

**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)
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**NOTICE OF HEARING TO CONSIDER APPROVAL OF DISCLOSURE
STATEMENT FOR DEBTORS' CHAPTER 11 PLAN OF LIQUIDATION**

PLEASE TAKE NOTICE OF THE FOLLOWING:

1. On April 14, 2010, the above-captioned debtors (collectively, the “Debtors”) filed (a) the *Debtors’ Chapter 11 Plan of Liquidation* [Docket No. 664] (as may be amended, the “Plan”) and (b) the *Disclosure Statement for Debtors’ Chapter 11 Plan of Liquidation* [Docket No. 665] (as may be amended, the “Disclosure Statement”) with the United States Bankruptcy Court for the District of Delaware, 824 North Market St., Wilmington, DE 19801 (the “Bankruptcy Court”). Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Disclosure Statement.

2. A hearing (the “Disclosure Statement Hearing”) will be held before The Honorable Christopher S. Sontchi at the Bankruptcy Court on **May 19, 2010 at 3:00 p.m. (EDT)** to consider the entry of an order finding, among other things, that the Disclosure Statement contains “adequate information” within the meaning of section 1125 of the Bankruptcy Code and approving the Disclosure Statement.

3. In accordance with Bankruptcy Rule 3017(a), the Disclosure Statement and the Plan are available for viewing, free of charge, on the Debtors’ restructuring website, at www.pliinfo.com, or by contacting The Garden City Group, Inc., the Debtors’ claims and voting agent, by (i) writing to The Garden City Group, Inc., Attn: Proliance International, Inc., P.O. Box 9372, Dublin, Ohio 43017 or (ii) by calling (866) 459-4158.

4. Responses and objections, if any, to the approval of the Disclosure Statement or the other relief sought by the Debtors in connection therewith, must: (a) be in writing; (b) conform to the Bankruptcy Rules and the Local Rules; (c) state the name and address of the objecting party and the amount and nature of the claim or interest of such party; (d) state with particularity the legal and factual basis and nature of any objection or response and include, where appropriate, proposed language to be inserted in the Disclosure Statement to resolve any such objection or response; and (e) be filed, together with proof of service, with the Bankruptcy Court and served **so as to be actually received on or before 4:00 p.m. (Eastern Daylight Time) on May 12, 2010 by:** (i) counsel for the Debtors: Jones Day, 222

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.

East 41st Street, New York, New York 10017 (Attn: Ross S. Barr, Esq.); (ii) counsel for the Official Committee of Unsecured Creditors: Lowenstein Sandler PC, 65 Livingston Avenue, Roseland, New Jersey 07068 (Attn: Thomas A. Pitta, Esq.); and (iii) the United States Trustee, J. Caleb Boggs Federal Building, 844 King Street, Suite 2207, Lock Box 35, Wilmington, Delaware 19801 (Attn: Mark S. Kenney, Esq.).

5. On or around the date on which the Bankruptcy Court approves the Disclosure Statement (the “Solicitation Commencement Date”), holders of claims against and interests in the Debtors who are entitled to vote on the Plan will receive the following (collectively, the “Solicitation Package”): (a) the Disclosure Statement, together with the Plan and other exhibits annexed thereto; (b) the order approving, among other things, the Disclosure Statement, excluding any exhibits annexed thereto; (c) the notice of the hearing to confirm the Plan (the “Confirmation Hearing Notice”); (d) the appropriate Ballot, together with a return envelope; and (e) such other materials as the Bankruptcy Court may direct or approve. On or around the Solicitation Commencement Date, holders of claims against and interests in the Debtors not entitled to vote on the Plan shall not receive the Solicitation Package and instead shall receive an appropriate notice of non-voting status.

6. THIS NOTICE IS NOT A SOLICITATION OF VOTES TO ACCEPT OR REJECT THE PLAN. VOTES ON THE PLAN MAY NOT BE SOLICITED UNLESS AND UNTIL THE DISCLOSURE STATEMENT IS APPROVED BY AN ORDER OF THE BANKRUPTCY COURT.

7. The Disclosure Statement Hearing may be continued from time to time without further notice other than the announcement of the adjourned date(s) at the Disclosure Statement Hearing or any continued hearing.

Dated: April 14, 2010
Wilmington, Delaware

Respectfully submitted,

/s/ Zachary I. Shapiro
Daniel J. DeFranceschi (No. 2732)
Christopher M. Samis (No. 4909)
Zachary I. Shapiro (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