

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

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|----------------------------------|--|---|--------------------|
| SUBMISSION TYPE: | CORRECTIVE ASSIGNMENT | | |
| NATURE OF CONVEYANCE: | Corrective Assignment to correct the Assignor previously recorded on Reel 003193 Frame 0776. Assignor(s) hereby confirms the Transpro, Inc.. | | |
| CONVEYING PARTY DATA | | | |
| Name | Formerly | Execution Date | Entity Type |
| 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: | 067928-600001 | | |
| NAME OF SUBMITTER: | Peter D. Vogl | | |
| Signature: | /Peter D. Vogl./ | | |

CH \$65.00 78612024

Date:

01/12/2006

Total Attachments: 3

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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: 003225 FRAME: 0828

**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