

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	CHANGE OF NAME		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Proliance International, Inc.	FORMERLY Transpro, Inc.	07/22/2005	CORPORATION:
RECEIVING PARTY DATA			
Name:	Proliance International, Inc.		
Street Address:	100 GANDO DRIVE		
City:	NEW HAVEN		
State/Country:	CONNECTICUT		
Postal Code:	06513		
Entity Type:	CORPORATION:		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Serial Number:	78612024	PROLIANCE	
Serial Number:	78627825	THE PRODUCTS YOU KNOW. THE PROFESSIONALS YOU TRUST.	
CORRESPONDENCE DATA			
Fax Number:	(212)755-7306		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	212-326-3939		
Email:	NYTEF@JonesDay.com		
Correspondent Name:	Peter D. Vogl, Esq.		
Address Line 1:	222 East 41st Street		
Address Line 4:	New York, NEW YORK 10017-6702		
ATTORNEY DOCKET NUMBER:	067928-999004		
NAME OF SUBMITTER:	Colleen M. Keegan		
Signature:	/Colleen M. Keegan/		

CH \$65.00 78612024

Date:

11/14/2005

Total Attachments: 3

source=DOC196#page1.tif

source=DOC196#page2.tif

source=DOC196#page3.tif

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"MODINE AFTERMARKET HOLDINGS, INC.", A NORTH CAROLINA CORPORATION,

WITH AND INTO "TRANSPRO, INC." UNDER THE NAME OF "PROLIANCE INTERNATIONAL, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SECOND DAY OF JULY, A.D. 2005, AT 1:35 O'CLOCK P.M.



2515651 8100M

050607241

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4041058

DATE: 07-22-05

TRADEMARK
REEL: 003193 FRAME: 0778

CERTIFICATE OF MERGER
OF
MODINE AFTERMARKET HOLDINGS, INC.
WITH AND INTO
TRANSPRO, INC.

Pursuant to Section 252(c) of the Delaware General Corporation Law, Transpro, Inc., a corporation organized and existing under the laws of the State of Delaware, hereby certifies that:

FIRST: The name and jurisdiction of incorporation of each of the constituent corporations in the merger is as follows:

<u>Name</u>	<u>Jurisdiction</u>
Transpro, Inc.	Delaware
Modine Aftermarket Holdings, Inc.	North Carolina

SECOND: Modine Manufacturing Company, Modine Aftermarket Holdings, Inc. and Transpro, Inc. entered into an Agreement and Plan of Merger, dated as of January 31, 2005 as amended on June 16, 2005 (the "Merger Agreement"), pursuant to which Modine Aftermarket Holdings, Inc. will merge with and into Transpro, Inc.

THIRD: The Merger Agreement has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with Section 252(c) of the Delaware General Corporation Law.

FOURTH: Transpro, Inc. will be the surviving corporation in the merger, and the name of the surviving corporation is "Proliance International, Inc."

FIFTH: The certificate of incorporation of the surviving corporation is hereby amended and restated in its entirety in the form of the Amended and Restated Certificate of Incorporation attached hereto as Exhibit A.

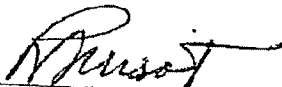
SIXTH: The executed Merger Agreement is on file at the principal place of business of the surviving corporation, located at 100 Gando Drive, New Haven CT 06513, and a copy of the Merger Agreement will be furnished by the surviving corporation, on request and at no cost, to any stockholder of either constituent corporation.

SEVENTH: The authorized capital stock of Modine Aftermarket Holdings, Inc. is 40,000,000 shares of common stock of par value \$0.01.

EIGHTH: This merger will become effective when this Certificate of Merger is filed with the Secretary of State of the State of Delaware.

IN WITNESS WHEREOF, Transpro, Inc. as the surviving corporation, has caused this Certificate of Merger to be executed by the undersigned authorized officer, on July 22, 2005.

TRANSPRO, INC.

By: 
Name: RA WISOT
Title: VICE PRESIDENT