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EXPLANATORY NOTE

The purpose of this Post-Effective Amendment to this Registration Statement is to note that:

- The Registrant has merged the Modine Manufacturing Company Contributory Employee Stock Ownership Plan for Hourly Rate Non-Union Employees and the Modine Manufacturing Company Contributory Employee Stock Ownership Plan for Hourly Rate Union Employees into the Modine Manufacturing Company Contributory Salaried Employee Stock Ownership and Investment Plan (the "Salaried Plan"), with the Salaried Plan being the surviving and continuing plan, and with such surviving plan amended and restated so as to be qualified as an Employee Stock Ownership Plan and renamed the Modine Employee Stock Ownership Plan (the "ESOP").

- 181,245 shares of the Registrant's Common Stock, par value \$0.625 per share (the "Common Stock") that were registered under this Registration Statement for the Salaried Plan but that, as of the date hereof, have not been issued thereunder, are carried forward to the Registrant's new Registration Statement on Form S-8 (Registration No. 333-100770) filed to register additional shares of Common Stock issuable under the ESOP, leaving no shares registered under this Registration Statement.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Racine, State of Wisconsin, on the 25th day of October, 2002.

MODINE MANUFACTURING COMPANY

By: D. R. JOHNSON

D. R. Johnson,
Chairman and Chief Executive
Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment on Form S-8 has been signed by the following persons in the capacities and on the dates indicated.

D. R. JOHNSON	October 25, 2002
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D. R. Johnson, Chairman and Chief Executive Officer (Principal Executive Officer) and Director	Date
R. S. BULLMORE	October 25, 2002
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R. S. Bullmore, Corporate Controller and Acting Chief Financial Officer (Acting Principal Financial and Accounting Officer)	Date
D. R. ZAKOS	October 25, 2002
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D. R. Zakos, Vice President, General Counsel and Secretary	Date
R. J. Doyle*	October 25, 2002
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R. J. Doyle, Director	Date
F. P. Incropera*	October 25, 2002
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F. P. Incropera, Director	Date
F. W. Jones*	October 25, 2002
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F. W. Jones, Director	Date

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D. J. Kuester*	October 25, 2002
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D. J. Kuester, Director	Date
V. L. Martin*	October 25, 2002
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V. L. Martin, Director	Date
G. L. Neale*	October 25, 2002
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G. L. Neale, Director	Date
M. C. Williams*	October 25, 2002
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M. C. Williams, Director	Date
M. T. Yonker*	October 25, 2002
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M. T. Yonker, Director	Date

*By: DEAN R. ZAKOS

Dean R. Zakos, attorney-in-fact
for each of the persons indicated

POWER OF ATTORNEY

Each of the persons whose signatures appear below, hereby appoints Dean R. Zakos and Margaret C. Kelsey, or either of them, as his or her true and lawful attorneys, to sign, in his or her

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name and on his or her behalf and in any and all capacities stated below, and to cause to be filed with the Securities and Exchange Commission (the "Commission"), this Post-Effective Amendment on Form S-8 (the "Post-Effective Amendment ") and any and all related amendments, including later post-effective amendments, that either of such attorneys shall deem necessary or advisable to enable the registrant to comply with the Securities Act of 1933, as amended, and any rules, regulations and requirements of the Commission with respect thereto, in connection with this Post-Effective Amendment , which amendments may make such changes as either of the above-named attorneys deems appropriate, and to comply with the undertakings of the registrant made in connection with this Post-Effective Amendment or its related registration statement, and each of the undersigned hereby ratifies all that either of said attorneys shall do or cause to be done by virtue thereof.

IN WITNESS WHEREOF, the undersigned have signed these presents effective the 16th day of October, 2002.

/s/ D. R. JOHNSON

D. R. Johnson, Chairman and
Chief Executive Officer
(Principal Executive
Officer) and Director

/s/ R. S. BULLMORE

R. S. Bullmore, Corporate
Controller and Acting Chief
Financial Officer (Acting
Principal Financial and
Accounting Officer)

/s/ D. R. ZAKOS

D. R. Zakos, Vice President,
General Counsel and Secretary

/s/ R. J. DOYLE

R. J. Doyle, Director

/s/ F. P. INCROPERA

F. P. Incropera, Director

/s/ F. W. JONES

F. W. Jones, Director

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/s/ D. J. KUESTER

D. J. Kuester, Director

/s/ V. L. MARTIN

V. L. Martin, Director

/s/ G. L. NEALE

G. L. Neale, Director

/s/ M. C. WILLIAMS

M. C. Williams, Director

/s/ M. T. YONKER

M. T. Yonker, Director