

AUTHORIZED REPRESENTATIVE

Aon Risk Services Northeast, Inc.

Holder Identifier :

570035457715

Certificate Number :

ACORD™ CERTIFICATE OF PROPERTY INSURANCE

DATE (MM/DD/YY)
07/10/09

PRODUCER

Aon Risk Services Northeast, Inc.
Cleveland OH Office
1660 West Second Street
Skylight Office Tower
Suite 650
Cleveland OH 44113 USA

PHONE- (866) 283-7122

FAX- (847) 953-5390

THIS CERTIFICATE IS ISSUED AS A MATTER OF INFORMATION ONLY AND CONFERNS NO RIGHTS UPON THE CERTIFICATE HOLDER. THIS CERTIFICATE DOES NOT AMEND, EXTEND OR ALTER THE COVERAGE AFFORDED BY THE POLICIES BELOW.

COMPANIES AFFORDING COVERAGE

COMPANY A Great American Insurance Co.

INSURED

Proliance International, Inc.
and its subsidiaries
100 Gando Drive
New Haven CT 06513 USA

COMPANY B

COMPANY C

COMPANY D

COVERAGE(S)

See applies per terms and conditions of the policy

THIS IS TO CERTIFY THAT THE POLICIES OF INSURANCE LISTED BELOW HAVE BEEN ISSUED TO THE INSURED NAMED ABOVE FOR THE POLICY PERIOD. INDICATED, NOTWITHSTANDING ANY REQUIREMENT, TERM OR CONDITION OF ANY CONTRACT OR OTHER DOCUMENT WITH RESPECT TO WHICH THIS CERTIFICATE MAY BE ISSUED OR MAY PERTAIN, THE INSURANCE AFFORDED BY THE POLICIES DESCRIBED HEREIN IS SUBJECT TO ALL THE TERMS, EXCLUSIONS AND CONDITIONS OF SUCH POLICIES. LIMITS SHOWN MAY HAVE BEEN REDUCED BY PAID CLAIMS.

CO LTR	TYPE OF INSURANCE	POLICY NUMBER	POLICY EFFECTIVE DATE (MM/DD/YY)	POLICY EXPIRATION DATE (MM/DD/YY)	COVERED PROPERTY	LIMITS
	PROPERTY CAUSES OF LOSS BASIC BROAD SPECIAL EARTHQUAKE FLOOD				BUILDING PERSONAL PROPERTY BUSINESS INCOME EXTRA EXPENSE BLANKET BUILDING BLANKET PERS PROP BLANKET BLDG & PP	
	INLAND MARINE TYPE OF POLICY CAUSES OF LOSS NAMED PERILS OTHER					
A	X CRIME TYPE OF POLICY Crime Coverage	SAA5858683	09/29/08	09/29/09	X Employee X Deductible	\$10,000,000 \$100,000
	BOILER & MACHINERY					
A	X OTHER Executive Risk	A075C2460000	09/29/07	09/29/10	Kidnap/Ransom Insured Event	\$5,000,000 \$5,000,000

LOCATION OF PREMISES \ DESCRIPTION OF PROPERTY

SPECIAL CONDITIONS / OTHER COVERAGES

CERTIFICATE HOLDER

United States Trustee,
District of Delaware
844 King Street, Suite 2207
Wilmington DC 19801 USA

CANCELLATION

SHOULD ANY OF THE ABOVE DESCRIBED POLICIES BE CANCELLED BEFORE THE EXPIRATION DATE THEREOF THE ISSUING COMPANY WILL ENDEAVOR TO MAIL 30 DAYS WRITTEN NOTICE TO THE CERTIFICATE HOLDER NAMED TO THE LEFT, BUT FAILURE TO MAIL SUCH NOTICE SHALL IMPOSE NO OBLIGATION OR LIABILITY OF ANY KIND UPON THE COMPANY, ITS AGENTS OR REPRESENTATIVES.

AUTHORIZED REPRESENTATIVE

Aon Risk Services Northeast, Inc.



CERTIFICATE OF LIABILITY INSURANCE

DATE (MM/DD/YYYY)
07/13/2009

PRODUCER Aon Risk Services Northeast, Inc. Cleveland OH Office 1660 west Second Street Skylight Office Tower Suite 650 Cleveland OH 44113 USA PHONE (866) 283-7122 FAX- (847) 953-5390		THIS CERTIFICATE IS ISSUED AS A MATTER OF INFORMATION ONLY AND CONFERNS NO RIGHTS UPON THE CERTIFICATE HOLDER. THIS CERTIFICATE DOES NOT AMEND, EXTEND OR ALTER THE COVERAGE AFFORDED BY THE POLICIES BELOW.	
		INSURERS AFFORDING COVERAGE	
		NAIC #	
INSURED Proliance International, Inc. and its subsidiaries 100 Gando Drive New Haven CT 06513 USA		INSURER A: St. Paul Mercury Ins Co	24791
		INSURER B: Great American Insurance Company of NY	22136
		INSURER C: Federal Insurance Company	20281
		INSURER D: Great American Insurance Co.	16691
		INSURER E: Beazley Insurance Company, Inc.	37540

COVERAGES

SIR applies per terms and conditions of the policy

THE POLICIES OF INSURANCE LISTED BELOW HAVE BEEN ISSUED TO THE INSURED NAMED ABOVE FOR THE POLICY PERIOD INDICATED. NOTWITHSTANDING ANY REQUIREMENT, TERM OR CONDITION OF ANY CONTRACT OR OTHER DOCUMENT WITH RESPECT TO WHICH THIS CERTIFICATE MAY BE ISSUED OR MAY PERTAIN, THE INSURANCE AFFORDED BY THE POLICIES DESCRIBED HEREIN IS SUBJECT TO ALL THE TERMS, EXCLUSIONS AND CONDITIONS OF SUCH POLICIES. AGGREGATE LIMITS SHOWN MAY HAVE BEEN REDUCED BY PAID CLAIMS.

LIMITS SHOWN ARE AS REQUESTED

INSR LTR	ADD'L INSRD	TYPE OF INSURANCE	POLICY NUMBER	POLICY EFFECTIVE DATE (MM/DD/YYYY)	POLICY EXPIRATION DATE (MM/DD/YYYY)	LIMITS	
		GENERAL LIABILITY COMMERCIAL GENERAL LIABILITY CLAIMS MADE <input type="checkbox"/> OCCUR				EACH OCCURRENCE	
		GEN'L AGGREGATE LIMIT APPLIES PER: <input type="checkbox"/> POLICY <input type="checkbox"/> PRO- JECT <input type="checkbox"/> LOC				DAMAGE TO RENTED PREMISES (Ea occurrence)	
		AUTOMOBILE LIABILITY ANY AUTO ALL OWNED AUTOS SCHEDULED AUTOS HIRED AUTOS NON OWNED AUTOS				MED EXP (Any one person)	
						PERSONAL & ADV INJURY	
						GENERAL AGGREGATE	
						PRODUCTS - COMP/OP AGG	
		GARAGE LIABILITY ANY AUTO					
						COMBINED SINGLE LIMIT (Ea accident)	
						BODILY INJURY (Per person)	
						BODILY INJURY (Per accident)	
						PROPERTY DAMAGE (Per accident)	
		EXCESS / UMBRELLA LIABILITY <input type="checkbox"/> OCCUR <input type="checkbox"/> CLAIMS MADE				AUTO ONLY - EA ACCIDENT	
		<input type="checkbox"/> DEDUCTIBLE <input type="checkbox"/> RETENTION				OTHER THAN EA ACC AUTO ONLY: AGG	
		WORKERS COMPENSATION AND EMPLOYERS' LIABILITY Y/N ANY PROPRIETOR / PARTNER / EXECUTIVE OFFICER/MEMBER EXCLUDED? (Mandatory in NH) If yes, describe under SPECIAL PROVISIONS below				EACH OCCURRENCE	
						AGGREGATE	
D		OTHER D&O- Primary	DOL7506741 Directors & Officers Lia	09/29/2008	09/29/2009	Each Loss Deductible	\$10,000,000 \$250,000

DESCRIPTION OF OPERATIONS/LOCATIONS/VEHICLES/EXCLUSIONS ADDED BY ENDORSEMENT/SPECIAL PROVISIONS

Holder Identifier :

Certificate No : 570035474009

CERTIFICATE HOLDER

CANCELLATION

United States Trustee, District of Delaware 844 King Street, Suite 2207 Wilmington DC 19801 USA	SHOULD ANY OF THE ABOVE DESCRIBED POLICIES BE CANCELLED BEFORE THE EXPIRATION DATE THEREOF, THE ISSUING INSURER WILL ENDEAVOR TO MAIL 30 DAYS WRITTEN NOTICE TO THE CERTIFICATE HOLDER NAMED TO THE LEFT, BUT FAILURE TO DO SO SHALL IMPOSE NO OBLIGATION OR LIABILITY OF ANY KIND UPON THE INSURER, ITS AGENTS OR REPRESENTATIVES.
	AUTHORIZED REPRESENTATIVE <i>Aon Risk Services Northeast Inc</i>

Attachment to ACORD Certificate for Proliance International, Inc.

The terms, conditions and provisions noted below are hereby attached to the captioned certificate as additional description of the coverage afforded by the insurer(s). This attachment does not contain all terms, conditions, coverages or exclusions contained in the policy.

INSURED

Proliance International, Inc.
and its subsidiaries
100 Gando Drive
New Haven CT 06513 USA

INSURER

ADDITIONAL POLICIES

If a policy below does not include limit information, refer to the corresponding policy on the ACORD certificate form for policy limits.

INSR LTR	ADD'L INSRD	TYPE OF INSURANCE	POLICY NUMBER POLICY DESCRIPTION	POLICY EFFECTIVE DATE	POLICY EXPIRATION DATE	LIMITS	
		OTHER					
E		D&O- Excess	V150K008PNM Excess D&O \$5m xs \$10m	09/29/2008	09/29/2009	Limit of Liability-Ea	\$5,000,000
C		D&O- Excess	82107628 Excess D&O \$10m xs \$15m	09/29/2008	09/29/2009	Occurrence	\$10,000,000
B		Fiduciary Liab	FDP6660473 Fiduciary Liability	09/29/2008	09/29/2009	Deductible	\$50,000
						Fiduciary Liability	\$10,000,000
A		Employment Practc	EC01201705 Employment Practices Liab	09/29/2008	09/29/2009	Occurrence	\$10,000,000
						Occurrence Retention	\$250,000

DESCRIPTION OF OPERATIONS/LOCATIONS/VEHICLES/EXCLUSIONS ADDED BY ENDORSEMENT/SPECIAL PROVISIONS

EXHIBIT C

Evidence of Debtor-in-Possession Bank Accounts

UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE

ORIGINAL

-----x-----
In re : Chapter 11
PROLIANCE INTERNATIONAL, INC., *et al.*,¹ : Case No. 09-12278 (CSS)
Debtors. : (Jointly Administered)
: Re: Docket No. 17
-----x-----

**ORDER (I) APPROVING THE CONTINUED
USE OF THE DEBTORS' CASH MANAGEMENT
SYSTEM, AND (II) GRANTING RELATED RELIEF**

This matter coming before the Court on the Motion of the Debtors for an Order (I) Approving the Continued Use of Their Cash Management System and (II) Granting Related Relief (the "Motion"),² filed by the above-captioned debtors and debtors-in-possession (collectively, the "Debtors"); the Court having reviewed the Motion and the First Day Affidavit, and having considered the statements of counsel and the evidence adduced with respect to the Motion at a hearing before the Court (the "Hearing"); the Court having found that (i) the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334, (ii) venue is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409, (iii) this is a core proceeding pursuant to 28 U.S.C. § 157(b) and (iv) notice of the Motion and the Hearing was sufficient under the circumstances; after due deliberation the Court having determined that the relief requested in the Motion is (i) in the best interests of the Debtors, their estates and their creditors and

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.

² Capitalized terms not otherwise defined herein shall have the meanings given to them in the Motion.

(ii) necessary to prevent immediate and irreparable harm to the Debtors and their estates; and good and sufficient cause having been shown;

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED.
2. The Debtors are authorized, but not directed, pursuant to section 363(c)(1) of the Bankruptcy Code, to: (a) continue to use their Cash Management System as maintained by the Debtors before the commencement of these chapter 11 cases, except as may be modified by virtue of any order granting the Debtors authority to use Cash Collateral; (b) collect, concentrate and disburse cash in accordance with the Cash Management System; and (c) implement ordinary course changes to their Cash Management System.
3. The Debtors are authorized, but not directed, to designate, maintain, continue, use and/or close any or all of their existing bank accounts, including but not limited to the Bank Accounts listed on Exhibit A to the Motion; provided that nothing in this Order shall prevent the Debtors from opening any additional bank accounts, or closing any existing Bank Accounts, as they may deem necessary and appropriate, and the Debtors' Banks are authorized to honor the Debtors' requests to open or close, as the case may be, such Bank Accounts or additional bank accounts.
4. The Debtors' Banks are authorized and directed to accept and honor all representations from the Debtors as to which checks, drafts, wires or ACH transfers should be honored or dishonored consistent with any order(s) of this Court and governing law, whether such checks, drafts, wires or ACH transfers are dated prior to, on or subsequent to the Petition Date. The Debtors' Banks shall not be liable to any party on account of (a) following the Debtors' instructions or representations as to any order of this Court, (b) the honoring of any prepetition check or item in a good faith belief that the Court has authorized such prepetition

check or item to be honored or (c) an innocent mistake made despite implementation of reasonable item handling procedures.

5. The Debtors are authorized, but not directed, to (a) pay any undisputed prepetition amounts outstanding as of the date hereof, if any, owed to any of the Debtors' Banks as service charges for the maintenance of the Cash Management System, and (b) reimburse the Debtors' Banks for any claims arising, or chargebacks of deposits made (if any), before or after the Petition Date in connection with customer checks or other deposits in the Bank Accounts that have been dishonored or returned for any reason, together with any Bank Fees in connection therewith, to the same extent the Debtors were held to prior to the Petition Date.

6. The Debtors are authorized, but not directed, to use their existing Business Forms, including check stock, without the "D.I.P." label.

7. The Debtors are authorized, from and after the Petition Date, to continue to engage in intercompany transactions between one or more Debtors or one or more Debtors and their Nondebtor Affiliates for the purpose of effectuating their Cash Management System. All intercompany loans and other Intercompany Claims arising from postpetition intercompany transactions among one or more Debtors or one or more Debtors and their Nondebtor Affiliates with one another shall be entitled to administrative expense priority pursuant to section 503(b)(1) of the Bankruptcy Code. In connection therewith, the Debtors shall continue to maintain current records with respect to all transfers of cash so that all transactions, including intercompany transactions, may be readily ascertained, traced and recorded properly on applicable intercompany accounts.

8. The Debtors and their Nondebtor Affiliates are authorized, in the Debtors' sole discretion, to set off through the Debtors' Cash Management System: (a) mutual prepetition

obligations relating to intercompany transactions, and (b) mutual postpetition obligations relating to intercompany transactions. In connection therewith, the Debtors shall continue to maintain current records with respect to all transfers of cash so that all transactions, including intercompany transactions, may be readily ascertained, traced and recorded properly on applicable intercompany accounts.

9. The Debtors are directed to contact each of their Banks in their Cash Management System and direct such Banks to internally code each of the Debtors' Bank Accounts as a "Debtor-in-Possession" account to ensure compliance with section 345 of the Bankruptcy Code, and the Debtors are further directed to provide copies of all correspondence to such Banks directing the internal coding of such Bank Accounts and any responses thereto to the U.S. Trustee within 15 days thereafter.

10. The requirements of Bankruptcy Rule 6003(b) have been satisfied with respect to the payments authorized by this Order.

11. Pursuant to Bankruptcy Rule 6004(h), the terms and conditions of this Order shall be immediately effective and enforceable upon entry of this Order.

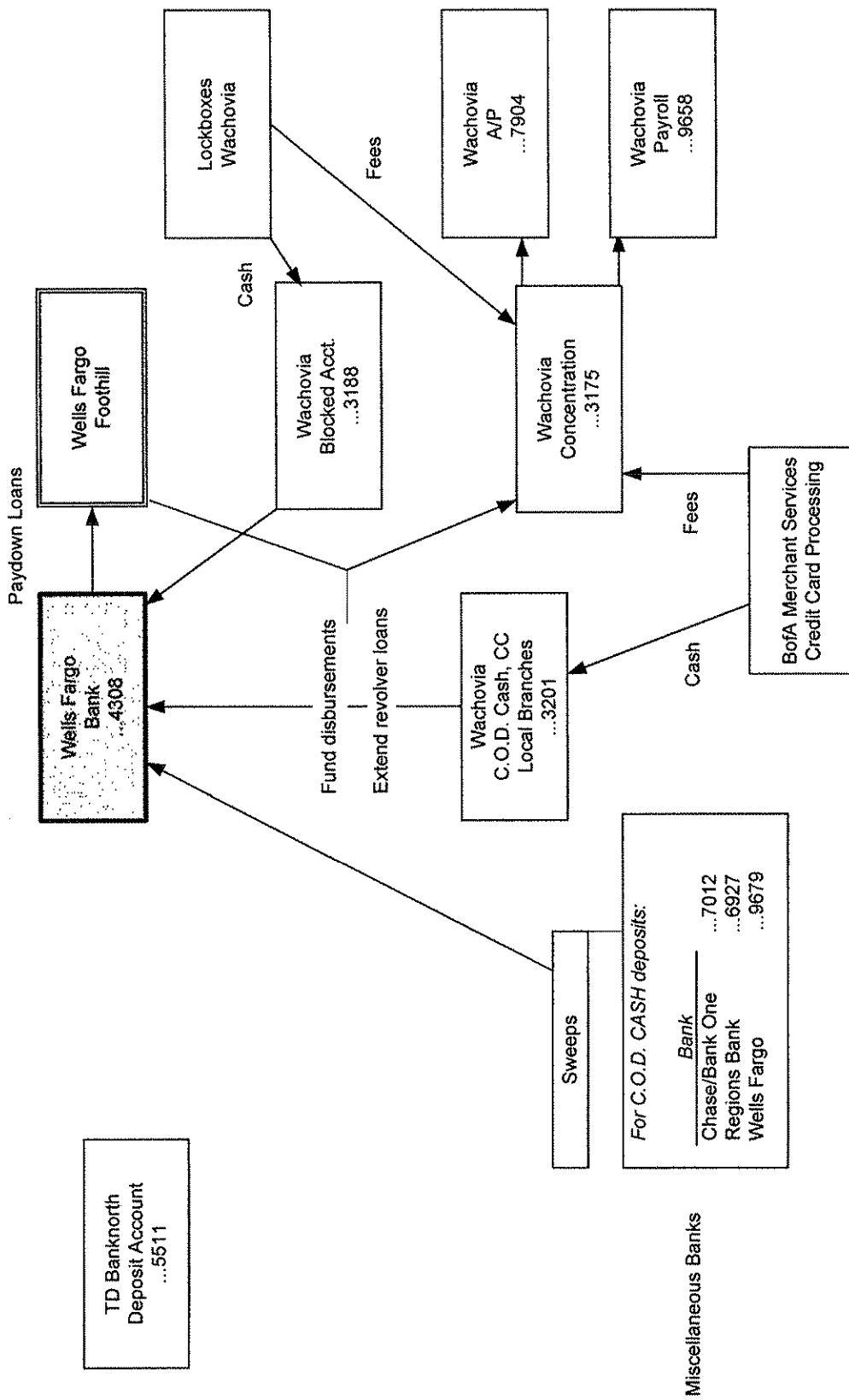
12. The Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation of this Order.

Dated: July 6, 2009
Wilmington, Delaware



UNITED STATES BANKRUPTCY JUDGE

Cash Management System



LIST OF BANK ACCOUNTS

BANK NAME	BANK ACCOUNT NO.	ACCOUNT DESCRIPTION	ACCOUNT HOLDER
Chase Manhattan Bank	XXXXX012	Deposit Account	Proliance International, Inc.
Regions Bank	XXXX6927	Deposit Account	Proliance International, Inc.
TD Banknorth	XXXXXX5511	Deposit Account	Proliance International, Inc.
Wachovia	XXXXXXXXXX3201	Deposit Account	Proliance International, Inc.
Wachovia	XXXXXXXXXX7904	Disbursement Account	Proliance International, Inc.
Wachovia	XXXXXXXXXX3188	Lockbox Account	Proliance International, Inc.
Wachovia	XXXXXXXXXX3175	Operating Account	Proliance International, Inc.
Wachovia	XXXXXXXXXX9658	Payroll Account	Proliance International, Inc.
Wells Fargo	XXXXXX4308	Central Depository Account	Proliance International, Inc.
Wells Fargo	XXXXXX9679	Deposit Account	Proliance International, Inc.

EXHIBIT D
Retainers Paid

UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE

In re Proliance International, Inc., et al
Debtors

Case No. 09-12278 (CSS)
Reporting Period: 7/2/2009-7/23/2009

SCHEDULE OF RETAINERS PAID TO PROFESSIONALS

(This schedule is to include each Professional paid a retainer)

Payee	Date	Name of Payor	Amount	Amount Applied to Date	Balance
Garden City Group	4/24/2009	Proliance International, Inc.	\$ 50,000.00	\$ 41,629.33	\$ 8,370.67
Jones Day	6/12/2009	Proliance International, Inc.	\$ 250,000.00	\$ 231,551.09	\$ 18,448.91
Richards, Layton & Finger	6/12/2009	Proliance International, Inc.	\$ 50,000.00	\$ 20,537.19	\$ 29,462.81