

**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 **Objection Deadline: April 19, 2010 at 4:00 p.m.**

**EIGHTH MONTHLY APPLICATION OF
JONES DAY, COUNSEL TO THE DEBTORS, FOR
ALLOWANCE OF COMPENSATION FOR SERVICES RENDERED
AND FOR REIMBURSEMENT OF ACTUAL AND NECESSARY EXPENSES
FOR THE PERIOD FROM FEBRUARY 1, 2010 THROUGH FEBRUARY 28, 2010**

Name of Applicant: Jones Day

Authorized to Provide Professional Services to: The Debtors

Date of Retention: July 30, 2009, *nunc pro tunc* as of July 2, 2009

Period for which compensation and reimbursement are sought: February 1, 2010 through February 28, 2010

Amount of Compensation sought as actual, reasonable, and necessary: \$129,062.00 (80% of \$161,327.50)

Amount of Expense Reimbursement sought as actual, reasonable, and necessary: \$499.25

This is a(n): X monthly ___ interim ___ final application

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.

**COMPENSATION BY PROFESSIONAL
FEBRUARY 1, 2010 THROUGH FEBRUARY 28, 2010**

NAME OF PROFESSIONAL	BAR YEAR	DEPARTMENT	HOURLY RATE	TOTAL HOURS BILLED	TOTAL COMPENSATION
PARTNERS & COUNSEL:					
John R. Cornell	1969	EB	\$950	7.60	\$7,220.00
Pedro A. Jimenez	1998	B	\$725	17.40	\$12,615.00
Andrew M. Levine	1999	M&A	\$700	23.80	\$16,660.00
Total Partners & Counsel				48.80	\$36,495.00
ASSOCIATES:					
Ross S. Barr	2004	B	\$625	87.90	\$54,937.50
Michael P. Considine	2005	M&A	\$450	65.80	\$29,610.00
Nicholas D. DeLuca	2008	EB	\$350	6.60	\$2,310.00
Sasha N. Franklyn*	2009	N/A	\$350	16.40	\$5,740.00
Lisa R. Jesner	2001	EB	\$600	11.80	\$7,080.00
Jennifer J. O'Neil	2007	B	\$450	55.90	\$22,155.00
Total Associates				244.40	\$124,832.50

PROFESSIONALS	BLENDED RATE	TOTAL HOURS	TOTAL COMPENSATION
Partners & Counsel	\$747.85	48.80	\$36,495.00
Associates	\$510.77	244.40	\$124,832.50
Grand Total		293.20	\$161,327.50

B - Business Restructuring and Reorganization; M&A - Mergers & Acquisitions; T - General Tax; TP - Trial Practice; A - Antitrust & Competitive Law; EB - Employee Benefits & Executive Compensation; R - Real Estate; L&E - Labor & Employment; C - Capital Markets; B&F - Banking & Finance; GB - General Business; X - Library; SL - Securities and Shareholder Litigation & SEC Enforcement; SA - Staff Attorney

COMPENSATION BY PROJECT CATEGORY
FEBRUARY 1, 2010 THROUGH FEBRUARY 28, 2010

PROJECT CATEGORY	HOURS	AMOUNT
Case Administration	9.30	\$5,060.00
Claims Administration	16.00	\$10,275.00
Employee Issues	19.50	\$11,952.50
Fee Application Preparation	10.40	\$4,680.00
Professional Retention/Fee Issues	5.50	\$2,475.00
Schedules/SOFA/U.S. Trustee Reports	1.70	\$1,062.50
Use, Sale, or Lease Assets	230.80	\$125,822.50
Total Fees	293.20	\$161,327.50
Total Disbursements & Charges		\$499.25
Total		\$161,826.75

EXPENSE SUMMARY
FEBRUARY 1, 2010 THROUGH FEBRUARY 28, 2010

EXPENSES	AMOUNTS
Computerized Research Services	\$237.02
Courier Services	\$68.70
Document Filing Fees	\$26.00
Document Reproduction Charges	\$25.30
General Communication Charges	\$51.83
Local Transportation	\$90.40
Total	\$499.25

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JONES DAY, COUNSEL TO THE DEBTORS, FOR
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AND FOR REIMBURSEMENT OF ACTUAL AND NECESSARY EXPENSES
FOR THE PERIOD FROM FEBRUARY 1, 2010 THROUGH FEBRUARY 28, 2010**

Jones Day, counsel to the above-captioned debtors and debtors-in-possession (collectively, the "Debtors"), hereby files its eighth monthly application (the "Application") for allowance of compensation of \$129,062.00 (80% of \$161,327.50) and reimbursement of expenses of \$499.25, in each case for the period from February 1, 2010 through February 28, 2010 (the "Compensation Period"), pursuant to section 330(a) of title 11 of the United States Code (the "Bankruptcy Code"), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), Rule 2016-2 of the Local Rules of Bankruptcy Practice and Procedure for the United States Bankruptcy Court for the District of Delaware (the "Local Rules"), the Guidelines adopted by the Executive Office of the United States Trustee for Reviewing Applications for Compensation and Reimbursement of Expenses (the "UST Guidelines") and the Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals, dated September 1, 2009 (Docket No. 295)

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.

(the "Interim Compensation Order"). In support of this Application, Jones Day respectfully represents as follows:

1. Jones Day attorneys expended a total of 293.20 hours during the Compensation Period for which compensation is requested.
2. Pursuant to Local Rule 2016-2(c) and in accordance with Local Form 102, prefixed to this Application are (a) a schedule setting forth all Jones Day professionals who have performed services in these chapter 11 cases during the Compensation Period, the capacities in which each individual is employed by Jones Day, the department in which each individual practices, the hourly billing rate charged by Jones Day for the services performed by such individual, the aggregate number of hours expended in these cases and fees billed therefor and the year in which each professional passed the relevant bar examination, (b) a summary of services by case matter for services rendered by Jones Day during the Compensation Period and (c) a schedule setting forth the actual and necessary disbursements that Jones Day incurred during the Compensation Period in connection with the performance of professional services for the Debtors, and for which Jones Day seeks reimbursement.
3. Jones Day's itemized time records for professionals performing services for the Debtors during the Compensation Period and Jones Day's itemized records detailing actual and necessary expenses incurred on behalf of the Debtors during the Compensation Period are set forth in Exhibit A and Exhibit B attached hereto, respectively. All itemized expenses comply with the requirements set forth in Local Rule 2016-2.
4. This Application complies with sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, the UST Guidelines, the Local Rules and the Interim Compensation Order.

Background

5. On July 2, 2009 (the "Petition Date"), each of the Debtors commenced a case under chapter 11 of the Bankruptcy Code. 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.

6. On July 15, 2009, the Office of the United States Trustee for the District of Delaware (the "U.S. Trustee") appointed the official committee of unsecured creditors in these chapter 11 cases (the "Committee"). No trustee or examiner has been appointed in these chapter 11 cases.

7. On July 10, 2009, the Debtors filed their Application for the entry of an Order Authorizing Them to Retain and Employ Jones Day as Counsel, *Nunc Pro Tunc* as of the Petition Date (Docket No. 82) (the "Retention Application"), by which the Debtors sought authority to retain and employ Jones Day as their general bankruptcy counsel in these chapter 11 cases. On July 30, 2009, the Court entered the Order Authorizing the Debtors to Retain and Employ Jones Day as Counsel, *Nunc Pro Tunc* as of the Petition Date (Docket No. 161) (the "Retention Order"), granting the Retention Application. The Retention Order authorized Jones Day to be compensated on an hourly basis and to be reimbursed for actual and necessary out-of-pocket expenses.

Summary of Services

8. Attached hereto as Exhibit A is a detailed statement of fees incurred during the Compensation Period, showing a total amount of \$161,327.50 due for fees. The services rendered by Jones Day during the Compensation Period are grouped into the subject matter categories set forth in Exhibit A hereto and discussed in summary fashion below. The

attorneys who rendered services to the Debtors' estates relating to each category are identified, along with the number of hours for each individual and the total compensation sought for each category.

9. The professional services performed by Jones Day were necessary and appropriate for the administration of the Debtors' chapter 11 cases. The professional services performed by Jones Day were in the best interests of the Debtors, the Debtors' estates and other parties in interest. Compensation as requested for the services performed is commensurate with the complexity, importance and nature of the matters, issues and/or tasks involved. The professional services were rendered expediently and efficiently.

10. The following is a summary of the activities performed by Jones Day professionals during the Compensation Period, organized by project billing category.²

A. Case Administration — 9.30 hours — \$5,060.00

11. In light of the size and complexity of the Debtors' bankruptcy cases, daily case administration matters necessarily required significant services from Jones Day professionals during the Compensation Period. Such services included the following:

- Regular conference calls with the Debtors' management and other professionals, as well as internal Jones Day meetings, to discuss and review pending motions and applications, relief granted to various parties by the Court, the chapter 11 cases and strategy in general and other works in process.
- Maintaining a detailed work in process report that is distributed to the Debtors and their management to track the progress of motions, applications and other matters relating to these cases. This report assists Jones Day lawyers in assigning tasks and responsibilities, avoiding duplication of effort among Jones Day lawyers and between Jones Day and local Delaware counsel in these chapter 11 cases. The report also

² The summary set forth below is qualified in its entirety by reference to the time and services detail attached hereto as Exhibit A.

accommodates far more efficient communication with the Debtors regarding pending work in process items than otherwise would be the case.

12. Jones Day believes that it has adopted procedures for the effective and efficient administration of these cases that have resulted in cost savings inuring to the direct benefit of the Debtors and their estates and creditors.

B. Claims Administration — 16.00 hours — \$10,275.00

13. Jones Day lawyers expended time and effort during the Compensation Period working with the Debtors and the Pension Benefit Guaranty Corporation ("PBGC") to resolve various issues relating to PBGC's claims against the Debtors' estates.

14. Specifically, during the Compensation Period, Jones Day lawyers engaged in discussions and negotiations with the Debtors and PBGC related to the valuation of PBGC's claims in the Debtors' chapter 11 cases, in an effort to reach a settlement with respect to the PBGC's claims against the Debtors' estates.

C. Employee Issues — 19.50 hours — \$11,952.50

15. During the Compensation Period, Jones Day advised the Debtors in connection with legal issues relating to their obligations under their various pension plans and interactions with PBGC, specifically with respect to the Debtors' process to sell all of the issued and outstanding equity interests (the "NRF Stock") of Nederlandse Radiateuren Fabriek B.V. ("NRF"), a wholly-owned subsidiary of Debtor Aftermarket Delaware Corporation ("Aftermarket" or the "Seller").

16. Further, during the Compensation Period, Jones Day lawyers advised the Debtors regarding the termination of the Debtors' pension plans and related required notices under ERISA, and with respect to the Debtors' responses to PBGC concerning same.

D. Fee Application Preparation — 10.40 hours — \$4,680.00

17. Jones Day lawyers expended time and effort during the Compensation Period on matters regarding Jones Day's first interim fee application and monthly fee application for January 2010, namely, drafting, reviewing, revising and filing such applications.

18. Jones Day lawyers also spent time during the Compensation Period advising the Debtors' various retained professionals regarding their respective first interim fee applications.

E. Professional Retention/Fee Issues — 5.50 hours — \$2,475.00

19. During the Compensation Period, Jones Day professionals spent time drafting, reviewing and revising Jones Day's first supplemental disclosure, which was filed on March 1, 2010 (Docket No. 619).

F. Schedules/SOFA/U.S. Trustee Reports — 1.70 hours — \$1,062.50

20. Jones Day's activities during the Compensation Period included coordinating with the Debtors and the U.S. Trustee with respect to filing the required monthly operating report covering January 1, 2010 through January 31, 2010, which was filed on February 25, 2010 (Docket No. 615).

G. Use, Sale, or Lease of Assets — 230.80 hours — \$125,822.50

21. During the Compensation Period, Jones Day lawyers worked diligently and efficiently in aiding the Debtors in their negotiations with Mentha Capital Vintage Year II B.V. ("Mentha" or "Stalking Horse Buyer"), the Committee and its advisors, the Debtors' prepetition secured lenders, the U.S. Trustee and other interested parties in connection with the successful sale of the NRF Stock pursuant to the Amended Order (a) Approving Bid Procedures

for the Sale of the Stock of the Debtors' Wholly-Owned Subsidiary, Nederlandse Radiateuren Fabriek B.V. (the "Bid Procedures"), (b) Authorizing the Debtors to Offer Certain Bid Protections, and (c) Scheduling a Final Sale Hearing and Approving the Form and Manner of Notice Thereof (Docket No. 564) (the "Bid Procedures Order"), relating to the motion of the Debtors, filed on December 30, 2009, for (I) an Order (A) Approving Bid Procedures in Connection With the Sale of the Stock of the Debtors' Wholly-Owned Subsidiary, Nederlandse Radiateuren Fabriek B.V., (B) Authorizing the Debtors to Offer Certain Bid Protections and (C) Scheduling a Final Sale Hearing Approving the Form and Manner of Notice Thereof, and (II) an Order Authorizing and Approving (A) the Sale of the Stock of Nederlandse Radiateuren Fabriek B.V. Free and Clear of all Liens, Claims and Encumbrances, and (B) Related Relief (Docket No. 521) (the "NRF Sale Motion").

22. Jones Day lawyers worked in conjunction with the Debtors and the Debtors' other professionals in implementing the marketing and bidding processes in accordance with the Bid Procedures Order. Using the Stalking Horse Buyer's bid for the NRF Stock as a baseline bid, as of the bid deadline, the Debtors received two additional bids for the NRF Stock, which were submitted by (a) Fruitage International Co., Ltd. ("Fruitage") (a wholly-owned subsidiary of Enterex Industrial Co., Inc.) and (b) Banco Products (India) Ltd. ("Banco").

23. Accordingly, Jones Day lawyers spent significant time preparing for, coordinating and attending the Auction (as defined in the Bid Procedures), held at Jones Day's offices on February 17, 2010, and conducted pursuant to the Bid Procedures Order. The Auction concluded with the Debtors selecting, in a sound exercise of their business judgment, Banco as the highest or otherwise best bidder for the NRF Stock.

24. Notably, Jones Day lawyers spent significant time working diligently and efficiently with the Debtors in (a) finalizing the terms of that certain stock purchase agreement entered into by and among Aftermarket and Banco (the "Banco Purchase Agreement"), and (b) drafting a proposed form of the Order Authorizing and Approving (I) the Sale of Stock of the Debtors' Wholly-Owned Subsidiary, Nederlandse Radiateuren Fabriek B.V. Free and Clear of All Liens, Claims and Encumbrances, and (II) Related Relief, which was entered by the Court on February 19, 2010 (Docket No. 607) (the "NRF Sale Order").

25. Under the NRF Sale Order, the Court approved the sale the NRF Stock to Banco. The Debtors closed the sale of the NRF Stock to Banco on February 23, 2010 (the "Closing Date").

26. Further, in connection the sale of the NRF Stock, Jones Day lawyers spent time and effort, among other things, as follows:

- Jones Day professionals corresponded electronically, participated in conference calls and/or attended meetings with the Debtors' management and/or various of their professionals regarding, among other things: (i) diligence and confidentiality issues related to the sale of the NRF Stock; (ii) potential bidders on the NRF Stock; (iii) assumption and assignment of certain executory contracts in connection with the sale of the NRF Stock; (iv) the sale process and continuous negotiations with Mentha, Fruitage, Banco and all potential bidders; (v) negotiations with the potential bidders regarding a timeline for the entire sale process; and (vi) the terms of and revisions to, and the finalization of, the Banco Purchase Agreement.
- Jones Day professionals worked to resolve PBGC's response to the NRF Sale Motion (Docket No. 552) on mutually agreeable terms that would allow the sale of the NRF Stock to proceed smoothly and expeditiously.
- Jones Day professionals drafted, reviewed and revised numerous documents, including: (i) the Banco Purchase Agreement and schedules to same; (ii) a supplemental declaration in support of the sale of the NRF Stock and the Banco Purchase Agreement, which was filed by the Debtors on February 18, 2010 (Docket No. 599); (iii) the NRF Sale Order; and (iv) summaries of the status of the sale process for the NRF Stock.

- Jones Day professionals diligently negotiated with the Debtors and potential bidders, and ultimately with Mentha, Fruitage and Banco, regarding the NRF Stock in an attempt to maximize the value realized for the Debtors' estates thereon.

Actual and Necessary Expenses Incurred by Jones Day

27. Section 330 of the Bankruptcy Code authorizes "reimbursement for actual, necessary expenses" incurred by professionals employed in a chapter 11 case. Accordingly, Jones Day seeks reimbursement for actual and necessary expenses ("Expenses") incurred in rendering services to the Debtors during the Compensation Period, in the amount of \$499.25. A schedule of the Expenses is attached hereto as Exhibit B.

28. Jones Day maintains the following policies with respect to Expenses:

- No amortization of the cost of any investment, equipment or capital outlay is included in the expenses. In addition, for those items or services that Jones Day purchased or contracted from a third party (such as outside copy services), Jones Day seeks reimbursement only for the exact amount billed to Jones Day by the third party vendor and paid by Jones Day to the third party vendor.
- Photocopying by Jones Day was charged at 10 cents per page. To the extent practicable, Jones Day utilized less expensive outside copying services.
- Telecopying by Jones Day was charged at \$1.00 per page for the first twenty-five pages of outgoing faxes and 50 cents per page for the twenty-sixth page and beyond. No separate long distance charges for outgoing faxes were charged to the Debtors. No charge was imposed for incoming telecopies.
- Meals charged to the Debtors either were associated with (i) out-of-town travel, (ii) meetings at Jones Day with the Debtors, the Committee and/or other professionals or (iii) attorneys working late on matters concerning the Debtors' chapter 11 cases.
- Computer-assisted research is billed on a per-search and/or per-minute basis, depending upon the provider.
- Charges for airline and train travel include the cost of each airline or train ticket used in connection with the provision of services to the Debtors' estates.

- Jones Day does not charge clients for Blackberry or other similar charges.
- The time pressures associated with the services rendered by Jones Day frequently required Jones Day's professionals and paraprofessionals to devote substantial amounts of time during the evenings and on weekends. Jones Day has charged the Debtors for secretarial and other staff overtime expenses that are directly associated with such after-hours work and were necessary given the circumstances of the Debtors' chapter 11 cases. Jones Day does not consider these to be part of its ongoing overhead expenses because they are special incremental expenses arising from the specific services being provided to the Debtors.

Adjustments to Fees and Expenses

29. Consistent with its own internal policies and to comply with the "reasonableness" requirements of section 330 of the Bankruptcy Code, Jones Day has reviewed its monthly service descriptions and expense detail and has determined that certain fees and expenses should not be charged to the Debtors. In particular, Jones Day voluntarily wrote off \$5,820.00 in fees during the Compensation Period. This Application reflects these adjustments.

Retainer Disclosure

30. As described in the Retention Application, as of the Petition Date, \$18,448.91 remained on retainer (the "Retainer"). Pursuant to the Retention Order, Jones Day applied the full amount of the Retainer to fees and expenses incurred prior to the Petition Date.

Conclusion

31. The fees and expenses requested herein by Jones Day are billed in accordance with its existing billing rates and procedures in effect during the Compensation Period. Such fees are reasonable based on the customary compensation charged by comparably skilled practitioners in comparable non-bankruptcy cases in a competitive national legal market.

32. No agreement or understanding exists between Jones Day or any third person for the sharing of compensation, except as allowed by section 504(b) of the Bankruptcy

Code and Bankruptcy Rule 2016 with respect to the sharing of compensation between and among partners of Jones Day.

33. All of the services for which compensation is requested hereunder were rendered at the request of and solely on behalf of the Debtors, and not on behalf of any other entity. In this regard, and incorporated herein by reference, the Certification of Pedro A. Jimenez in accordance with the Local Rules is attached hereto as Exhibit C.

Notice

34. Jones Day has caused this Application to be served in accordance with the Interim Compensation Order and the Local Rules. Any objections to this Application must be in writing and filed with the Court and served upon Jones Day so as to be actually received no later than 20 days after the date of service of this Application. Under the Interim Compensation Order, if no objections to a monthly fee application are made, the Debtors are authorized to pay (\$129,062.00) 80% of the fees (\$161,327.50) and 100% of the expenses (\$499.25) requested in this Application.

WHEREFORE, Jones Day respectfully requests that the Court, in accordance with the Interim Compensation Order: (i) allow compensation of \$129,062.00 (80% of \$161,327.50) for services rendered in connection with these chapter 11 cases during the Compensation Period; (ii) allow reimbursement of actual and necessary expenses incurred by Jones Day during the Compensation Period of \$499.25; (iii) authorize the Debtors to pay to Jones Day such amounts in accordance with the Interim Compensation Order; and (iv) grant such other and further relief to Jones Day as the Court may deem proper.

Dated: March 30, 2010
Wilmington, Delaware

Respectfully submitted,

/s/ Pedro A. Jimenez

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

ATTORNEYS FOR THE DEBTORS

**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)
: **Obj. Deadline: April 19, 2010 at 4:00 p.m.**
-----X

NOTICE OF MONTHLY FEE APPLICATION

PLEASE TAKE NOTICE that, on March 30, 2010, Richards Layton & Finger, P.A. (“RLF”) on behalf of Jones Day filed the **Eighth Monthly Application of Jones Day, Counsel to the Debtors, for Allowance of Compensation for Services Rendered and for Reimbursement of Actual and Necessary Expenses for the Period from February 1, 2010 through February 28, 2010** (the “Application”) with the United States Bankruptcy Court for the District of Delaware, 824 Market Street, 3rd Floor, Wilmington, Delaware 19801 (the “Bankruptcy Court”).

PLEASE TAKE FURTHER NOTICE that, objections, if any, to the Application must be made in accordance with the **Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals** [Docket No. 295] (the “Interim Compensation Order”) and must be filed with the Clerk of the Bankruptcy Court and be served upon and received by (i) the above-captioned debtors and debtors-in-possession (collectively, the “Debtors”), c/o Proliance International, Inc., 100 Gando Drive, New Haven,

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.

Connecticut 06513 (Attn: Arlen F. Henock, CFO); (ii) counsel to the Debtors, Jones Day, 222 East 41st Street, New York, New York 10017 (Attn: Pedro A. Jimenez, Esq. and Ross S. Barr, Esq.) and RLF, 920 North King Street, Wilmington, Delaware 19801 (Attn: Daniel J. DeFranceschi, Esq.); (iii) the Office of the United States Trustee, 844 King Street, Suite 2207, Wilmington, Delaware 19801 (Attn: Mark S. Kenney, Esq.); and (iv) counsel to the Official Committee of Unsecured Creditors, Lowenstein Sandler PC, 65 Livingston Avenue, Roseland, New Jersey 07068 (Attn: Kenneth A. Rosen, Esq.) and Elliot Greenleaf, 1105 North Market Street, Suite 1700, Wilmington, DE 19801 (Attn: Rafael X. Zahralddin, Esq.), by no later than **4:00 p.m. (Eastern Daylight Time) on April 19, 2010** (the “Objection Deadline”).

PLEASE TAKE FURTHER NOTICE that, if any responses or objections to the Application are timely filed, served and received, a hearing on the Application will be held at the convenience of the Bankruptcy Court. Only those objections made in writing and timely filed and received in accordance with the Interim Compensation Order and the procedures described herein will be considered by the Bankruptcy Court at such hearing.

PLEASE TAKE FURTHER NOTICE that, pursuant to the Interim Compensation Order, Jones Day may be paid an amount equal to the lesser of (i) 80 percent of the fees and 100 percent of expenses requested in the Application or (ii) 80 percent of the fees and 100 percent of the expenses not subject to an objection without the need for further order of the Bankruptcy Court.

Dated: March 30, 2010
Wilmington, Delaware

/s/ Zachary I. Shapiro

Daniel J. DeFranceschi (DE No. 2732)
Christopher M. Samis (DE No. 4909)
Zachary I. Shapiro (DE No. 5103)
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

*ATTORNEYS FOR THE DEBTORS AND
DEBTORS IN POSSESSION*

EXHIBIT A

JONES DAY

02/02/10	R S BARR WIP call (.70); follow-up regarding same (.20).	0.90	562.50
02/02/10	M P CONSIDINE Weekly WIP call.	0.80	360.00
02/05/10	J J O'NEIL Attention to budget issues.	0.20	90.00
02/16/10	R S BARR WIP call (.90); follow up regarding same (1.00).	1.90	1,187.50
02/16/10	M P CONSIDINE Weekly WIP call.	0.80	360.00
02/16/10	J J O'NEIL WIP call (.70); preparation for same (.10).	0.80	360.00
02/23/10	R S BARR WIP call (.70); follow up regarding same (.20).	0.90	562.50
02/23/10	M P CONSIDINE Weekly WIP call.	0.50	225.00
02/23/10	J J O'NEIL WIP call (.50); follow-up related to same (.20).	0.70	315.00
02/24/10	R S BARR Attention to wind-down issues (.80); e-mails and telephone conferences regarding same (.50).	1.30	812.50
02/25/10	J J O'NEIL Attention to issues in connection with GE inquiry regarding certain equipment leases.	0.50	225.00
	TOTAL	9.30	USD 5,060.00

JONES DAY

02/01/10	R S BARR Attention to PBGC letters (.30); e-mails regarding same (.20).	0.50	312.50
02/04/10	J R CORNELL Telephone conference with Jesner regarding PBGC issues.	0.60	570.00
02/04/10	L R JESNER Communicate with Barr and Shalhoub regarding PBGC issues (.40); analyze pension information (1.00).	1.40	840.00
02/05/10	L R JESNER Review PBGC claims issues (.2); communicate with Cornell, Barr and DeLuca (.3).	0.50	300.00
02/08/10	J R CORNELL Conferences with Jesner regarding PBGC issues and review and revise draft settlement agreement.	0.60	570.00
02/08/10	L R JESNER Communicate with Barr and Cornell regarding PBGC matters (.8); prepare settlement stipulation (.2).	1.00	600.00
02/10/10	L R JESNER Communicate with Barr regarding PBGC issues.	0.20	120.00
02/16/10	J R CORNELL Review and revise PBGC stipulation drafts (.3); telephone conference with Barr regarding PBGC issues (.2).	0.50	475.00
02/16/10	P A JIMENEZ Attention to stipulation with PBGC.	0.80	580.00
02/17/10	J R CORNELL E-mails with Barr regarding PBGC issues and revisions to agreement.	0.60	570.00
02/17/10	L R JESNER Review board materials (.5); review PBGC settlement agreement and sale order (.3); communicate with Baird, Ruderman, Shalhoub, Cornell and Barr regarding PBGC issues (1.8).	2.60	1,560.00
02/18/10	L R JESNER Communicate with Barr regarding PBGC matters.	0.50	300.00
02/22/10	R S BARR Attention to PBGC claim (.50); e-mails and telephone conferences regarding same (.30).	0.80	500.00
02/22/10	L R JESNER Communicate with Barr and Baird (PBGC) regarding PBGC issues.	0.20	120.00
02/23/10	R S BARR Attention to PBGC claim (.20); e-mails and telephone conferences regarding same (.30).	0.50	312.50
02/24/10	R S BARR Attention to PBGC claim (.40); e-mails and telephone conferences regarding same (.60).	1.00	625.00
02/24/10	L R JESNER Communicate with Baird, Cornell and Barr regarding PBGC issues.	0.30	180.00
02/26/10	L R JESNER Communicate with Ruder, Pard, & Li (PBGC), Wisot, Flynn & Barr regarding PBGC issues (1.40).	1.40	840.00
02/26/10	J J O'NEIL Attention to issues regarding PBGC issues.	2.00	900.00
TOTAL		16.00	USD 10,275.00

JONES DAY

02/01/10	J R CORNELL	1.40	1,330.00
	Emails with Bennett, PBGC regarding dismissal of litigation and termination of plans (0.1); review PBGC demand letter and conference with DeLuca regarding response issues regarding unfunded vested benefits (1.3).		
02/01/10	N D DELUCA	1.60	560.00
	Review executed pension termination agreements received from Wisot at Proliance (.3); communications with Wisot at Proliance regarding same (.2); communications with Considine regarding pension question from Baird at PBGC (.2); meeting with Cornell regarding letters from PBGC in connection with termination agreements (.2); review PBGC demand letters received from Wisot at Proliance (.4); communications with Wisot at Proliance regarding pension termination notices and PBGC demand letters (.3).		
02/01/10	L R JESNER	0.40	240.00
	Communicate with Cornell regarding PBGC demand (.2); review PBGC demand (.2).		
02/01/10	P A JIMENEZ	1.30	942.50
	Attention to PBGC letter and related sale issues.		
02/01/10	A M LEVINE	0.30	210.00
	Review PBGC letter and internal conferences.		
02/02/10	J R CORNELL	1.30	1,235.00
	Prepare for and telephone conference regarding demand letter from PBGC and response regarding proposed sale.		
02/02/10	N D DELUCA	0.30	105.00
	Email communications with Jesner and Cornell regarding PBGC demand notices and related conference call.		
02/02/10	L R JESNER	0.40	240.00
	Communicate with Cornell, Barr and Levine regarding PBGC termination.		
02/02/10	A M LEVINE	0.80	560.00
	Conference calls regarding PBGC letter with Proliance and Silver Point.		
02/03/10	N D DELUCA	0.50	175.00
	Email communications with Wisot at Proliance regarding information request from Baird at PBGC (.3); call to Baird at PBGC regarding same (.2).		
02/04/10	J R CORNELL	0.20	190.00
	Email and conference with DeLuca regarding asset statement issues.		
02/04/10	N D DELUCA	1.40	490.00
	Meeting with Jesner regarding PBGC demand notices (.2); call with Baird at PBGC regarding demand notice support calculations (.2); telephone conference with Barr and Jesner, and Shalhoub at Willkie Farr regarding PBGC settlement communications (.3); email communications with Lepaska at Proliance regarding pension termination trust asset statements (.3); review and summarize pension termination trust asset statements (.2); communications with Cornell, Jesner and Barr regarding same (.2).		
02/05/10	J R CORNELL	0.50	475.00
	Conferences with DeLuca regarding PBGC plan termination and obligations.		
02/05/10	N D DELUCA	0.60	210.00
	Review PBGC pension demand notice support calculations received from Baird at PBGC (.4); communications with Jesner, Cornell and Barr regarding same (.2).		
02/09/10	J R CORNELL	0.30	285.00
	E-mails with Barr & DeLuca regarding incentive plan payouts and release.		
02/09/10	N D DELUCA	1.00	350.00
	Review incentive plan release documents in connection with questions from Wisot at Proliance (.3); email communications with Wisot at Proliance regarding same (.2); email communications with Barr, Jesner and Cornell regarding same (.5).		
02/09/10	L R JESNER	0.30	180.00
	Communicate with Baird and Barr regarding PBGC issues.		

JONES DAY

02/11/10	J R CORNELL Preparation for and telephone conference with Barr and Wissot regarding employee issues.	0.50	475.00
02/12/10	L R JESNER Communicate with Baird (PBGC), Cornell and Barr regarding PBGC issues.	1.10	660.00
02/16/10	L R JESNER Communicate with Barr regarding PBGC matters (.8) review plan termination stipulation (.4).	1.20	720.00
02/17/10	J R CORNELL E-mails regarding employee issues.	0.20	190.00
02/18/10	J R CORNELL Telephone conference with Barr regarding PBGC release, remaining claims and issues.	0.60	570.00
02/22/10	J R CORNELL Conferences with DeLuca regarding employee issues.	0.30	285.00
02/22/10	N D DELUCA Telephone conference with Barr regarding bankruptcy timing and status (.1); meeting with Cornell regarding pension participant and PBGC notices (.2); draft missed pension contribution notice to participants (.5); meeting with Barr regarding pension notices to participants and PBGC (.2); email communications with Lepeska at Proliance regarding pension notice to participants (.2).	1.20	420.00
02/25/10	J J O'NEIL Draft 9019 motion with respect to PBGC stipulation.	1.50	675.00
02/26/10	L R JESNER Review pension actuarial materials (.30).	0.30	180.00
TOTAL		19.50	USD 11,952.50

JONES DAY

Fee Application Preparation

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02/11/10	J J O'NEIL	0.20		90.00
	Attention to fee issues.			
02/16/10	J J O'NEIL	0.50		225.00
	Draft interim fee application.			
02/22/10	J J O'NEIL	1.00		450.00
	Attention to TM Capital fee application (.20); attention to Jones Day fee application (.80).			
02/23/10	J J O'NEIL	4.00		1,800.00
	Review monthly bill (.30); draft monthly fee application relating to same (3.70).			
02/24/10	J J O'NEIL	4.20		1,890.00
	Reviewed and revised monthly fee application (1.50); communication regarding interim fee applications (1.50).			
02/25/10	J J O'NEIL	0.50		225.00
	Attention to issues relating to monthly fee application.			
	TOTAL	10.40	USD	4,680.00

JONES DAY

Professional Retention/Fee Issues

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02/09/10	J J O'NEIL	2.00		900.00
	Review schedules and revise supplemental disclosure.			
02/10/10	J J O'NEIL	1.50		675.00
	Attention to issues relating to supplemental disclosure.			
02/11/10	J J O'NEIL	2.00		900.00
	Review and revise supplemental disclosure.			
	TOTAL	5.50	USD	2,475.00

JONES DAY

Schedules/SOFA/US Trustee Reports

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02/25/10	R S BARR	1.70		1,062.50
	Review and revise MOR (1.20); prepare same for filing (.50).			
	TOTAL	1.70	USD	1,062.50

JONES DAY

02/01/10	M P CONSIDINE	0.70	315.00
	Review and discuss closing items with Jones Day team (.3); diligence for PBGC (.2); calls on PBGC with client (.2).		
02/02/10	R S BARR	0.90	562.50
	Telephone conferences regarding NRF sale and PBGC issues (.60); attention to same (.30).		
02/02/10	M P CONSIDINE	1.90	855.00
	Review notary letter and provide comment, call with Dutch counsel to review in detail (1.4); prepare TSA payment request letter (.3).		
02/02/10	P A JIMENEZ	2.00	1,450.00
	Attention to PBGC related sale issues.		
02/02/10	J J O'NEIL	1.00	450.00
	Review PBGC response to sale motion (.50); call with team to discuss same (.50).		
02/03/10	R S BARR	2.10	1,312.50
	Telephone conferences regarding NRF sale (1.20); e-mails regarding same (.30); telephone conferences regarding Vista Pro issues (.30); review APA (.30).		
02/03/10	M P CONSIDINE	1.60	720.00
	Call with Dutch counsel to review closing items and coordinate sale (1.00); other matters for closing, including coordinating deposits and documents for bidders (.60).		
02/03/10	A M LEVINE	0.50	350.00
	Correspondence regarding third party bid and PBGC issues.		
02/04/10	R S BARR	1.80	1,125.00
	Telephone conference with PBGC and SP regarding sale issues (.60); follow up regarding same (.40); research regarding same (.30); e-mails regarding NRF sale process (.50).		
02/04/10	M P CONSIDINE	0.40	180.00
	Finalize notary letter and share with creditor's counsel.		
02/05/10	R S BARR	1.80	1,125.00
	E-mails and telephone conferences regarding PBGC sale issues (1.50); review documents (.30).		
02/08/10	R S BARR	3.50	2,187.50
	Telephone conferences with PBGC, Silver Point and others regarding PBGC issues (1.80); attention to same (.30); e-mails regarding NRF sale (.80); review documents regarding PBGC claim. (.60).		
02/08/10	P A JIMENEZ	0.50	362.50
	Attention to sale issues.		
02/09/10	R S BARR	5.00	3,125.00
	Numerous e-mails and telephone conferences regarding PBGC claim (3.50); attention to same (.30); attention to NRF bid issues (1.20).		
02/10/10	R S BARR	2.40	1,500.00
	E-mails and telephone conferences regarding NRF sale (1.30); attention to PBGC issues (.60); telephone conference with PBGC lawyer (.30); review documents (.20).		
02/10/10	M P CONSIDINE	1.40	630.00
	Calls with Dutch counsel to discuss closing items (.3); review closing matters with team (.7) other matters for closing (.4).		
02/10/10	A M LEVINE	0.70	490.00
	Conference with Enterex counsel and correspondence regarding diligence (.30); review of bid procedures and purchase agreement (.40).		
02/10/10	J J O'NEIL	1.00	450.00
	Attention to NRF sale issues.		
02/11/10	R S BARR	8.10	5,062.50
	Attention to PBGC sale issues (.80); e-mails and telephone conferences regarding same (1.00); various e-mails and telephone conferences regarding potential bidders (2.60); review documents (.70).		

JONES DAY

02/11/10	M P CONSIDINE	2.40	1,080.00
	Call with bidders counsel regarding proposed bid and proposed transaction (.5); meeting with team to review process and status of action items (.4); review closing items and checklist (1.5).		
02/11/10	S N FRANKLYN	0.30	105.00
	Review closing checklist for the sale of Nederlandse Radiateuren Fabriek B.V.		
02/11/10	J J O'NEIL	1.30	585.00
	Attention to NRF sale issues.		
02/12/10	R S BARR	2.10	1,312.50
	E-mails regarding PBGC sale issues (.80); attention to same (.20); telephone conference regarding NRF sale (.30); review marked SPA (.50); e-mail regarding same (.20); comment on declaration (.30).		
02/12/10	M P CONSIDINE	4.40	1,980.00
	Discuss with Dutch counsel; calls with creditors and company regarding sale and bid status (1.8); calls with Bidders and review of initial drafts of documents (1.2); discussions with team, client and counsel regarding next steps (1.0); other matters for closing (.4).		
02/12/10	S N FRANKLYN	1.00	350.00
	Communicate with client and Dutch counsel regarding action items for sale of Nederlandse Radiateuren Fabriek B.V.		
02/12/10	A M LEVINE	1.50	1,050.00
	Review Enterex purchase agreement and internal conferences regarding same (1.00); conferences regarding bidding procedures and backup bids (.30); conference call with working group (.20).		
02/12/10	J J O'NEIL	7.10	3,195.00
	Call regarding sale of NRF stock (1.20); draft supplemental declaration in support of sale (1.60); communicate regarding various NRF sale issues (1.40); attention to various NRF sale issues (2.90).		
02/13/10	R S BARR	0.80	500.00
	E-mails regarding NRF sale (.50); attention to same (.30).		
02/13/10	M P CONSIDINE	4.60	2,070.00
	Preparation for Auction (2.0); discussions with bidders counsel regarding bid, process, consent status (0.6); draft closing items, step plan and email correspondence with team (2.0).		
02/13/10	A M LEVINE	0.50	350.00
	Review and comments to step plan.		
02/14/10	R S BARR	0.90	562.50
	E-mails regarding NRF sale (.50); attention to same (.10); telephone conference with counsel to Mentha regarding same (.30).		
02/14/10	M P CONSIDINE	1.80	810.00
	Email correspondence with team regarding closing preparation (0.8); review closing items (1.0).		
02/15/10	R S BARR	5.20	3,250.00
	E-mails and telephone conferences regarding NRF sale (.80); draft PBGC stip regarding sale (2.40); revise sale order regarding same (1.50); e-mails regarding same (.50).		
02/15/10	M P CONSIDINE	5.80	2,610.00
	Call with Dutch counsel regarding consents and closing items (.5); call with bidder's counsel regarding bid (.5); review and revise ancillary closing documents (1.8); review and summarize bid from Bidder #1 (1.2); prepare resolutions and other closing items (1.2); correspondence with team (.6).		
02/15/10	S N FRANKLYN	3.00	1,050.00
	Draft board resolutions ratifying management's selection of the successful bidder and execution of a sale and purchase agreement with the successful bidder (1.00); draft closing certificates for purchaser and seller (1.00); finalize power of attorneys for the deed of transfer and release of pledge (1.00).		
02/15/10	P A JIMENEZ	1.30	942.50
	Attention to outstanding sale issues (0.8); attention to Romano declaration in connection with sale (0.5).		
02/15/10	A M LEVINE	1.00	700.00
	Review closing checklist (.50); review revised Enterex bid (.50).		

JONES DAY

02/15/10	J J O'NEIL	2.30	1,035.00
	Review and revise supplemental sale declaration (2.10); email communication regarding same (.20).		
02/16/10	R S BARR	9.30	5,812.50
	Numerous e-mails, telephone conferences and conference calls regarding NRF sale, especially in reference to bidding and auction (4.80); review various bids (1.60); attention to bidding issues (1.70); attention to PBGC sale issues (1.20).		
02/16/10	M P CONSIDINE	8.00	3,600.00
	Coordinate meetings, review consent process and summarize for team (1.4); meetings with client and team to discuss bids and transaction (1.3); discussions with Bidder's counsel negotiating SPA and review bids (2.0); review and summarize issues and bids and discuss(2.4); prepare for Auction (.9).		
02/16/10	S N FRANKLYN	0.50	175.00
	Revise draft board resolutions ratifying management's selection of the successful bidder and execution of a sale and purchase agreement with the successful bidder (.20); revise draft closing certificates for purchaser and seller (.20); revise draft irrevocable power of attorneys for the deed of transfer and release of pledge (.10).		
02/16/10	P A JIMENEZ	1.20	870.00
	Attention to sale order.		
02/16/10	A M LEVINE	3.80	2,660.00
	Review bid procedures (.50); review Banco bid (.50); conferences regarding auction (1.30); draft/ revise correspondence and attention to expense issues (1.30); preparation for auction (.20).		
02/16/10	J J O'NEIL	2.50	1,125.00
	Call to discuss bid and auction issues relating to sale of NRF stock (.50); draft and revise supplemental sale declaration (.20); attention to issues relating to same (1.80).		
02/17/10	R S BARR	15.00	9,375.00
	.Prepare for and attend auction for NRF stock, including various meetings and side meetings regarding same (8.20); revisions to PBGC stip (.40); telephone conference with PBGC regarding sale issues (.80); revisions to sale order (3.60); numerous e-mails and telephone conferences regarding NRF sale and potential objections thereto (2.00).		
02/17/10	M P CONSIDINE	12.60	5,670.00
	Attend Auction and negotiate SPA and highest price for successful bidder (8.2); revise SPA to match successful bid, prepare board summary and resolutions and other documents for closing (4.4).		
02/17/10	S N FRANKLYN	5.00	1,750.00
	Revise draft board resolutions ratifying management's selection of the successful bidder and execution of a sale and purchase agreement with the successful bidder (1.50); finalize and apostille irrevocable power of attorneys for the deed of transfer and release of pledge (1.50); assist with set up of auction at Jones Day offices (.50); revise draft sale and purchase agreement with successful bidder (1.00); draft board presentation summarizing the successful bid and back-up bid (.50).		
02/17/10	P A JIMENEZ	2.80	2,030.00
	Review and revise sale order and board presentation and other materials.		
02/17/10	A M LEVINE	11.20	7,840.00
	Auction and related matters (8.20); draft and revise purchase agreement (1.50); various meetings (1.00); draft/ revise Board presentation (.50).		
02/17/10	J J O'NEIL	12.00	5,400.00
	NRF auction (8.00); attention to related matters (4.00).		
02/18/10	R S BARR	12.00	7,500.00
	Numerous revisions to sale order regarding various issues (5.50); attention to issues regarding sale hearing (3.20); revisions to sale declaration (1.80); numerous e-mails and telephone conferences regarding NRF sale (1.50).		
02/18/10	M P CONSIDINE	6.80	3,060.00
	Draft, review and revise all documents necessary for closing, including Notary Letters, closing certs and other items (4.6); calls with client and team to review closing mechanics (1.0); discussions with dutch counsel (.8); additional items for closing (.4).		

JONES DAY

02/18/10	S N FRANKLYN	1.00	350.00
	Review and revise purchaser's officer's certificate (.30); communicate with Notary regarding delivery of powers of attorney, wire instructions and draft notary letter (.30); draft closing document checklist (.40).		
02/18/10	P A JIMENEZ	4.50	3,262.50
	Various calls with lenders and committee to discuss sale issues (1.50); attention to sale order and hearing (3.00).		
02/18/10	A M LEVINE	3.50	2,450.00
	Board meeting and preparation for same (2.00); draft/revise Board summary (.50); various conferences regarding closing and deliverables (.50); conferences regarding estate expenses (.50).		
02/18/10	J J O'NEIL	1.60	720.00
	Conference call regarding issues relating to sale of NRF stock (.50); research relating to sale (1.10).		
02/19/10	R S BARR	6.00	3,750.00
	Revisions to NRF sale order (1.60); e-mails and telephone conferences regarding sale hearing (2.60); prepare for same (1.50); revisions to agenda (.30).		
02/19/10	M P CONSIDINE	5.80	2,610.00
	Detailed e-mails and correspondence regarding Sale Order, wire and closing mechanics and documents (2.50); review, revise and edit all closing documents (1.80); other matters for closing (1.50).		
02/19/10	S N FRANKLYN	3.80	1,330.00
	Plan and prepare for execution of closing documents by Proliance International Inc. and Aftermarket Delaware Corporation, including revising Seller Disclosure Letter and Schedules to Notary Letter (.70); review finalized agreements (.50); draft assignment and assumption agreement of the Modine agreements between Proliance International Inc. and Nederlandse Radiateuren Fabriek B.V. (2.00); revise closing checklist (.60).		
02/19/10	P A JIMENEZ	3.00	2,175.00
	Attention to final items for sale of NRF, including preparation for 2/19 hearing.		
02/19/10	J J O'NEIL	5.00	2,250.00
	Attention to issues relating to NRF sale.		
02/20/10	M P CONSIDINE	0.60	270.00
	Review and revise Assignment Agreement for Modine Agreement (.4); correspondence to Notary and Buyers regarding closing items (.2).		
02/22/10	R S BARR	1.50	937.50
	E-mails and telephone conferences regarding NRF sale (1.30); attention to same (.20).		
02/22/10	M P CONSIDINE	3.40	1,530.00
	Calls and discussions with local counsel, Buyers and Sellers to finalize all closing items (2.00); draft all open items necessary for closing (1.40).		
02/22/10	S N FRANKLYN	0.80	280.00
	Plan and prepare for execution of closing documents by Proliance International Inc. and Aftermarket Delaware Corporation, including revising Seller Disclosure Letter and Schedules to Notary Letter (.40); revise closing checklist (.40).		
02/22/10	J J O'NEIL	0.50	225.00
	Attention to issues relating to NRF sale.		
02/23/10	M P CONSIDINE	1.50	675.00
	Close NRF sale and post-closing action items.		
02/23/10	S N FRANKLYN	1.00	350.00
	Plan and prepare for closing of the sale of Nederlandse Radiateuren Fabriek B.V. to Banco Products (India) Ltd. (.50); review and revise escrow release letter (.50).		
TOTAL		230.80	USD 125,822.50