

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	07/22/2005

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Transpro, Inc.		07/22/2005	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Proliance International, Inc.
Street Address:	100 Gando Drive
City:	New Haven
State/Country:	CONNECTICUT
Postal Code:	06513
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 3

Property Type	Number	Word Mark
Registration Number:	1200982	JOB VANS
Registration Number:	1333144	ULTRA.FUSED
Registration Number:	2218627	G & O

CORRESPONDENCE DATA

Fax Number: (617)856-8201
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 617-856-8145
 Email: ip@brownrudnick.com
 Correspondent Name: Mark S. Leonardo
 Address Line 1: One Financial Center
 Address Line 2: Brown Rudnick Berlack Israels LLP
 Address Line 4: Boston, MASSACHUSETTS 02111

ATTORNEY DOCKET NUMBER:	15906/116
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NAME OF SUBMITTER:	Mark S. Leonardo
Signature:	/s/Mark S. Leonardo/
Date:	04/03/2007
Total Attachments: 2 source=15906 116 trademark merger#page1.tif source=15906 116 trademark merger#page2.tif	

**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: KA WISOT
Title: VICE PRESIDENT