

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

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

-----X
In re : Chapter 11
AFTERMARKET DELAWARE CORPORATION, : Case No. 09- _____ (____)
Debtor. :

-----X
In re : Chapter 11
AFTERMARKET LLC, : Case No. 09- _____ (____)
Debtor. :

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

**MOTION OF THE DEBTORS FOR AN ORDER DIRECTING
THE JOINT ADMINISTRATION OF THEIR CHAPTER 11 CASES**

The above-captioned debtors and debtors-in-possession (collectively, the "Debtors") file this motion (the "Motion"), pursuant to section 105(a) of title 11 of the United States Code (the "Bankruptcy Code"), Rule 1015(b) of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules") and Rule 1015-1 of the Local Rules for the United States

Bankruptcy Court for the District of Delaware (the "Local Rules"), for the entry of an order:

(i) directing the joint administration of the Debtors' related chapter 11 cases for procedural purposes only; and (ii) granting certain related relief.¹ In support of this Motion, the Debtors respectfully state as follows:

Jurisdiction

1. This Court has jurisdiction over this Motion pursuant to 28 U.S.C. §§ 157 and 1334. This matter is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue for this matter is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409.

Background

2. On the date hereof (the "Petition Date"), each of the Debtors commenced a case under chapter 11 of the Bankruptcy Code.² The Debtors are operating their businesses and managing their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No trustee, examiner or statutory committee has been appointed in these cases.

Relief Requested and Grounds Therefor

3. By this Motion, the Debtors seek entry of an order, pursuant to section 105(a) of the Bankruptcy Code, Bankruptcy Rule 1015(b) and Local Rule 1015-1, directing (a) the joint administration of the Debtors' chapter 11 cases, and (b) parties in interest to use a consolidated caption, indicating that any pleading they file relates to the jointly

¹ A copy of the proposed order (the "Order") is attached hereto as Exhibit A.

² Background information regarding, among other things, the Debtors' business and the events leading to the commencement of these chapter 11 cases, and an affirmation of the facts and circumstances supporting this Motion are contained in the Affidavit of Arlen F. Henock in Support of First Day Pleadings (the "First Day Affidavit") filed contemporaneously herewith.

administered bankruptcy cases of "Proliance International, Inc., *et al.*"³ A proposed consolidated caption for all notices, applications, motions and other pleadings (the "Proposed Caption") is annexed to the proposed Order. The Debtors also request that the Court find that the Proposed Caption satisfies the requirements of section 342(c)(1) of the Bankruptcy Code in all respects. Finally, the Debtors request that the Court authorize the Debtors to utilize a combined service list for the jointly administered cases and that combined notices be sent to creditors of the Debtors' estates and other parties-in-interest as applicable.

4. Bankruptcy Rule 1015(b) provides, in relevant part, "if a joint petition or if two or more petitions are pending in the same court by or against a debtor and an affiliate . . . , the court may order a joint administration of the estates." Local Rule 1015-1 states that:

An order of joint administration may be entered, without notice and an opportunity for hearing, upon the filing of a motion for joint administration . . . supported by an affidavit, declaration or verification, which establishes that the joint administration of two or more cases pending in this Court under title 11 is warranted and will ease the administrative burden for the Court and the parties.

The Debtors, consisting of a parent corporation and three domestic subsidiaries, are "affiliates," as that term is defined in section 101(2) of the Bankruptcy Code. Moreover, as set forth below and in the First Day Affidavit, the joint administration of the Debtors' cases will ease the administrative burden for the Court and the parties. Accordingly, this Court is authorized to grant the relief requested. An order of joint administration relates to the routine administration

³ If this Motion is granted, the Debtors request that a docket entry be made on the docket in the chapter 11 cases of Aftermarket Delaware Corporation, Aftermarket LLC and Proliance International Holding Corporation provide substantially as follows:

"An order has been entered in this case directing the procedural consolidation and joint administration of the chapter 11 cases of Proliance International, Inc.; Aftermarket Delaware Corporation; Aftermarket LLC; and Proliance International Holding Corporation. The docket of Proliance International, Inc. in Case No. 09-_____ (____) should be consulted for all matters regarding this case."

of a case, and may be entered by the Court in its sole discretion on an ex parte basis. See Del. Bankr. L.R. 1015-1.

5. The joint administration of the Debtors' chapter 11 cases will permit the Clerk of the Court to utilize a single general docket for these cases and combine notices to creditors of the Debtors' respective estates and other parties in interest. Entering an order directing joint administration of the Debtors' chapter 11 cases will avoid the need for duplicative notices, motions and applications, thereby saving time and expense. Joint administration will also enable parties in interest in each of the above-captioned chapter 11 cases to be apprised of the various matters before the Court in all of these cases.

6. Furthermore, because these cases involve thousands of potential creditors, the entry of an order of joint administration will: (a) significantly reduce the volume of pleadings that otherwise would be filed with the Clerk of this Court; (b) render the completion of various administrative tasks less costly; (c) minimize the number of unnecessary delays associated with the administration of numerous separate chapter 11 cases; and (d) protect the creditors of each of the Debtors' estates against potential conflicts of interest.

7. Additionally, because this is not a motion for the substantive consolidation of the Debtors' estates, the rights of parties in interest will not be prejudiced or otherwise affected in any way by the entry of an order directing the joint administration of the Debtors' chapter 11 cases for procedural purposes only.

8. Pursuant to section 342(c)(1) of the Bankruptcy Code, "[i]f notice is required to be given by the debtor to a creditor . . . such notice shall contain the name, address, and last four digits of the taxpayer identification number of the debtor." The Proposed Caption

contains all of the required information and, therefore, satisfies the terms of section 342(c) of the Bankruptcy Code.

Notice

9. The Debtors shall provide notice of this Motion by facsimile and/or overnight mail to: (a) the Office of the United States Trustee for the District of Delaware; (b) the Debtors' 30 largest unsecured creditors on a consolidated basis, as identified in their chapter 11 petitions; (c) counsel to the Debtors' prepetition secured lenders; (d) the Internal Revenue Service; and (e) the Securities Exchange Commission. As this Motion is seeking first-day relief, notice of this Motion and any order entered hereon will be served on all parties required by Local Rule 9013-1(m). Due to the urgency of the circumstances surrounding this Motion and the nature of the relief requested herein, the Debtors respectfully submit that no further notice of this Motion is required.

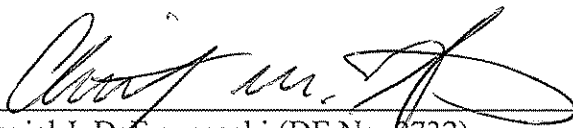
No Prior Request

10. No prior request for the relief sought herein has been made to this Court or any other court.

WHEREFORE, the Debtors respectfully request that the Court enter an order substantially in the form attached hereto as Exhibit A: (i) granting the relief sought herein; and (ii) granting to the Debtors such other and further relief as the Court may deem proper.

Dated: July 2, 2009
Wilmington, Delaware

Respectfully submitted,



Daniel J. DeFranceschi (DE No. 2732)
Christopher M. Samis (DE No. 4909)
RICHARDS, LAYTON & FINGER, P.A.
920 North King Street
Wilmington, Delaware 19801
Telephone: (302) 651-7700
Facsimile: (302) 651-7701

-and-

Paul D. Leake
Pedro A. Jimenez
Ross S. Barr
JONES DAY
222 East 41st Street
New York, New York 10017
Telephone: (212) 326-3939
Facsimile: (212) 755-7306

PROPOSED ATTORNEYS FOR THE DEBTORS

EXHIBIT A

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

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

-----X
In re : Chapter 11
AFTERMARKET DELAWARE CORPORATION, : Case No. 09-____ (____)
Debtor. :

-----X
In re : Chapter 11
AFTERMARKET LLC, : Case No. 09-____ (____)
Debtor. :

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

**ORDER DIRECTING JOINT
ADMINISTRATION OF THE DEBTORS' CHAPTER 11 CASES**

This matter coming before the Court on the Motion of Debtors for an Order Directing the Joint Administration of Their Chapter 11 Cases (the "Motion"),¹ filed by the

¹ Capitalized terms not otherwise defined herein have the meanings given to them in the Motion.

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 for this matter 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 necessary and is in the best interests of the Debtors, their estates and their creditors; and good and sufficient cause having been shown;

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED.
2. The above-captioned chapter 11 cases shall be consolidated for procedural purposes only and shall be administered jointly. The Clerk of the Court shall maintain one file and one docket for all of these jointly administered cases, which file and docket for each respective chapter 11 case shall be the file and docket for Proliance International, Inc. (the "Parent Case"), Case No. 09-_____ (____).
3. Parties in interest are directed to use the Proposed Caption in the form annexed hereto as Exhibit 1 when filing pleadings with the Court in the chapter 11 cases of the Debtors indicating that the pleading relates to the jointly administered chapter 11 cases of "Proliance International, Inc., *et al.*"
4. The Proposed Caption satisfies the requirements of section 342(c) of the Bankruptcy Code in all respects.

5. A docket entry shall be made on the docket in each of the above-captioned cases (other than the Parent Case) substantially as follows:

"An order has been entered in this case directing the procedural consolidation and joint administration of the chapter 11 cases of Proliance International, Inc.; Aftermarket Delaware Corporation; Aftermarket LLC; and Proliance International Holding Corporation. The docket of Proliance International, Inc. in Case No. 09-_____ () should be consulted for all matters regarding this case."

6. The Debtors are authorized to utilize a combined service list for the jointly-administered cases, and combined notices may be sent to creditors of the Debtors' estates and other parties-in-interest as applicable.

7. Nothing contained in the Motion or this Order shall be deemed or construed as directing or otherwise effectuating a substantive consolidation of the above-captioned chapter 11 cases.

Dated: _____, 2009
Wilmington, Delaware

UNITED STATES BANKRUPTCY JUDGE

EXHIBIT 1

**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-_____ (____)
Debtors. : (Jointly Administered)
-----X

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.