

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- 12278 ( CS5 )  
Debtor. :

-----X  
In re : Chapter 11  
AFTERMARKET DELAWARE CORPORATION, : Case No. 09- 12282 ( CS5 )  
Debtor. :

-----X  
In re : Chapter 11  
AFTERMARKET LLC, : Case No. 09- 12281 ( CS5 )  
Debtor. :

-----X  
In re : Chapter 11  
PROLIANCE INTERNATIONAL : Case No. 09- 12279 ( CS5 )  
HOLDING CORPORATION, :  
Debtor. :

-----X  
**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

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- ~~12279~~ (LSS).
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- 17278 (CS) 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: July 2, 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.*,<sup>1</sup> : Case No. 09-~~12278~~ (CSS)  
Debtors. : (Jointly Administered)  
-----X

<sup>1</sup> 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.