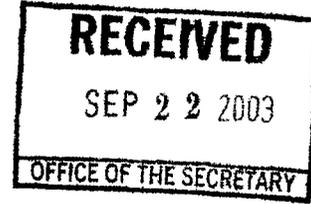




The Heat Transfer Professionals

S7-14-03

#79



September 5, 2003

Mr. Jonathan G. Katz  
Secretary  
Securities and Exchange Commission  
450 Fifth Street N.W.  
Washington, DC 20549

**Re: Request for View Regarding Possible Changes to the Proxy Rules**

Dear Mr. Katz:

This letter is being submitted on behalf of Transpro, Inc., a NYSE listed company that designs, manufactures and markets heat exchanger products for the automotive and heavy-duty aftermarket as well as for original equipment manufacturers of heavy trucks and industrial and off-highway equipment. In 2002, Transpro had approximately \$231 million in revenue and employed 1,800 associates.

We appreciate the opportunity to express our views regarding possible changes to the proxy rules and their interpretations regarding procedures for the election of corporate directors.

The annual election of directors is an important process. Directors have a duty and responsibility to nominate persons that they believe will serve the best interests of all shareholders. Shareholders are also free to nominate candidates and engage in the election process but they do not have the same fiduciary responsibility. Directors have a duty to select successors who will benefit the corporation's performance and all the shareholders.

The key principle behind recent reform efforts is assuring that directors are independent and accountable to all shareholders. Because of the new independence requirements, board nominating committees need to perform extensive due diligence on both current directors and candidates in order to determine if any relationship may impact an individual's independence. Audit committees are now subject to financial literacy and expertise requirements. Currently, responsibility for this process has fallen on the issuer since the current board controls the internal nominating process, given that the shareholders can also propose candidates. Under the proposed rules, we are concerned that the process of reviewing the credentials of a candidate in a contested election situation would be compromised.

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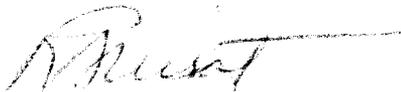
Boards today often seek to maintain a diversity of viewpoints and a variety of skills or background experiences to the benefit of shareholders. This benefit could become more difficult to maintain under the new rules, as boards have been growing smaller in size.

If management's proxy materials must include the information on the opposition candidate, such as affiliations of both the candidate and the shareholder group proposing the nominee, the company will be faced with additional costs. In addition, annual contests will certainly divert the focus of management and could discourage qualified individuals from serving on boards.

We do not believe that providing for election contests within an issuer's proxy statement is appropriate. While we do not oppose giving shareholders an even greater voice in the nomination of directors, we do not believe that the proposed rules will result in greater corporate accountability. We also believe that these rules have a disproportionate impact on smaller capitalized businesses as compared to larger public companies.

We appreciate the opportunity to comment on this important issue.

Sincerely,



Richard A. Wisot  
Vice President, Chief Financial Officer,  
Treasurer and Secretary