

**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

**NOTICE OF BAR DATES FOR FILING PROOFS OF CLAIM**

**A HOLDER OF A POSSIBLE CLAIM AGAINST THE DEBTORS SHOULD CONSULT AN ATTORNEY REGARDING ANY MATTERS NOT COVERED BY THIS NOTICE, SUCH AS WHETHER THE HOLDER SHOULD FILE A PROOF OF CLAIM OR AN ADMINISTRATIVE CLAIM REQUEST.**

**TO ALL PERSONS AND ENTITIES WITH CLAIMS AGAINST ANY OF THE ABOVE-CAPTIONED DEBTOR ENTITIES:**

On September 18, 2009, the United States Bankruptcy Court for the District of Delaware (the "Court") entered an order (the "Bar Date Order") establishing certain deadlines for the filing of proofs of claim in the chapter 11 cases of the above-captioned debtors and debtors-in-possession (collectively, the "Debtors").

By the Bar Date Order, the Court established December 7, 2009 at 5:00 p.m., prevailing Eastern Time (the "General Bar Date") as the general claims bar date in these chapter 11 cases for filing proofs of claim (the "Prepetition Proof of Claim") on account of claims arising prior to July 2, 2009, including claims entitled to priority under section 503(b)(9) of title 11 of the United States Code (the "Bankruptcy Code") in these chapter 11 cases. The Bar Date Order also established November 2, 2009 at 5:00 p.m., prevailing Eastern Time (the "Administrative Claims Bar Date") as the deadline for filing requests for allowance of administrative expense claims (collectively, the "Administrative Claim Requests," and, together with the Prepetition Proofs of Claim, the "Proofs of Claim") incurred between July 2, 2009 and August 14, 2009 (the "First Administrative Period"). The Bar Date Order further established December 29, 2009 at 5:00 p.m., prevailing Eastern Time (the "Government Bar Date") as the deadline for governmental units to file Proofs of Claim in these chapter 11 cases.

For your convenience, enclosed with this Notice are two forms: (i) the Prepetition Proof of Claim Form for the filing of claims that arose prior to July 2, 2009; and (ii) the Administrative

---

<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.

Claim Request Form for the filing of administrative expense claims incurred during the First Administrative Period. The Prepetition Proof of Claim Form identifies on its face the amount, nature and classification of your prepetition claim(s), if any, listed in the Debtors' schedules of assets and liabilities and statements of financial affairs filed in these cases (collectively, the "Schedules").

## **KEY DEFINITIONS**

As used in this Notice, the term "**claim**" shall mean, as to or against any of the Debtors and in accordance with section 101(5) of the Bankruptcy Code: (i) any right to payment, whether or not such right is reduced to judgment, liquidated, unliquidated, fixed, contingent, matured, unmatured, disputed, undisputed, legal, equitable, secured or unsecured; or (ii) any right to an equitable remedy for breach of performance if such breach gives rise to a right to payment, whether or not such right to an equitable remedy is reduced to judgment, fixed, contingent, matured, unmatured, disputed, undisputed, secured or unsecured. **The entitlement of any claim to administrative expense priority, however, is governed by, among other things, sections 503 and 507(a)(2) of the Bankruptcy Code.**

As used in this Notice, the term "**entity**" has the meaning given to it in section 101(15) of the Bankruptcy Code and includes all persons, estates, trusts, governmental units and the United States trustee.

As used in this Notice, the term "**governmental unit**" has the meaning given to it in section 101(27) of the Bankruptcy Code and includes the United States, states, commonwealths, districts, territories, municipalities, foreign states, or departments, agencies or instrumentalities of the foregoing (but not including the United States trustee while serving as a trustee under the Bankruptcy Code).

## **WHO MUST FILE A PREPETITION PROOF OF CLAIM OR ADMINISTRATIVE CLAIM REQUEST**

### **1. WHO MUST FILE A PREPETITION PROOF OF CLAIM OR ADMINISTRATIVE CLAIM REQUEST**

Unless one of the exceptions described below applies, you **MUST** file a Proof of Claim to vote on any chapter 11 plan or to share in distributions from the Debtors' estates if you have a claim that arose or is deemed to have arisen prior to the Petition Date or is an administrative expense claim arising during the First Administrative Period. Claims based on acts or omissions of the Debtors that occurred before the Petition Date must be filed on or prior to the applicable Bar Date, even if such claims are not now fixed, liquidated or certain or did not mature or become fixed, liquidated or certain before the Petition Date.

Except where one of the exceptions below applies, the following entities must file Prepetition Proofs of Claim on or before the General Bar Date:

- a. any entity (i) whose prepetition claim against a Debtor is not listed in the applicable Debtor's Schedules or is listed as "disputed,"

"contingent" and/or "unliquidated," and (ii) that desires to participate in these chapter 11 cases or share in any distribution in these chapter 11 cases;

- b. any entity that believes its prepetition claim is improperly classified in the Schedules or is listed in an incorrect amount and that desires to have its claim allowed in a classification or amount other than that identified in the Schedules; and
- c. any entity holding a claim entitled to administrative priority status under section 503(b)(9) of the Bankruptcy Code.

Governmental units must file Prepetition Proofs of Claim on or before the Government Bar Date.

Except where one of the exceptions below applies, any entity seeking allowance and payment of an administrative expense claim arising during the First Administrative Period pursuant to sections 503 and 507(a)(2) of the Bankruptcy Code must file an Administrative Claim Request, in the form of the attached Administrative Claim Request Form, on or before the Administrative Claims Bar Date or, with respect to governmental units, on or before the Government Bar Date.

## **2. WHAT TO FILE (PREPETITION PROOF OF CLAIM FORM OR ADMINISTRATIVE CLAIM REQUEST FORM)**

The Debtors are enclosing two forms for use in these chapter 11 cases: (i) the Prepetition Proof of Claim Form for the filing of claims that arose prior to July 2, 2009; and (ii) the Administrative Claim Request Form for the filing of administrative expense claims incurred during the First Administrative Period.

If your prepetition claim is scheduled by the Debtors (administrative expense claims have not been scheduled by the Debtors), the attached Prepetition Proof of Claim Form also sets forth: (i) the amount of your claim (if any) as scheduled by the Debtors; (ii) the specific Debtor against which the claim is scheduled; (iii) whether your claim is scheduled as disputed, contingent or unliquidated; and (iv) whether your claim is listed as a secured, unsecured priority or unsecured nonpriority claim. You will receive a different Prepetition Proof of Claim Form for each claim scheduled in your name by the Debtors.

You may utilize the Prepetition Proof of Claim Form and Administrative Claim Request Form provided by the Debtors to file your claim. Additional Prepetition Proof of Claim Forms and Administrative Claim Request Forms may be obtained at the following website:

<http://www.pliinfo.com/>

All Prepetition Proof of Claim Forms and Administrative Claim Request Forms must be (i) **signed** by the claimant or, if the claimant is not an individual, by an authorized agent of the claimant, (ii) written in English and (iii) denominated in United States currency. You should attach to your completed Prepetition Proof of Claim or Administrative Claim Request any

documents on which the claim is based (or, if such documents are voluminous, attach a summary) or an explanation as to why the supporting documents are not available.

Any entity asserting claims against more than one Debtor must file a separate form with respect to each such Debtor. In addition, any entity filing a Proof of Claim must identify on the form the particular Debtor against which its claim is asserted. The Debtors are as follows:

Proliance International, Inc.: Case No. 09-12278  
Aftermarket Delaware Corporation: Case No. 09-12282  
Aftermarket LLC: Case No. 09-12281  
Proliance International Holding Corporation: Case No. 09-12279

Any claim filed under the joint administration case number (Proliance International, Inc., Case No. 09-12278) or that otherwise fails to identify a Debtor shall be deemed as filed only against Debtor Proliance International, Inc. If more than one Debtor is listed on the form, the claim will be treated as filed only against the first listed Debtor.

Under the Bar Date Order, the filing of a Prepetition Proof of Claim Form shall be deemed to satisfy the procedural requirements for the assertion of administrative priority claims under section 503(b)(9) of the Bankruptcy Code. All other administrative claims under section 503(b) of the Bankruptcy Code must be made separately by filing an Administrative Claim Request Form. Claims under section 503(b)(9) must be filed on the Prepetition Proof of Claim Form by the General Bar Date and all other administrative claims under section 503(b) of the Bankruptcy Code must be filed by the Administrative Claims Bar Date, or, in each case, by the Government Bar Date if being filed by a governmental unit.

### **3. WHEN AND WHERE TO FILE PREPETITION PROOFS OF CLAIM AND ADMINISTRATIVE CLAIM REQUESTS**

All Proofs of Claim must be filed so as to be received **on or before the applicable Bar Date**, at the following address (the "Proliance Claims Processing Center"):

**if by regular mail:**

The Garden City Group, Inc.  
Attn: Proliance International, Inc. Claims  
P.O. Box 9372  
Dublin, OH 43017-4272

**if by overnight mail or hand delivery:**

The Garden City Group, Inc.  
Attn: Proliance International, Inc. Claims  
5151 Blazer Pkwy, Suite A  
Dublin, OH 43017

Proofs of Claim will be deemed filed only when **actually received** by the Proliance Claims Processing Center on or before the applicable Bar Date. **Proofs of Claim may not be delivered by facsimile or electronic mail transmission.** Any facsimile or electronic mail submissions

will not be accepted and will not be deemed filed until a Proof of Claim is submitted by one of the methods described above.

Proofs of Claim will be collected from the Proliance Claims Processing Center, docketed and maintained (as appropriate) by the Debtors' claims agent, The Garden City Group, Inc. ("GCG"). If you wish to receive acknowledgement of GCG's receipt of a Proof of Claim, you must submit by the applicable Bar Date and concurrently with submitting your original Proof of Claim (i) a copy of the original Proof of Claim, and (ii) a self-addressed, postage prepaid return envelope.

#### **4. WHO NEED NOT FILE A PREPETITION PROOF OF CLAIM OR ADMINISTRATIVE CLAIM REQUEST**

The Bar Date Order further provides that the following entities, who otherwise would be subject to the General Bar Date, need not file Prepetition Proofs of Claim in these cases:

- a. any entity that already has properly filed a Prepetition Proof of Claim against one or more of the Debtors in accordance with the procedures described herein;
- b. any entity whose claim is listed on the Schedules if: (i) the claim is not scheduled as "disputed," "contingent," or "unliquidated;" (ii) such entity agrees with the amount, nature and priority of the claim as set forth in the Schedules; and (iii) such entity does not dispute that its claim is an obligation only of the specific Debtor against which the claim is listed in the Schedules;
- c. a holder of a claim that has been paid in full by any of the Debtors in accordance with the Bankruptcy Code or an order of the Court; and
- d. any holder of a claim allowable under sections 503(b) and 507(a)(2) of the Bankruptcy Code as an expense of administration (other than any claim allowable under section 503(b)(9) of the Bankruptcy Code).

The Bar Date Order further provides that the following entities, who otherwise would be subject to the Administrative Claims Bar Date or, with respect to governmental units, the Government Bar Date, need not file Administrative Claim Requests in these cases:

- a. any professional retained in these cases pursuant to section 327 or 1103 of the Bankruptcy Code;
- b. the U.S. Trustee, on account of claims for fees payable pursuant to 28 U.S.C. § 1930; and
- c. any entity who has an Administrative Claim that has been allowed by an order of this court or that previously was paid.

#### **5. THE DEBTORS' SCHEDULES**

You may be listed as the holder of a prepetition claim against one or more of the Debtors in their Schedules. To determine if and how you are listed on the Schedules, please refer to the descriptions set forth on the enclosed proof of claim form(s) regarding the nature, amount and status of your claim(s). If you received postpetition payments from the Debtors (as authorized by the Court) on account of your prepetition claim, the information on the enclosed Prepetition Proof of Claim Form may not reflect the net remaining amount of your claims. If the Debtors believe that you may hold claims against more than one Debtor, you will receive multiple Prepetition Proof of Claim Forms, each of which will reflect the nature and amount of your claim against one Debtor, as listed in the Schedules.

If you rely on the Debtors' Schedules, it is your responsibility to determine that the claim is accurately listed in the Schedules. You may rely on the enclosed form, however, which sets forth the amount of your claim (if any) as scheduled, identifies the Debtor against which it is scheduled, specifies whether your claim is listed in the Schedules as disputed, contingent or unliquidated and identifies whether your claim is scheduled as a secured, unsecured priority or unsecured nonpriority claim.

As described above, if you agree with the nature, amount and status of your claim as listed in the Debtors' Schedules, and if you do not dispute that your claim is only against the Debtor specified by the Debtors, and if your claim is not described as "disputed," "contingent," or "unliquidated," you need not file a proof of claim. Otherwise, or if you decide to file a Prepetition Proof of Claim, you must do so before the General Bar Date in accordance with the procedures set forth in this Notice.

#### **CONSEQUENCES OF FAILURE TO FILE A PROOF OF CLAIM**

**ANY ENTITY THAT IS REQUIRED TO FILE A PROOF OF CLAIM WITH RESPECT TO A PREPETITION OR ADMINISTRATIVE CLAIM AS SET FORTH HEREIN, BUT THAT FAILS TO DO SO BY THE APPLICABLE BAR DATE WILL BE: (a) FOREVER BARRED IN THE DEBTORS' CHAPTER 11 CASES FROM ASSERTING SUCH CLAIM AGAINST THE DEBTORS OR THEIR ASSETS; (b) FOREVER BARRED IN THE DEBTORS' CHAPTER 11 CASES FROM PARTICIPATING IN ANY DISTRIBUTION FROM THE DEBTORS' ESTATES WITH RESPECT TO SUCH CLAIM; AND (c) BOUND BY THE TERMS OF (i) ANY LIQUIDATING PLAN OR PLANS THAT MAY BE CONFIRMED BY THE COURT IN THE DEBTORS' CHAPTER 11 CASES, OR (ii) ANY OTHER ORDER THAT AUTHORIZES THE WINDING DOWN OF THE DEBTORS' CHAPTER 11 ESTATES.**

#### **RESERVATION OF RIGHTS**

The Debtors reserve the right to: (a) dispute, or to assert offsets or defenses against, any filed claim or any claim listed or reflected in the Schedules as to nature, amount, liability, priority, classification or otherwise; (b) subsequently designate any scheduled claim as disputed, contingent or unliquidated; and (c) otherwise amend or supplement the Schedules. Nothing contained in this Notice shall preclude the Debtors from objecting to any claim, whether scheduled or filed, on any grounds.

## ADDITIONAL INFORMATION

Copies of the Bar Date Order, the Schedules and other information regarding the Debtors' chapter 11 cases are available for inspection free of charge on GCG's website at <http://www.pliinfo.com>. Copies of the Schedules and other documents filed in these cases also may be examined between the hours of 8:00 a.m. and 4:00 p.m., prevailing Eastern Time, Monday through Friday, at the Office of the Clerk of the Bankruptcy Court, 824 North Market Street, 3rd Floor, Wilmington, Delaware 19801.

If you require additional information, you may contact the Debtors' claims agent, GCG, directly by writing to:

**if by regular mail:**

The Garden City Group, Inc.  
Attn: Proliance International, Inc. Claims  
P.O. Box 9372  
Dublin, OH 43017-4272

**if by overnight mail or hand delivery:**

The Garden City Group, Inc.  
Attn: Proliance International, Inc. Claims  
5151 Blazer Pkwy, Suite A  
Dublin, OH 43017

Dated: Wilmington, Delaware  
\_\_\_\_\_, 2009

BY ORDER OF THE COURT