SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D/A

(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO §240.13-d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO §240.13-d-2(a) (Amendment No. 1)*

Visteon Corporation

(Name of Issuer)

Common Stock, \$1.00 par value

(Title of Class of Securities)

92839U107

(CUSIP Number)

Shulamit Leviant, Esq. c/o Davidson Kempner Partners New York, New York, 10022 (212) 446-4053

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

Copies to:

Martin J. Bienenstock Timothy Q. Karcher Philip Abelson Dewey & LeBoeuf LLP 1301 Avenue of the Americas New York, NY 10019 (212) 259-8000

March 25, 2010

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§. 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. o

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. *See* §240.13d-7 for other parties to whom copies are to be sent.

(Continued on following pages)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, *see* the *Notes*).

CUSIP No.	9283911107

 $0.23\%^{1}$

PN

14

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

NAMES OF REPORTING PERSONS 1. **Davidson Kempner Partners** CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) 2. (a) 🗹 (b) o SEC USE ONLY 3. SOURCE OF FUNDS (SEE INSTRUCTIONS) 4. WC CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) 5. CITIZENSHIP OR PLACE OF ORGANIZATION 6. New York SOLE VOTING POWER 7. NUMBER OF SHARED VOTING POWER **SHARES** BENEFICIALLY 8. OWNED BY 300,000 SOLE DISPOSITIVE POWER EACH 9. REPORTING **PERSON** WITH SHARED DISPOSITIVE POWER **10.** 300,000 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 11 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) **12** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) **13**

of

45

¹ Based on 130,324,581 shares of Common Stock outstanding as of February 22, 2010, as reported by Visteon Corporation in its Annual Report on Form 10-K, filed with the Securities and Exchange Commission on February 26, 2010.

CUSIP No.	92839U107

Page 3 of 45 Pages

1.						
	Davidso	Davidson Kempner Institutional Partners, L.P.				
	CHECK	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)				
2.	(a)					
3.	SEC USE ONLY					
J.						
4	SOURC	SOURCE OF FUNDS (SEE INSTRUCTIONS)				
	WC					
5.	CHECK	IF DIS	SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)			
J.	0	0				
6.	CITIZE	NSHIP	OR PLACE OF ORGANIZATION			
0.	Delawar	e				
		7.	SOLE VOTING POWER			
NUME	BER OF	/ •	0			
	ARES ICIALLY	8.	SHARED VOTING POWER			
	ED BY	0.	630,000			
	CH RTING	0	SOLE DISPOSITIVE POWER			
	SON	J.	0			
W.	ITH	10.	SHARED DISPOSITIVE POWER			
		10.	630,000			
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
11.	630,000					
12.	CHECK	IF TH	E AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)			
12.	0					
10	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)					
13.	$0.48\%^{1}$	$0.48\%^1$				
1.4		F REP	ORTING PERSON (SEE INSTRUCTIONS)			
14	PN					

¹ Based on 130,324,581 shares of Common Stock outstanding as of February 22, 2010, as reported by Visteon Corporation in its Annual Report on Form 10-K, filed with the Securities and Exchange Commission on February 26, 2010.

CUSIP No.	92839U107

Page 4 of 45 Pages

1.	NAMES OF REPORTING PERSONS				
1.	M.H. Da	M.H. Davidson & Co.			
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)				
2.	(a) E				
	(b) o SEC US	F ONI			
3.	SEC 03	L OIVE	.		
4	SOURCE OF FUNDS (SEE INSTRUCTIONS)				
4.	WC				
_	CHECK	IF DIS	CLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)		
5.	0	0			
	CITIZE	NSHIP	OR PLACE OF ORGANIZATION		
6.	New Yo	rk			
			SOLE VOTING POWER		
NIT 13 41	DED OF	7.			
	BER OF ARES		0 SHARED VOTING POWER		
	ICIALLY	8.	SHAKED VOTINGTOWEK		
	ED BY		54,000		
	ACH RTING	9.	SOLE DISPOSITIVE POWER		
	RSON	9.	0		
W	ITH	4.0	SHARED DISPOSITIVE POWER		
		10.	54,000		
	AGGRE	GATE	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
11	54,000	.4 000			
	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)		E AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)		
12	0				
	o PERCEI	NT OF	CLASS REPRESENTED BY AMOUNT IN ROW (11)		
13					
	0.04% ¹	T DEP	ODTING DEDCON (SEE INSTRUCTIONS)		
14	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)				
	PN				

¹ Based on 130,324,581 shares of Common Stock outstanding as of February 22, 2010, as reported by Visteon Corporation in its Annual Report on Form 10-K, filed with the Securities and Exchange Commission on February 26, 2010.

CUSIP No.	92839U107

Page 5 of 45 Pages

1.	NAMES OF REPORTING PERSONS				
1.	Davidson Kempner International, Ltd.				
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)				
2.	(a) \square				
	(b) o				
3.	SEC US	E ONL	Ý		
4	SOURCE OF FUNDS (SEE INSTRUCTIONS)				
4.	WC				
L	CHECK	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)			
5.	0	0			
	CITIZE	NSHIP	OR PLACE OF ORGANIZATION		
6.	British V	√irgin Is	slands		
			SOLE VOTING POWER		
		7.			
NUME	BER OF		0		
	ARES	0	SHARED VOTING POWER		
	ICIALLY ED BY	8.	702,000		
	CH	•	SOLE DISPOSITIVE POWER		
	RTING RSON	•	0		
W	ITH	4.0	SHARED DISPOSITIVE POWER		
		10.	702,000		
	AGGRE	GATE	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
11					
	702,000				
12	CHECK	IF IH.	E AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)		
	0	0			
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)				
13	$0.54\%^{1}$	$0.54\%^1$			
1.4	TYPE C	F REP	ORTING PERSON (SEE INSTRUCTIONS)		
14	CO				

¹ Based on 130,324,581 shares of Common Stock outstanding as of February 22, 2010, as reported by Visteon Corporation in its Annual Report on Form 10-K, filed with the Securities and Exchange Commission on February 26, 2010.

CUSIP No.	92839U107

13

14

 $1.05\%^{1}$

PN

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

NAMES OF REPORTING PERSONS 1. Davidson Kempner Distressed Opportunities Fund LP CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) 2. (a) 🗹 (b) o SEC USE ONLY 3. SOURCE OF FUNDS (SEE INSTRUCTIONS) 4. WC CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) 5. CITIZENSHIP OR PLACE OF ORGANIZATION 6. Delaware SOLE VOTING POWER 7. NUMBER OF SHARED VOTING POWER **SHARES** BENEFICIALLY 8. OWNED BY 1,362,000 SOLE DISPOSITIVE POWER EACH REPORTING 9. **PERSON** WITH SHARED DISPOSITIVE POWER **10.** 1,362,000 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 11 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) **12** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

of

45

Pages

¹ Based on 130,324,581 shares of Common Stock outstanding as of February 22, 2010, as reported by Visteon Corporation in its Annual Report on Form 10-K, filed with the Securities and Exchange Commission on February 26, 2010.

CUSIP No.	92839U107

Page 7 of 45 Pages

1.	NAMES OF REPORTING PERSONS				
1.	Davidson Kempner Distressed Opportunities International Ltd.				
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)				
2.	(a)				
	(b) o				
3.	SEC US	E ONL	Y		
4	SOURC	E OF F	UNDS (SEE INSTRUCTIONS)		
4.	WC				
1	CHECK	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)			
5.	0	0			
_	CITIZE	NSHIP	OR PLACE OF ORGANIZATION		
6.	Cayman	Islande			
	Cayman	isiuna	SOLE VOTING POWER		
		7.	SOLE VOTINGTOWER		
NUME	BER OF		0		
SHA	ARES		SHARED VOTING POWER		
	ICIALLY	8.			
	ED BY		2,952,000		
	ACH RTING	9.	SOLE DISPOSITIVE POWER		
	RSON	J.	0		
W	ITH		SHARED DISPOSITIVE POWER		
		10.	2,952,000		
	ACCDE	CATE	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
11	AGGKE	AGGREGATE AMOUNT DENEFICIALLY OWNED DY EACH REPORTING PERSON			
	2,952,00	,952,000			
		IF TH	E AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)		
12	0				
	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)				
13	2.27% ¹	2.270/1			
		F REP	ORTING PERSON (SEE INSTRUCTIONS)		
14					
	CO	CO			

¹ Based on 130,324,581 shares of Common Stock outstanding as of February 22, 2010, as reported by Visteon Corporation in its Annual Report on Form 10-K, filed with the Securities and Exchange Commission on February 26, 2010.

CUSIP No.	92839U107

NAMES OF REPORTING PERSONS 1. MHD Management Co. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) 2. (a) 🗹 (b) o SEC USE ONLY 3. SOURCE OF FUNDS (SEE INSTRUCTIONS) 4. AF CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) 5. CITIZENSHIP OR PLACE OF ORGANIZATION 6. New York SOLE VOTING POWER 7. NUMBER OF SHARED VOTING POWER **SHARES** BENEFICIALLY 8. OWNED BY 300,000 SOLE DISPOSITIVE POWER EACH 9. REPORTING **PERSON** WITH SHARED DISPOSITIVE POWER **10.** 300,000 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 11 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) **12**

of

45

Pages

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

13

14

 $0.23\%^{1}$

PN

¹ Based on 130,324,581 shares of Common Stock outstanding as of February 22, 2010, as reported by Visteon Corporation in its Annual Report on Form 10-K, filed with the Securities and Exchange Commission on February 26, 2010.

CUSIP No.	9283911107

45 Pages of

1.	NAMES OF REPORTING PERSONS MHD Management Co. GP, L.L.C.					
	CHECK	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)				
2.	(a) 🗹					
	(p) o	E ONE				
3.	SEC USE ONLY •					
	SOURC	SOURCE OF FUNDS (SEE INSTRUCTIONS)				
4.						
	AF CHECK	IF DIS	CLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)			
5.	CHECK	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO HEMS 2(0) OR 2(e)				
	0 CITIZEI	мешт	OR PLACE OF ORGANIZATION			
6.	CITIZE	NSHIP	OR PLACE OF ORGANIZATION			
	Delawar	e				
		7.	SOLE VOTING POWER			
NUME	BER OF	, ·	0			
	ARES	0	SHARED VOTING POWER			
	ICIALLY ED BY	8.	300,000			
	СH	^	SOLE DISPOSITIVE POWER			
	RTING RSON	9.	0			
W.	ITH	4.0	SHARED DISPOSITIVE POWER			
		10.	300,000			
	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON					
11	300,000	300,000				
4.0	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)					
12	0					
	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)					
13	$0.23\%^{1}$					
		F REP	ORTING PERSON (SEE INSTRUCTIONS)			
14						
1	$\Omega\Omega$					

¹ Based on 130,324,581 shares of Common Stock outstanding as of February 22, 2010, as reported by Visteon Corporation in its Annual Report on Form 10-K, filed with the Securities and Exchange Commission on February 26, 2010.

CUSIP No.	9283911107	

54,000

11

00

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

NAMES OF REPORTING PERSONS 1. M.H. Davidson & Co. GP, L.L.C. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) 2. (a) 🗹 (b) o SEC USE ONLY 3. SOURCE OF FUNDS (SEE INSTRUCTIONS) 4. AF CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) 5. CITIZENSHIP OR PLACE OF ORGANIZATION 6. Delaware SOLE VOTING POWER 7. NUMBER OF SHARED VOTING POWER **SHARES** 8. BENEFICIALLY OWNED BY 54,000 SOLE DISPOSITIVE POWER EACH 9. REPORTING **PERSON** WITH SHARED DISPOSITIVE POWER **10.**

of

12	
	0
	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
13	
	$0.04\%^{1}$
	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

¹ Based on 130,324,581 shares of Common Stock outstanding as of February 22, 2010, as reported by Visteon Corporation in its Annual Report on Form 10-K, filed with the Securities and Exchange Commission on February 26, 2010.

CUSIP No.	9283911107

11

12

13

14

 $0.48\%^{1}$

ΙA

NAMES OF REPORTING PERSONS 1. Davidson Kempner Advisers Inc. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) 2. (a) 🗹 (b) o SEC USE ONLY 3. SOURCE OF FUNDS (SEE INSTRUCTIONS) 4. AF CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) 5. CITIZENSHIP OR PLACE OF ORGANIZATION 6. New York SOLE VOTING POWER 7. NUMBER OF SHARED VOTING POWER **SHARES** BENEFICIALLY 8. OWNED BY 630,000 SOLE DISPOSITIVE POWER EACH 9. REPORTING **PERSON** WITH SHARED DISPOSITIVE POWER **10.** 630,000 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

45

of

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

¹ Based on 130,324,581 shares of Common Stock outstanding as of February 22, 2010, as reported by Visteon Corporation in its Annual Report on Form 10-K, filed with the Securities and Exchange Commission on February 26, 2010.

CUSIP No.	9283911107

13

14

 $0.54\%^{1}$

00

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

NAMES OF REPORTING PERSONS 1. Davidson Kempner International Advisors, L.L.C. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) 2. (a) 🗹 (b) o SEC USE ONLY 3. SOURCE OF FUNDS (SEE INSTRUCTIONS) 4. AF CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) 5. CITIZENSHIP OR PLACE OF ORGANIZATION 6. Delaware SOLE VOTING POWER 7. NUMBER OF SHARED VOTING POWER **SHARES** BENEFICIALLY 8. OWNED BY 702,000 SOLE DISPOSITIVE POWER EACH REPORTING 9. **PERSON** WITH SHARED DISPOSITIVE POWER **10.** 702,000 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 11 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) **12** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

of

¹ Based on 130,324,581 shares of Common Stock outstanding as of February 22, 2010, as reported by Visteon Corporation in its Annual Report on Form 10-K, filed with the Securities and Exchange Commission on February 26, 2010.

CUSIP No.	9283911107	

Page 13 of 45 Pages

1.	NAMES OF REPORTING PERSONS						
1.	DK Group LLC						
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)						
2.	(a) ☑						
	(b) o						
3.	SEC US	E ONL	Y				
4.	SOURC	E OF F	UNDS (SEE INSTRUCTIONS)				
7.	AF	AF					
	CHECK	IF DIS	CLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)				
5.	0						
	CITIZE	NSHIP	OR PLACE OF ORGANIZATION				
6.							
	Delawar	e.					
		7	SOLE VOTING POWER				
NUME	BER OF	7.	0				
	ARES		SHARED VOTING POWER				
	ICIALLY	8.					
OWN	ED BY		1,362,000				
	CH	•	SOLE DISPOSITIVE POWER				
	RTING	9.					
	RSON		0 SHARED DISPOSITIVE POWER				
VV.	ITH	10.	SHARED DISPOSITIVE POWER				
		10.	1,362,000				
	AGGRE	GATE	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
11							
		1,362,000					
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)						
14	0	0					
		NT OF	CLASS REPRESENTED BY AMOUNT IN ROW (11)				
13							
	1.05% ¹						
4.4	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)						
14							
1	00						

¹ Based on 130,324,581 shares of Common Stock outstanding as of February 22, 2010, as reported by Visteon Corporation in its Annual Report on Form 10-K, filed with the Securities and Exchange Commission on February 26, 2010.

CUSIP No.	9283911107

Page 14 of

45

Pages

1. NAMES OF REPORTING PERSONS						
DK Management Partners LP						
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)						
(b) o						
3. SEC USE ONLY						
SOURC	SOURCE OF FUNDS (SEE INSTRUCTIONS)					
AF						
CHECK	IF DIS	CLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)				
0						
CITIZE	CITIZENSHIP OR PLACE OF ORGANIZATION					
Delawar	re					
	7	SOLE VOTING POWER				
BER OF	7.	0				
ARES	0	SHARED VOTING POWER				
ED BY	0.	2,952,000				
ACH	0	SOLE DISPOSITIVE POWER				
RSON	9.	0				
ITH	10	SHARED DISPOSITIVE POWER				
	10.	2,952,000				
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON						
11 2.952.000						
CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)						
0	0					
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)						
2 27%1						
	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)					
PN						
	CHECK (a) (b) 0 SEC US SOURCE AF CHECK 0 CITIZE Delawar BER OF ARES ICIALLY ED BY ACH ORTING RSON ITH AGGRE 2,952,000 CHECK 0 PERCEI 2.27% ¹	CHECK THE A (a) (a) (b) (c) SEC USE ONL SOURCE OF F AF CHECK IF DIS O CITIZENSHIP Delaware 7. BER OF ARES ICIALLY ED BY ACH PRING SON ITH 10. AGGREGATE 2,952,000 CHECK IF THE O PERCENT OF 2.27% ¹ TYPE OF REPO	DK Management Partners LP CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) E			

¹ Based on 130,324,581 shares of Common Stock outstanding as of February 22, 2010, as reported by Visteon Corporation in its Annual Report on Form 10-K, filed with the Securities and Exchange Commission on February 26, 2010.

CUSIP No.	9283911107

Page 15 of 45 Pages

1.	NAMES OF REPORTING PERSONS						
	DK Still	DK Stillwater GP LLC					
	CHECK	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)					
2.	(a) ☑						
(b) o SEC USE ONLY							
3.							
4.	SOURC	SOURCE OF FUNDS (SEE INSTRUCTIONS)					
	AF						
5.	CHECK	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)					
	0						
6.	CITIZE	CITIZENSHIP OR PLACE OF ORGANIZATION					
	Delawar	laware					
		7.	SOLE VOTING POWER				
NUME	BER OF	/ •	0				
	ARES	0	SHARED VOTING POWER				
	ICIALLY IED BY	8.	2,952,000				
	CH	^	SOLE DISPOSITIVE POWER				
	RTING RSON	9.	0				
W.	ITH	4.0	SHARED DISPOSITIVE POWER				
		10.	2,952,000				
	AGGRE	GATE	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
11	2,952,00	2,952,000					
40	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)						
12	0						
	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)						
13	$2.27\%^{1}$						
		F REP	ORTING PERSON (SEE INSTRUCTIONS)				
14							
	00						

¹ Based on 130,324,581 shares of Common Stock outstanding as of February 22, 2010, as reported by Visteon Corporation in its Annual Report on Form 10-K, filed with the Securities and Exchange Commission on February 26, 2010.

CUSIP No.	9283911107

NAMES OF REPORTING PERSONS 1. Thomas L. Kempner, Jr. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) 2. (a) 🗹 (b) o SEC USE ONLY 3. SOURCE OF FUNDS (SEE INSTRUCTIONS) 4. AF CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) 5. CITIZENSHIP OR PLACE OF ORGANIZATION 6. United States of America SOLE VOTING POWER 7. NUMBER OF SHARED VOTING POWER **SHARES** BENEFICIALLY 8. OWNED BY 6,000,000 SOLE DISPOSITIVE POWER EACH REPORTING 9. **PERSON** WITH SHARED DISPOSITIVE POWER **10.** 6,000,000 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 11 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) **12**

45

of

Pages

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

13

14

 $4.60\%^{1}$

IN

¹ Based on 130,324,581 shares of Common Stock outstanding as of February 22, 2010, as reported by Visteon Corporation in its Annual Report on Form 10-K, filed with the Securities and Exchange Commission on February 26, 2010.

CUSIP No.	9283911107

Page 17 of 45 Pages

1.	NAMES OF REPORTING PERSONS				
1.	Stephen M. Dowicz				
	CHECK	THE A	APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)		
2.	(a) 				
	(b) o				
3.	SEC US	E ONL	Y		
_	SOURCE OF FUNDS (SEE INSTRUCTIONS)		UNDS (SEE INSTRUCTIONS)		
4.	AF				
_	CHECK	IF DIS	CLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)		
5.	0				
_		NSHIP	OR PLACE OF ORGANIZATION		
6.	United 9	States of	f America		
	Office	rates of	SOLE VOTING POWER		
		7.			
	BER OF		0		
	ARES ICIALLY	8.	SHARED VOTING POWER		
	ED BY	0.	6,000,000		
	СН		SOLE DISPOSITIVE POWER		
	RTING RSON	9.	0		
	ITH		SHARED DISPOSITIVE POWER		
		10.			
	ACCDE	CATE	6,000,000		
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
		6,000,000			
12	CHECK	IF TH	E AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)		
14	0				
4.5	PERCE	NT OF	CLASS REPRESENTED BY AMOUNT IN ROW (11)		
13	4.60% ¹	4.600/1			
		F REP	ORTING PERSON (SEE INSTRUCTIONS)		
14					
	IN				

¹ Based on 130,324,581 shares of Common Stock outstanding as of February 22, 2010, as reported by Visteon Corporation in its Annual Report on Form 10-K, filed with the Securities and Exchange Commission on February 26, 2010.

CUSIP No.	9283911107

 $4.60\%^{1}$

IN

14

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

NAMES OF REPORTING PERSONS 1. Scott E. Davidson CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) 2. (a) 🗹 (b) o SEC USE ONLY 3. SOURCE OF FUNDS (SEE INSTRUCTIONS) 4. AF CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) 5. CITIZENSHIP OR PLACE OF ORGANIZATION 6. United States of America SOLE VOTING POWER 7. NUMBER OF SHARED VOTING POWER **SHARES** BENEFICIALLY 8. OWNED BY 6,000,000 SOLE DISPOSITIVE POWER EACH REPORTING 9. **PERSON** WITH SHARED DISPOSITIVE POWER **10.** 6,000,000 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 11 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) **12** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) **13**

45

of

Pages

¹ Based on 130,324,581 shares of Common Stock outstanding as of February 22, 2010, as reported by Visteon Corporation in its Annual Report on Form 10-K, filed with the Securities and Exchange Commission on February 26, 2010.

CUSIP No.	9283911107

Page 19 of 45 Pages

1.	NAMES OF REPORTING PERSONS				
	Timothy I. Levart				
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)				
2.	(a)				
	SEC US	E ONL			
3.					
4	SOURC	E OF F	UNDS (SEE INSTRUCTIONS)		
4.	AF				
_	CHECK	IF DIS	SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)		
5.	0	0			
•	CITIZE	NSHIP	OR PLACE OF ORGANIZATION		
6.	United S	States of	f America and the United Kingdom		
			SOLE VOTING POWER		
NILIME	BER OF	7.			
	ARES		SHARED VOTING POWER		
BENEF	ICIALLY	8.			
	ED BY		6,000,000		
	CH RTING	9.	SOLE DISPOSITIVE POWER		
	SON	•	0		
W	ITH	10	SHARED DISPOSITIVE POWER		
		10.	6,000,000		
	AGGRE	GATE	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
11 6,000,000		00			
	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)		E AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)		
12	0				
		NT OF	CLASS REPRESENTED BY AMOUNT IN ROW (11)		
13					
	4.60% ¹	F REP	ORTING PERSON (SEE INSTRUCTIONS)		
14					
	IN				

¹ Based on 130,324,581 shares of Common Stock outstanding as of February 22, 2010, as reported by Visteon Corporation in its Annual Report on Form 10-K, filed with the Securities and Exchange Commission on February 26, 2010.

CUSIP No.	9283911107

13

14

 $4.60\%^{1}$

IN

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

NAMES OF REPORTING PERSONS 1. Robert J. Brivio, Jr. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) 2. (a) 🗹 (b) o SEC USE ONLY 3. SOURCE OF FUNDS (SEE INSTRUCTIONS) 4. AF CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) 5. CITIZENSHIP OR PLACE OF ORGANIZATION 6. United States of America SOLE VOTING POWER 7. NUMBER OF SHARED VOTING POWER **SHARES** BENEFICIALLY 8. OWNED BY 6,000,000 SOLE DISPOSITIVE POWER EACH REPORTING 9. **PERSON** WITH SHARED DISPOSITIVE POWER **10.** 6,000,000 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 11 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) **12** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

45

of

Pages

¹ Based on 130,324,581 shares of Common Stock outstanding as of February 22, 2010, as reported by Visteon Corporation in its Annual Report on Form 10-K, filed with the Securities and Exchange Commission on February 26, 2010.

CUSIP No.	9283911107	

Page 21 of 45 Pages

1.	NAMES OF REPORTING PERSONS			
1.	Eric P. Epstein			
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)			
2.	(a) ✓			
	(b) o			
3.	SEC US	E ONL	Y	
_	SOURCE OF FUNDS (SEE INSTRUCTIONS)			
4.	AF			
_	CHECK	IF DIS	CLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)	
5.	0			
	CITIZE	NSHIP	OR PLACE OF ORGANIZATION	
6.	United S	States of	f America	
	United States of America SOLE VOTING POWER			
		7.		
	BER OF			
	ARES ICIALLY	8.	SHARED VOTING POWER	
	ED BY	•	6,000,000	
	CH	•	SOLE DISPOSITIVE POWER	
	RTING SON	9.	0	
W	ITH		SHARED DISPOSITIVE POWER	
		10.	6,000,000	
	AGGRE	GATE	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
11				
6,000,000 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)		E AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)		
12	CILERA TIL TICOLOGIA I II. ICON (11) ENCEODES CENTIAN STRACES (CEE INCTROCTIONS)			
	0 DEDCEI	NT OF	CLASS DEDDESENTED BY AMOUNT IN DOW (11)	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)			
	4.60% ¹			
14	TYPE C	F REP	ORTING PERSON (SEE INSTRUCTIONS)	
14 IN				

¹ Based on 130,324,581 shares of Common Stock outstanding as of February 22, 2010, as reported by Visteon Corporation in its Annual Report on Form 10-K, filed with the Securities and Exchange Commission on February 26, 2010.

CUSIP No.	9283911107

10.

11

12

13

 $4.60\%^{1}$

6,000,000

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

K, filed with the Securities and Exchange Commission on February 26, 2010.

NAMES OF REPORTING PERSONS 1. Anthony A. Yoseloff CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) 2. (a) 🗹 (b) o SEC USE ONLY 3. SOURCE OF FUNDS (SEE INSTRUCTIONS) 4. AF CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) 5. CITIZENSHIP OR PLACE OF ORGANIZATION 6. United States of America SOLE VOTING POWER 7. NUMBER OF SHARED VOTING POWER **SHARES** BENEFICIALLY 8. OWNED BY 6,000,000 SOLE DISPOSITIVE POWER EACH 9. REPORTING **PERSON** WITH SHARED DISPOSITIVE POWER

45

of

Pages

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

¹⁴ IN

Based on 130,324,581 shares of Common Stock outstanding as of February 22, 2010, as reported by Visteon Corporation in its Annual Report on Form 10-

CUSIP No.	9283911107

45 Pages 23 of

1.	NAMES OF REPORTING PERSONS				
1.	Avram Z. Friedman				
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)				
2.	(a) 🗹				
	(b) o				
3.	SEC US	E ONL	Y		
4	SOURC	E OF F	UNDS (SEE INSTRUCTIONS)		
4.	AF				
Г	CHECK	IF DIS	CLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)		
5.	0	0			
	CITIZE	NSHIP	OR PLACE OF ORGANIZATION		
6.	United S	States o	f America		
		_	SOLE VOTING POWER		
NITIME	BER OF	7.	0		
	ARES		SHARED VOTING POWER		
BENEF	ICIALLY	8.			
	ED BY ACH		6,000,000 SOLE DISPOSITIVE POWER		
	RTING	9.	SOLE DISPOSITIVE FOWER		
	RSON		0		
W	ITH	10.	SHARED DISPOSITIVE POWER		
		10.	6,000,000		
11	AGGRE	GATE	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
11 6,000,000					
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)				
12	0	0			
4.5	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)				
13	4.60% ¹	$4.60\%^{1}$			
		F REP	ORTING PERSON (SEE INSTRUCTIONS)		
14	IN				
	LIN				

¹ Based on 130,324,581 shares of Common Stock outstanding as of February 22, 2010, as reported by Visteon Corporation in its Annual Report on Form 10-K, filed with the Securities and Exchange Commission on February 26, 2010.

CUSIP No.	9283911107

Page 24 of 45 Pages

1.	NAMES OF REPORTING PERSONS					
1.	Conor Bastable					
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)					
2.	(a) ☑					
	(b) o					
3.	SEC USE ONLY					
	SOURCE OF FUNDS (SEE INSTRUCTIONS)					
4.	AF					
	CHECK	IF DIS	CLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)			
5.	0					
		NSHIP	OR PLACE OF ORGANIZATION			
6.						
	United S	itates o	f America			
		7	SOLE VOTING POWER			
NIIMI	BER OF	7.	0			
	ARES		SHARED VOTING POWER			
	ICIALLY	8.	SHARED VOTING FOWER			
	ED BY	0.	6,000,000			
EA	СH		SOLE DISPOSITIVE POWER			
	RTING	9.				
	SON					
W	ITH	10	SHARED DISPOSITIVE POWER			
		10.	6,000,000			
	AGGRE	GATE	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
11						
	6,000,000					
40	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)					
12	0					
	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)					
13						
	4.60%1					
11	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)					
14	IN					

¹ Based on 130,324,581 shares of Common Stock outstanding as of February 22, 2010, as reported by Visteon Corporation in its Annual Report on Form 10-K, filed with the Securities and Exchange Commission on February 26, 2010.

CUSIP No.	9283911107

45 Pages of

1.	NAMES OF REPORTING PERSONS					
1.	Brigade Capital Management, LLC					
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)					
2.	(a) 🗹					
	(b) o					
3.	SEC USE ONLY					
4	SOURC	SOURCE OF FUNDS (SEE INSTRUCTIONS)				
4.	AF					
_	CHECK	IF DIS	SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)			
5.	0					
	CITIZE	NSHIP	OR PLACE OF ORGANIZATION			
6.	Delawar	·e				
			SOLE VOTING POWER			
NILINA	NED OF	7.				
	BER OF ARES		0 SHARED VOTING POWER			
	ICIALLY	8.	SHARED VOTING POWER			
	ED BY		3,350,000			
	CH RTING	9.	SOLE DISPOSITIVE POWER			
	SON	9.	0			
W]	ITH	10	SHARED DISPOSITIVE POWER			
		10.	3,350,000			
	AGGRE	GATE	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
11						
		3,350,000 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)				
12	CILCAN TIL AGGREGAL AMOUNT IN NOW (11) ENCEODES CERTAIN STARES (SEE INSTRUCTIONS)					
	0					
13	PERCE	NI UF	CLASS REPRESENTED BY AMOUNT IN ROW (11)			
	2.57% ¹					
14	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)					
14	TA.					

¹ Based on 130,324,581 shares of Common Stock outstanding as of February 22, 2010, as reported by Visteon Corporation in its Annual Report on Form 10-K, filed with the Securities and Exchange Commission on February 26, 2010.

_		
CUSIP No.	9283911107	

Page 26 of 45 Pages

1.	NAMES OF REPORTING PERSONS					
1.	Brigade Leveraged Capital Structures Fund Ltd.					
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)					
2.	(a) ☑					
	(p) o	TE ONI				
3.	SEC US	E UNL	Y			
_	SOURC	E OF F	UNDS (SEE INSTRUCTIONS)			
4.	WC					
	CHECK	IF DIS	CLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)			
5.	0					
		NSHIP	OR PLACE OF ORGANIZATION			
6.						
	Cayman	Islands				
		7.	SOLE VOTING POWER			
NUMI	BER OF	/ •	0			
	ARES		SHARED VOTING POWER			
		8.				
	ED BY		3,350,000			
	ACH RTING	9.	SOLE DISPOSITIVE POWER			
	RING	9.	0			
W	ITH		SHARED DISPOSITIVE POWER			
		10.	2.250.000			
	ACCDE	CATE	3,350,000 AMOUNT PENERICIALLY OWNED BY EACH PEDOPTING PEDCON			
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON					
3,350,000						
40	CHECK	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)				
12	0					
		PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)				
13						
	2.57% ¹					
14	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)					
	CO					

¹ Based on 130,324,581 shares of Common Stock outstanding as of February 22, 2010, as reported by Visteon Corporation in its Annual Report on Form 10-K, filed with the Securities and Exchange Commission on February 26, 2010.

CUSIP No.	9283911107

OWNED BY

EACH

REPORTING PERSON WITH

13

14

 $2.57\%^{1}$

3,350,000

9.

SOLE DISPOSITIVE POWER

SHARED DISPOSITIVE POWER

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

NAMES OF REPORTING PERSONS 1. Donald E. Morgan, III CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) 2. (a) 🗹 (b) o SEC USE ONLY 3. SOURCE OF FUNDS (SEE INSTRUCTIONS) 4. AF CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) 5. CITIZENSHIP OR PLACE OF ORGANIZATION 6. United States of America SOLE VOTING POWER 7. NUMBER OF **SHARES** SHARED VOTING POWER 8. BENEFICIALLY

of

		TU.	
			3,350,000
	AGGRE	GATE A	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
11			
	3,350,00	0	
	CHECK	IF THE	E AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)
12			
	0		

IN

Based on 130,324,581 shares of Common Stock outstanding as of February 22, 2010, as reported by Visteon Corporation in its Annual Report on Form 10-K, filed with the Securities and Exchange Commission on February 26, 2010.

CUSIP No.	9283911107

45 Pages 28 of

1.	NAMES OF REPORTING PERSONS					
1.	Plainfield Asset Management LLC					
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)						
2.	(a) 🗹					
	(b) o					
3.	SEC USE ONLY					
4	SOURC	E OF F	UNDS (SEE INSTRUCTIONS)			
4.	00					
L	CHECK	IF DIS	CLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)			
5.	0					
	CITIZE	CITIZENSHIP OR PLACE OF ORGANIZATION				
6.	Delawar	·e				
			SOLE VOTING POWER			
NITIME	BER OF	7.	0			
	ARES		SHARED VOTING POWER			
BENEF	ICIALLY	8.				
	ED BY ACH		902,500 SOLE DISPOSITIVE POWER			
	RTING	9.	SOLE DISPOSITIVE POWER			
	RSON		0			
W.	ITH	10.	SHARED DISPOSITIVE POWER			
		10.	902,500			
11	AGGRE	GATE	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
II.	902,500	902,500				
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)					
12	0	0				
40	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)					
13	$0.69\%^{1}$	$0.69\%^{1}$				
		F REP	ORTING PERSON (SEE INSTRUCTIONS)			
14	CO					

¹ Based on 130,324,581 shares of Common Stock outstanding as of February 22, 2010, as reported by Visteon Corporation in its Annual Report on Form 10-K, filed with the Securities and Exchange Commission on February 26, 2010.

CUSIP No.	9283911107	

Page 29 of 45 Pages

1.	NAMES OF REPORTING PERSONS					
1.	Plainfield OC Master Fund Limited					
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)					
2.	• (a) 🗹					
	(b) o					
3.	SEC US	E ONL	Y			
4	SOURCE OF FUNDS (SEE INSTRUCTIONS)					
4.	00					
	CHECK	IF DIS	CLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)			
5.	0					
	CITIZE	NSHIP	OR PLACE OF ORGANIZATION			
6.	Cayman	Iclando				
	Cayman	Cayman Islands SOLE VOTING POWER				
		7.	SOLE VOTING POWER			
NUMI	BER OF	/ •	0			
SHA	ARES		SHARED VOTING POWER			
	NED BY	8.				
			225,625			
l .	ACH	^	SOLE DISPOSITIVE POWER			
	RTING RSON	9.				
	ITH		SHARED DISPOSITIVE POWER			
		10.				
			225,625			
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
11 225,625						
4.5	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)					
12	0					
	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)					
13						
	0.17% ¹					
TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)			JRTING PERSON (SEE INSTRUCTIONS)			
	CO					

¹ Based on 130,324,581 shares of Common Stock outstanding as of February 22, 2010, as reported by Visteon Corporation in its Annual Report on Form 10-K, filed with the Securities and Exchange Commission on February 26, 2010.

CUSIP No.	9283911107

of 45 Pages Page 30

1.	NAMES OF REPORTING PERSONS Plainfield Liquid Strategies Master Fund Limited					
	Plailillei	Plainfield Liquid Strategies Master Fund Limited				
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)					
2.	(a) ☑					
		(b) o				
3.	SEC USE ONLY					
_	SOURC	SOURCE OF FUNDS (SEE INSTRUCTIONS)				
4.	00					
	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)					
5.	0					
	CITIZENSHIP OR PLACE OF ORGANIZATION					
6.	Cayman	Cayman Islands				
	Cayman	Islands	SOLE VOTING POWER			
		7.				
	BER OF					
	ARES ICIALLY	8.	SHARED VOTING POWER			
OWN	ED BY		45,125			
	CH	0	SOLE DISPOSITIVE POWER			
	RTING RSON	9.	0			
W.	ITH	10	SHARED DISPOSITIVE POWER			
		10.	45,125			
	AGGRE	GATE	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
11	4E 10E					
	45,125 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)					
12						
	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)					
13	TERCENT OF GENERALITED DITIMOUNT IN NOW (II)					
	$0.03\%^{1}$	$0.03\%^1$				
14	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)					
14	CO					

¹ Based on 130,324,581 shares of Common Stock outstanding as of February 22, 2010, as reported by Visteon Corporation in its Annual Report on Form 10-K, filed with the Securities and Exchange Commission on February 26, 2010.

CUSIP No.	9283911107

Page 31 of

45

Pages

1.	NAMES OF REPORTING PERSONS					
1.	Plainfield Special Situations Master Fund II Limited					
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)					
2.	(a) ☑					
	(a) © (b) o					
3.	SEC USE ONLY					
J.						
4.	SOURCE OF FUNDS (SEE INSTRUCTIONS)					
	00	00				
5.	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)					
	0	0				
6.	CITIZENSHIP OR PLACE OF ORGANIZATION					
0.	Cayman	Cayman Islands				
		7.	SOLE VOTING POWER			
NUMI	BER OF	7.	0			
	ARES ICIALLY ED BY	8.	SHARED VOTING POWER			
		0.	631,750			
	ACH ORTING	9.	SOLE DISPOSITIVE POWER			
	RSON	Э.	0			
W	ITH	10	SHARED DISPOSITIVE POWER			
	10.	10.	631,750			
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON					
11	631,750	631,750				
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)					
12	0					
10	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)					
13	0.48% ¹	$0.48\%^1$				
1.4	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)					
14	CO					

¹ Based on 130,324,581 shares of Common Stock outstanding as of February 22, 2010, as reported by Visteon Corporation in its Annual Report on Form 10-K, filed with the Securities and Exchange Commission on February 26, 2010.

CUSIP No.	9283911107

Page 32 of 45 Pages

1.	NAMES OF REPORTING PERSONS					
_•	Max Ho	Max Holmes				
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)					
2.	(a) 🗹					
	(b) 0					
3.	SEC USE ONLY					
_	SOURC	SOURCE OF FUNDS (SEE INSTRUCTIONS)				
4.	00					
_	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)					
5.	0					
_	CITIZENSHIP OR PLACE OF ORGANIZATION					
6.	United S	United States of America				
	Officed	otates of	SOLE VOTING POWER			
		7.				
NUME	BER OF		0			
	ARES	0	SHARED VOTING POWER			
	ICIALLY ED BY	8.	902,500			
	СH	•	SOLE DISPOSITIVE POWER			
	RTING RSON	9.	0			
	ITH		SHARED DISPOSITIVE POWER			
		10.	002 500			
	902,500 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON					
11	ACCIDENTE PRINCE IN DESIGNATED DI ENGLI REI ONING LERGON					
		902,500				
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)					
	0					
10	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)					
13	$0.69\%^{1}$	$0.69\%^1$				
	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)					
14						
1	IN					

¹ Based on 130,324,581 shares of Common Stock outstanding as of February 22, 2010, as reported by Visteon Corporation in its Annual Report on Form 10-K, filed with the Securities and Exchange Commission on February 26, 2010.

CUSIP No. 92839U107 Page 33 of 45 Pages

This statement amends and supplements the information set forth in the Schedule 13D filed by the Reporting Persons (as defined therein) with the U.S. Securities and Exchange Commission on March 9, 2010 (the "Schedule 13D"), relating to the shares of Common Stock, \$1.00 par value, of Visteon Corporation, a Delaware corporation (the "Issuer"), and constitutes Amendment No. 1 to the Schedule 13D. Capitalized terms used herein without definition shall have the meaning assigned to such terms in the Schedule 13D.

Item 3. Source and Amount of Funds or Other Consideration.

Item 3 of the Schedule 13D is hereby amended and restated in its entirety as follows:

Davidson Kempner Filing Persons

The funds for the purchase of the Shares beneficially owned by the Davidson Kempner Filing Persons were derived from the working capital of DKP, DKIP, DKIL, CO, DKDOF and DKDOI. No borrowed funds were used to purchase the Shares held by the Davidson Kempner Filing Persons, other than borrowed funds used for working capital purposes in the ordinary course of business, including, in certain cases, through borrowings from margin accounts. A total of approximately \$2,905,883.35 was paid to acquire such Shares.

Brigade Filing Persons

The funds for the purchase of the Shares beneficially owned by the Brigade Filing Persons were delivered from the working capital of Brigade Fund. No borrowed funds were used to purchase the Shares held by the Brigade Filing Persons, other than borrowed funds used for working capital purposes in the ordinary course of business, including, in certain cases, through borrowings from margin accounts. A total of approximately \$2,030,486 was paid to acquire such Shares.

Plainfield Filing Persons

The funds for the purchase of the Shares beneficially owned by the Plainfield Filing Persons were delivered from their respective working capital. No borrowed funds were used to purchase the Shares held by the Plainfield Filing Persons, other than borrowed funds used for working capital purposes in the ordinary course of business, including, in certain cases, through borrowings from margin accounts. A total of approximately \$253,800 was paid to acquire such Shares.

Item 4. Purpose of Transaction.

Item 4 of the Schedule 13D is hereby supplemented by adding the following at the end thereof:

On March 25, 2010, the Reporting Persons approved a letter to be sent to the Board of Directors of the Issuer (the "Board") relating to the chapter 11 plan that the Issuer has recently proposed. A copy of the letter is attached hereto as Exhibit 99.4 and is incorporated herein by reference in its entirety.

Item 5. Interest in Securities of the Issuer.

Item 5 of the Schedule 13D is hereby amended and restated in its entirety as follows:

CUSIP No.	92839U107	Page	34	of	45	Pages
-----------	-----------	------	----	----	----	-------

The aggregate number of Shares to which this Schedule 13D relates is 10,252,500, representing 7.87% of the 130,324,581 Shares outstanding as reported in the Issuer's Annual Report on Form 10-K filed with the SEC on February 26, 2010.

Davidson Kempner Filing Persons

- (a) (b) The information set forth in Rows 7 through 13 of the cover page hereto for the Davidson Kempner Filing Persons is incorporated herein by reference
- (c) Information with respect to all transactions in the Shares which were effected during the past 60 days by each of the Davidson Kempner Filing Persons is set forth on Appendix B hereto and incorporated herein by reference. All such transactions were effected as brokered transactions.
- (d) No other person is known to the Davidson Kempner Filing Persons to have the right to receive or the power to direct the receipt of dividends from, or proceeds from the sale of, any Shares beneficially owned by the Reporting Persons.
 - (e) Not applicable.

Brigade Filing Persons

- (a) (b) The information set forth in Rows 7 through 13 of the cover page hereto for the Brigade Filing Persons is incorporated herein by reference.
- (c) Information with respect to all transactions in the Shares which were effected during the past 60 days by each of the Brigade Filing Persons is set forth on Appendix B hereto and incorporated herein by reference. All such transactions were effected as brokered transactions.
- (d) No other person is known to the Brigade Filing Persons to have the right to receive or the power to direct the receipt of dividends from, or proceeds from the sale of, any Shares beneficially owned by the Reporting Persons.
 - (e) Not applicable.

Plainfield Filing Persons

- (a) (b) The information set forth in Rows 7 through 13 of the cover page hereto for the Plainfield Filing Persons is incorporated herein by reference.
- (c) Information with respect to all transactions in the Shares which were effected during the past 60 days by each of the Plainfield Filing Persons and officers and directors is set forth on Appendix B hereto and incorporated herein by reference. All such transactions were effected as brokered transactions.
- (d) No other person is known to the Plainfield Filing Persons to have the right to receive or the power to direct the receipt of dividends from, or proceeds from the sale of, any Shares beneficially owned by the Reporting Persons.

CUSIP No. 92839U107 Page 35 of 45 Pages

(e) Not applicable.

Item 7. Material to be Filed as Exhibits.

Item 7 of the Schedule 13D is hereby supplemented by adding the following at the end thereof:

Appendix B: Transactions Effected During the Past 60 Days.

Exhibit 99.4: Letter to the Board of the Issuer, dated March 25, 2010.

CUSIP No. 92839U107 Page 36 of 45 Pages

Signature

After reasonable inquiry and to the best of the undersigned's knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

March 25, 2010

DAVIDSON KEMPNER PARTNERS

By: MHD Management Co., its General Partner

By: MHD Management Co. GP, L.L.C., its General Partner

By: /s/ Thomas L. Kempner, Jr.

Name: Thomas L. Kempner, Jr.
Title: Executive Managing Member

DAVIDSON KEMPNER INSTITUTIONAL PARTNERS, L.P.

By: Davidson Kempner Advisers Inc., its General Partner

By: /s/ Thomas L. Kempner, Jr.

Name: Thomas L. Kempner, Jr.

Title: President

M.H. DAVIDSON & CO.

By: M.H. Davidson & Co. GP, L.L.C.,

its General Partner

By: /s/ Thomas L. Kempner, Jr.

Name: Thomas L. Kempner, Jr.
Title: Executive Managing Member

CUSIP No. 92839U107 of 45 Pages Page | 37

M.H. DAVIDSON & CO. GP. L.L.C.

By: /s/ Thomas L. Kempner, Jr.

Name: Thomas L. Kempner, Jr. Title: Executive Managing Member

DAVIDSON KEMPNER INTERNATIONAL, LTD.

By: Davidson Kempner International Advisors, L.L.C.,

its Investment Manager

By: /s/ Thomas L. Kempner, Jr.

Name: Thomas L. Kempner, Jr. Title: Executive Managing Member

MHD MANAGEMENT CO.

By: MHD Management Co. GP, L.L.C.,

its General Partner

By: /s/ Thomas L. Kempner, Jr.

Name: Thomas L. Kempner, Jr. Title: Executive Managing Member

MHD MANAGEMENT CO. GP, L.L.C.

By: /s/ Thomas L. Kempner, Jr.

Name: Thomas L. Kempner, Jr. Title: Executive Managing Member

DAVIDSON KEMPNER ADVISERS INC.

By: /s/ Thomas L. Kempner, Jr.

Name: Thomas L. Kempner, Jr.

Title: President

DAVIDSON KEMPNER INTERNATIONAL ADVISORS,

L.L.C.

By: /s/ Thomas L. Kempner, Jr.

Name: Thomas L. Kempner, Jr. Title: Executive Managing Member CUSIP No. 92839U107 Page 38 of 45 Pages

DAVIDSON KEMPNER DISTRESSED OPPORTUNITIES FUND LP

By: DK Group LLC, its General Partner

By: /s/ Thomas L. Kempner, Jr.

Name: Thomas L. Kempner, Jr.
Title: Executive Managing Member

DAVIDSON KEMPNER DISTRESSED OPPORTUNITIES INTERNATIONAL

LTD.

By: DK Management Partners LP, its Investment Manager

By: DK Stillwater GP LLC, its General Partner

By: /s/ Thomas L. Kempner, Jr.

Name: Thomas L. Kempner, Jr.
Title: Executive Managing Member

DK GROUP LLC

By: /s/ Thomas L. Kempner, Jr.

Name: Thomas L. Kempner, Jr.
Title: Executive Managing Member

DK MANAGEMENT PARTNERS LP

By: DK Stillwater GP LLC, its General Partner

By: /s/ Thomas L. Kempner, Jr.

Name: Thomas L. Kempner, Jr.
Title: Executive Managing Member

92839U107 CUSIP No. Page 39 of DK STILLWATER GP LLC By: /s/ Thomas L. Kempner, Jr. Name: Thomas L. Kempner, Jr. Title: Executive Managing Member /s/ Thomas L. Kempner, Jr. Thomas L. Kempner, Jr. /s/ Stephen M. Dowicz Stephen M. Dowicz /s/ Scott E. Davidson Scott E. Davidson /s/ Timothy I. Levart Timothy I. Levart /s/ Robert J. Brivio, Jr. Robert J. Brivio, Jr. /s/ Eric P. Epstein Eric P. Epstein /s/ Anthony A. Yoseloff Anthony A. Yoseloff

> /s/ Avram Z. Friedman Avram Z. Friedman

/s/ Conor Bastable Conor Bastable 45

Pages

CUSIP No. 92839U107 Page 40 of 45 Pages

BRIGADE CAPITAL MANAGEMENT, LLC

By: /s/ Donald E. Morgan, III

Name: Donald E. Morgan, III
Title: Managing Member

BRIGADE LEVERAGED CAPITAL STRUCTURES FUND

LTD.

By: Brigade Capital Management, LLC,

its Investment Manager

By: /s/ Donald E. Morgan, III

Name: Donald E. Morgan, III
Title: Managing Member

/s/ Donald E. Morgan, III

Donald E. Morgan, III

PLAINFIELD ASSET MANAGEMENT LLC

By: /s/ Thomas X. Fritsch

Name: Thomas X. Fritsch

Title: Partner and General Counsel

PLAINFIELD OC MASTER FUND LIMITED

By: /s/ Thomas X. Fritsch

Name: Thomas X. Fritsch
Title: Authorized Individual

PLAINFIELD LIQUID STRATEGIES MASTER FUND

LIMITED

By: /s/ Thomas X. Fritsch

Name: Thomas X. Fritsch
Title: Authorized Individual

CUSIP No.	92839U107	Page [41	of	45	Pages
-----------	-----------	--------	----	----	----	-------

PLAINFIELD SPECIAL SITUATIONS MASTER FUND II LIMITED

By: /s/ Thomas X. Fritsch

Name: Thomas X. Fritsch
Title: Authorized Individual

MAX HOLMES

/s/ Thomas X. Fritsch

Thomas X. Fritsch Attorney-in-Fact*

^{*} Duly authorized pursuant to the Power of Attorney, dated February 1, 2007, by and on behalf of Max Holmes, appointing Thomas X. Fritsch as his attorney-in-fact, which Power of Attorney was attached as Exhibit A to Amendment No. 1 to the Schedule 13G filed with the SEC by Plainfield Asset Management LLC and Plainfield Special Situations Master Fund Limited with respect to the equity securities of Riviera Holdings Corporation on February 2, 2007 and is incorporated by reference herein.

APPENDIX B

TRANSACTIONS IN THE SHARES EFFECTED BY THE REPORTING PERSONS DURING THE PAST SIXTY DAYS (UNLESS OTHERWISE STATED, ALL TRANSACTIONS WERE EFFECTED IN THE OPEN MARKET)

M.H. DAVIDSON & CO.

Date of Trade	Shares Purchased (Sold)	Price per Share
02/26/10	19,056	\$ 0.2610
02/26/10	7,944	0.3442
03/01/10	990	0.3863
03/01/10	16,110	0.7701
03/01/10	900	0.7000
03/03/10	9,000	0.5147

DAVIDSON KEMPNER DISTRESSED OPPORTUNITIES FUND LP

Date of Trade	Shares Purchased (Sold)	Price per Share
02/26/10	480,635	\$ 0.2610
02/26/10	200,365	0.3442
03/01/10	24,970	0.3863
03/01/10	406,330	0.7701
03/01/10	22,700	0.7000
03/03/10	227,000	0.5147

DAVIDSON KEMPNER DISTRESSED OPPORTUNITIES INTERNATIONAL LTD.

Date of Trade	Shares Purchased (Sold)	Price per Share
02/26/10	1,041,731	\$ 0.2610
02/26/10	434,269	0.3442
03/01/10	54,120	0.3863
03/01/10	880,680	0.7701
03/01/10	49,200	0.7000
03/03/10	492,000	0.5147

DAVIDSON KEMPNER INTERNATIONAL, LTD.

Date of Trade	Shares Purchased (Sold)	Price per Share
02/26/10	247,728	\$ 0.2610
02/26/10	103,272	0.3442
03/01/10	12,870	0.3863
03/01/10	209,430	0.7701
03/01/10	11,700	0.7000
03/03/10	117,000	0.5147

USIP No. 92839U107		Page 43 of 45 Pag	
AVIDSON KEMPNER INSTITUTIONAI	L PARTNERS, L.P.		
Date of Trade	Shares Purchased (Sold)	Price per Share	
02/26/10	222,320	\$ 0.2610	
02/26/10	92,680	0.3442	
03/01/10	11,550	0.3863	
03/01/10	187,950	0.7701	
03/01/10	10,500	0.7000	
03/03/10	105,000	0.5147	
VIDSON KEMPNER PARTNERS			
Date of Trade	Shares Purchased (Sold)	Price per Share	
02/26/10	105,867	\$ 0.2610	
02/26/10	44,133	0.3442	
03/01/10	5,500	0.3863	
03/01/10	89,500	0.7701	
03/01/10	5,000	0.7000	
03/03/10	50,000	0.5147	
Date of Trade 03/02/10	Shares Purchased (Sold) 276,000	Price per Share \$ 0.51471959	
		•	
03/03/10	1,224,000	0.52093174	
03/03/10	500,000	0.55	
03/05/10	500,000	0.9076	
03/08/10 03/16/10	100,000	0.7477	
03/16/10	500,000 250,000	0.570 0.549	
AINFIELD OC MASTER FUND LIMIT		0.043	
Date of Trade	Shares Purchased (Sold)	Price per Share	
02/26/10	175,000	\$ 0.14	
03/04/10	50,000	0.77	
03/19/10	625	0.72	
AINFIELD LIQUID STRATEGIES MA	STER FUND LIMITED		
Date of Trade	Shares Purchased (Sold)	Price per Share	
02/26/10	35,000	\$ 0.14	
03/04/10	10,000	0.77	
03/19/10	125	0.72	
AINFIELD SPECIAL SITUATIONS MA	ASTER FUND II LIMITED		

CUSIP No. 92839U107

Page 44 of 45 Pages

Date of Trade	Shares Purchased (Sold)	Price per Share
02/26/10	490,000	\$ 0.14
03/04/10	140,000	0.77
03/19/10	1,750	0.72

Dewey & LeBoeuf

Dewey & LeBoeuf LLP 1301 Avenue of the Americas New York, NY 10019-6092

tel (212) 259-8530 fax (212) 259-6538 mbienenstock@dl.com

March 25, 2010

Board of Directors of Visteon Corporation c/o Kirkland & Ellis LLP 601 Lexington Avenue New York, NY 10022 Attn.: Jamie Sprayregen, Esq. Marc Kieselstein, Esq.

Re: In re Visteon Corporation,

Chapter 11 Case No. 09-11786 (Jointly Administered) (CSS)

Dear Members of the Board of Directors:

As you know, we represent an ad hoc committee of equityholders (the "Ad Hoc Equity Committee"), the members of which collectively hold 7.87% of the outstanding common stock of Visteon Corporation (the "Company" or "Visteon"). The Company's most recently proposed chapter 11 plan, dated March 15, 2010 (the "Plan"), completely ignores the true value of the Company and, accordingly, wrongfully extinguishes shareholders and must be revised. Delaware corporate law requires a shareholder vote to sell substantially all Visteon's assets, but the Company is undertaking to effectuate the same result as a transfer of virtually all of Visteon's assets to certain creditors without a shareholder vote.

As with the initial chapter 11 plan proposed by the Company, the recent Plan is based on an unrealistically low valuation of the Company and its assets and a suboptimal capital structure, which together provide an indefensible windfall to the Company's secured lenders at the expense of the Company's other creditors and shareholders. The Ad Hoc Equity Committee's analysis shows the Company is worth significantly more than the Plan and Disclosure Statement would lead the Court, creditors, and equityholders to believe for the following reasons, among others:

The members of the Ad Hoc Equity Committee may also hold other Visteon securities from time to time.

New York | London multinational partnership | Washington, DC
Albany | Almaty | Beijing | Boston | Brussels | Chicago | Doha | Dubai
Frankfurt | Hong Kong | Houston | Johannesburg (pty) Ltd. | Los Angeles | Madrid | Milan | Moscow
Paris multinational partnership | Riyadh affiliated office | Rome | San Francisco | Silicon Valley | Warsaw

Visteon Board March 25, 2010 Page 2

First, as pointed out in our letter dated March 8, 2010, the Company's prior projections must be viewed with a healthy dose of skepticism.² Relative to the improving macroeconomic picture, consensus assumptions for worldwide production volume growth in the industry and the improving market positions of the Company's largest customers, the Company's top line projections appear to present an unreasonably low revenue forecast.

Second, given the Company's successful cost cutting (including exiting all of the Company's US manufacturing operations, which will have the effect of lowering manufacturing costs significantly) and general margin improvement illustrated in Q3 and Q4 of 2009, it appears the projections do not reflect the operational improvements the Company has achieved.

Third, the Company's valuation of its equity in its non-consolidated joint ventures is far below their fair market value. The Company values all these joint ventures at \$195 million or about 5 times 2009 dividends, 2.5 times 2009 net income and 65% of 2009 book value. Our financial advisors are willing to provide you with numerous examples of comparable Asian automotive suppliers, which currently trade at forward net income multiples in the teens. If the Company truly considers \$195 million to be a fair value for its non-consolidated joint ventures, the Ad Hoc Equity Committee recommends the Company offer these assets to the Ad Hoc Equity Committee at that price.

Fourth, the Company inappropriately values its 70% stake in Halla Climate Control Corporation ("Halla") on a consolidated basis (using a market multiple in-line with US comparables, not the higher multiples afforded to Halla's Asian competitors), and then subtracts out the market value of the 30% of Halla not owned by the Company. This creates an artificial, negative multiple arbitrage that results in a lower valuation. Halla's value should not be up for debate or manipulation, as shares of Halla trade publicly; at the most recent closing price of Halla shares at current exchange rates, Visteon's stake in Halla is worth \$915 million before any premium for Visteon's control position. A proper valuation of Halla would assign a premium to the current trading price for Visteon's controlling interest in this valuable enterprise. The Company's position that its 70% stake is worth ratably less than the 30% minority stake is not only incorrect but is also troubling.

Put simply, the sum of the Company's \$1.1 billion of cash on its balance sheet as of December 31, 2009, its \$915 million stake in Halla (before including a control premium) and the Company's overly-conservative valuation of the non-consolidated joint ventures is in excess of the Company's estimated valuation in the Plan, before including *any* value for Visteon's core business, which the Ad Hoc Equity Committee, Ford and the Company's other customers firmly

As we noted in our letter, the projections in the Disclosure Statement, dated December 17, 2009, issued in support of the debtors proposed plan just two weeks before the end of the 2009 fiscal year, egregiously understated actual income and cash as of the end of 2009. Additionally, the Company's projections did not materially change from December 17, 2009 to March 15, 2010 notwithstanding its proven understated 2009 projections.

Visteon Board March 25, 2010 Page 3

believe has value. Furthermore, using a reasonable valuation of both the Company's non-consolidated joint ventures and Visteon's core business (ex-Halla) together with the Company's cash and the public market value of Halla would result in a total valuation well in excess of the \$3.1 billion of total claims against the Company, leaving significant value for shareholders.³

The Ad Hoc Equity Committee is eager to learn more about the Company's motivations and processes by which it arrived at its valuations and reserves all rights to seek discovery on this issue and all issues.

Additionally, there are more optimal capital structures which preserve, create, and distribute value more fairly to all of the Company's stakeholders. Any such structure should reinstate the existing bank debt or provide the bank debtholders with a new note at the lowest interest rate the law allows, and we urge the Company to do so.

Based on the Ad Hoc Equity Committee's projected cash flows (and even using the Company's onerously conservative projections), Visteon has ample cash flows to support both this interest expense as well as annual contributions to its domestic pension plans. Furthermore, the Company will generate significant cash over the projection period to address future maturities. Therefore, the notion that Visteon must be free of long-term debt is an unreasonable view that directly robs equityholders of value resulting from the preservation of the Company's bank debt at an attractive interest rate. There are many comparable companies in the automotive sector, domestically and internationally, that have debt. Indeed, several of these comparable companies have emerged from bankruptcy with leverage and yet continue as important suppliers to Ford as well as to other Visteon customers.

The Company should also consider distributing shares of Halla to its guaranteed note holders. While the Ad Hoc Equity Committee believes there is great value to the Company's majority ownership in and control of Halla, the Ad Hoc Equity Committee also believes there is very little incremental value or strategic benefit from owning 70% of Halla, as opposed to owning 51%.

Finally, the Company should satisfy remaining unsecured bonds with a combination of cash and convertible preferred securities. Cash can come from either excess balance sheet cash, or a \$200 million rights offering.⁴ The convertible preferred securities should contain a

The Company improperly considers only "excess cash" as part of its valuation, and not "total cash". We are well advised by the Company that much of the Company's \$1.1 billion of cash is located overseas and not able to be repatriated without tax consequences and understand that dividends from the Company's affiliates which are not wholly-owned are uncertain. But neither of these facts allows the Company to simply ignore the value of these assets and hand them over to senior creditors at the expense of other stakeholders to whom it owes fiduciary obligations to preserve value.

While the Ad Hoc Equity Committee doesn't believe the Company needs additional liquidity, the Ad Hoc Equity Committee is willing to demonstrate its fundamental belief that the present Plan undervalues the Company by

Visteon Board March 25, 2010 Page 4

mandatory dividend payable in securities at the Company's option at an appropriate rate, be callable at the Company's option, and be convertible into common equity in certain circumstances. Such a structure would enable Visteon to reinstate its existing equity (subject, of course, to dilution for the rights offering, if necessary, a management incentive plan, and the convertible preferred securities described above). Designed properly, such a structure ought to preserve the value of the Company's significant net operating losses.

The Ad Hoc Equity Committee reserves its rights to seek termination of exclusivity to propose a plan and/or seek the appointment of an examiner to protect its interests, as well as all other rights granted by the Bankruptcy Code. The appointment of an examiner may be particularly appropriate given the wide gulf between the Company's prior projections and actual results, the limited changes made in the Plan, and the issues the Company's Plan raises as to whether the Company and its Board are carrying out their fiduciary duties.

Of course, the Ad Hoc Equity Committee's preference is to work collaboratively with the Board, management, and the Company's other stakeholders to ensure a consensual chapter 11 plan that treats all stakeholders fairly, and rewards management for improved performance. The shareholders are the Company's owners, and we trust the Board and management will act in accordance with the shareholders' best interests consistent with their fiduciary duty.

We look forward to your response.

Sincerely,	
/s/ Martin J. Bienenstock	
Martin J. Bienenstock	

MJB/ds

agreeing to participate in such a rights offering. The rights offering would be offered first to existing equity holders and then to unsecured claimholders if they would like to participate. To ensure full subscription, the members of the Ad Hoc Equity Committee will consider backstopping the rights offering, which would be subject to standard and customary conditions.