

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

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In re : Chapter 11
: :
PROLIANCE INTERNATIONAL, INC., *et al.*,¹ : Case No. 09-12278 (CSS)
: :
Debtors. : (Jointly Administered)
: :
-----X **Re: Docket No. 746**

**ORDER CONVERTING THE DEBTORS' CHAPTER 11
BANKRUPTCY CASES TO CASES UNDER CHAPTER 7 OF
THE BANKRUPTCY CODE AS OF JULY 22, 2010**

This matter coming before the Court on the Motion for an Order Converting the Debtors' Chapter 11 Bankruptcy Cases to Cases Under Chapter 7 of the Bankruptcy Code as of July 22, 2010 (the "Motion"),² filed by the above-captioned debtors and debtors in possession (collectively, the "Debtors"); and finding that due and sufficient notice of the Motion having been given under the circumstances; and it appearing that the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and this is a core proceeding under 28 U.S.C. §157(b)(2); and after due deliberation and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED and DECREED as follows:

1. The Motion is GRANTED.
2. The Debtors' chapter 11 cases are converted, pursuant to 11 U.S.C.

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.

§ 1112(a), to cases under chapter 7 of the United States Bankruptcy Code, effective as of July 22, 2010 (the “Conversion Date”).

3. The Office of the United States Trustee is hereby directed to appoint a chapter 7 trustee to oversee the Debtors’ chapter 7 bankruptcy cases.

4. The Debtors shall:

a. Within 5 days of the Conversion Date, turn over to the chapter 7 trustee all records and property of the estate under its custody and control as required by Fed. R. Bankr. P. 1019(4).

b. Within 15 days of the Conversion Date, file a schedule of unpaid debts incurred after commencement of the superseded case including the name and address of each creditor, as required by Fed. R. Bankr. P. 1019(5).

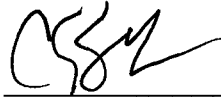
c. Within 15 days of the Conversion Date, file the statements and schedules required by Fed. R. Bankr. P. 1019(1)(A) and 1007(b).

d. Within 30 days from the Conversion Date, file and transmit a final report and account as required by Fed. R. Bankr. P. 1019(5)(A) to the Office of the United States Trustee.

5. To the extent not already done so, all professionals employed by the Debtors and the Committee in the Debtors’ chapter 11 cases shall file, within 45 days of the Conversion Date, a final fee application for approval of all fees and expenses incurred through the Conversion Date.

6. This Court shall retain jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Dated: July 13, 2010
Wilmington, Delaware



THE HONORABLE CHRISTOPHER S. SONTCHI
UNITED STATES BANKRUPTCY JUDGE