

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

**SCHEDULE 13D**  
**(Amendment No. 2)**

Under the Securities Exchange Act of 1934

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**Visteon Corporation**

(Name of Issuer)

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Common Stock, \$1.00 par value

(Title of Class of Securities)

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92839U107

(CUSIP Number)

Sandip S. Khosla, Esq.

Goldman, Sachs & Co.

200 West Street

New York, New York 10282-2188

(212) 902-1000

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

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June 25, 2010

(Date of Event which Requires Filing of this Statement)

If the Reporting 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. ☐

*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.

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).

(Continued on following pages)

(Page 1 of 6 Pages)

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1	NAMES OF REPORTING PERSONS The Goldman Sachs Group, Inc.		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP		(a) <input type="radio"/> (b) <input checked="" type="radio"/>
3	SEC USE ONLY		
4	SOURCE OF FUNDS AF		
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED    PURSUANT TO ITEM 2(d) or 2(e) <input type="radio"/>		
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER -0-	
	8	SHARED VOTING POWER 5,079,455	
	9	SOLE DISPOSITIVE POWER -0-	
	10	SHARED DISPOSITIVE POWER 5,079,455	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 5,079,455		
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		<input type="radio"/>
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11 3.90%		
14	TYPE OF REPORTING PERSON HC-CO		

1	NAMES OF REPORTING PERSONS Goldman, Sachs & Co.		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP		(a) <input type="radio"/> (b) <input checked="" type="radio"/>
3	SEC USE ONLY		
4	SOURCE OF FUNDS WC		
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)		<input checked="" type="radio"/>
6	CITIZENSHIP OR PLACE OF ORGANIZATION New York		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER -0-	
	8	SHARED VOTING POWER 5,079,455	
	9	SOLE DISPOSITIVE POWER -0-	
	10	SHARED DISPOSITIVE POWER 5,079,455	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 5,079,455		
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		<input type="radio"/>
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11 3.90%		
14	TYPE OF REPORTING PERSON BD-PN-IA		

This Amendment No. 2 supplements the information set forth in the Schedule 13D filed by the Reporting Persons (as defined therein) with the United States Securities and Exchange Commission on May 18, 2010 (the "Schedule 13D"), and amended by Amendment No. 1 on June 21, 2010 relating to the shares of Common Stock, par value \$1.00 per share of Visteon Corporation, a Delaware corporation ("Issuer"). Capitalized terms used herein and not otherwise defined have the meaning assigned to such terms in the Schedule 13D.

The information set forth in response to each separate Item below shall be deemed to be a response to all Items where such information is relevant. The Schedule 13D is hereby amended as follows:

**Item 5. Interest in Securities of the Issuer.**

Item 5(a) and (c) of the Schedule 13D are hereby amended as follows:

(a) As of June 25, 2010, Goldman Sachs may be deemed to have beneficially owned directly an aggregate of 5,079,455 shares of Common Stock acquired in ordinary course trading activities by Goldman Sachs, representing in the aggregate approximately 3.90% of the shares of Common Stock reported to be outstanding as of April 26, 2010 as disclosed in Company's most recent quarterly report on Form 10-Q for the period ended March 31, 2010 (the "10-Q").

As of June 25, 2010, GS Group may be deemed to have beneficially owned indirectly an aggregate of 5,079,455 shares of Common Stock beneficially owned directly by Goldman Sachs described above, representing in the aggregate approximately 3.90% of the shares of Common Stock reported to be outstanding as disclosed in Company's 10-Q.

In accordance with Securities and Exchange Commission Release No. 34-39538 (January 12, 1998) (the "Release"), this filing reflects the securities beneficially owned by certain operating units (collectively, the "Goldman Sachs Reporting Units") of GS Group and its subsidiaries and affiliates (collectively, "GSG"). This filing does not reflect securities, if any, beneficially owned by any operating units of GSG whose ownership of securities is disaggregated from that of the Goldman Sachs Reporting Units in accordance with the Release. The Goldman Sachs Reporting Units disclaim beneficial ownership of the securities beneficially owned by (i) any client accounts with respect to which the Goldman Sachs Reporting Units or their employees have voting or investment discretion, or both, and (ii) certain investment entities of which the Goldman Sachs Reporting Units acts as the general partner, managing general partner or other manager, to the extent interests in such entities are held by persons other than the Goldman Sachs Reporting Units.

None of the Reporting Persons or, to the knowledge of any of the Reporting Persons, any of the persons listed on Schedule I hereto may be deemed to have beneficially owned any shares of Common Stock as of June 25, 2010 other than as set forth herein.

The information set forth in Item 6 of this Schedule 13D as amended or supplemented is hereby incorporated herein by reference.

(c) No transactions in the Common Stock were effected by the Reporting Persons or, to the knowledge of any of the Reporting Persons, any of the persons listed on Schedule I hereto, during the period from June 19, 2010 to June 25, 2010.

**Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to the Securities of the Issuer.**

Item 6 of the Schedule 13D is hereby supplemented by adding the following at the end thereof:

On June 25, 2010, the Issuer and the Investors entered into the Second Amendment to the Equity Commitment Agreement, effective as of June 20, 2010. The Second Amendment to the Equity Commitment Agreement amends (i) Section 7.2(b) of the Equity Commitment Agreement to extend the date by which the Issuer has to use its commercially reasonable efforts to obtain an order approving a disclosure statement to July 2, 2010 and (ii) Section 10.1(c) of the Equity Commitment Agreement to extend the date by which certain Investors may terminate the Equity Commitment Agreement for failure to obtain such order to July 2, 2010. The above summary of the material terms of the Second Amendment to the Equity Commitment Agreement is qualified in its entirety by reference to the text of the Second Amendment to the Equity Commitment Agreement, a copy of which is attached hereto as Exhibit 1.

**Item 7. Exhibits.**

- |           |   |
|-----------|---|
| Exhibit 1 | Second Amendment to Equity Commitment Agreement, dated as of June 25, 2010, by and between Visteon Corporation and certain investors. |
| Exhibit 2 | Joint Filing Agreement, dated May 17, 2010, between The Goldman Sachs Group, Inc. and Goldman, Sachs & Co.                            |
| Exhibit 3 | Power of Attorney, dated October 6, 2008, relating to The Goldman Sachs Group, Inc.   |
| Exhibit 4 | Power of Attorney, dated October 6, 2008, relating to Goldman, Sachs & Co.  |

**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: June 29, 2010

THE GOLDMAN SACHS GROUP, INC.

By: /s/ Kevin P. Treanor  
Name: Kevin P. Treanor  
Title: Attorney-in-fact

GOLDMAN, SACHS & CO.

By: /s/ Kevin P. Treanor  
Name: Kevin P. Treanor  
Title: Attorney-in-fact

## SECOND AMENDMENT TO THE EQUITY COMMITMENT AGREEMENT

This Second Amendment (this "Amendment"), dated as of June 25, 2010 and effective as of June 20, 2010, is made and entered into by and among Visteon Corporation (as debtor-in-possession and a reorganized debtor, as applicable, the "Company") and the Investors whose signatures are set forth below (the "Amending Investors"). Capitalized terms used and not otherwise defined herein have the meanings set forth in the Equity Commitment Agreement (as defined below).

WHEREAS, the Company and the Amending Investors are parties to that certain Equity Commitment Agreement, dated as of May 6, 2010 (as amended by that certain First Amendment to the Equity Commitment Agreement, dated as of June 13, 2010, the "Equity Commitment Agreement");

WHEREAS, Section 11.7 of the Equity Commitment Agreement provides, among other things, that the Equity Commitment Agreement may be amended only in a writing signed by the Company and all of the Lead Investors, subject to the other provisions set forth in the Equity Commitment Agreement; and

WHEREAS, the Company and the Amending Investors wish to amend the Equity Commitment Agreement, and the Amending Investors include all of the Lead Investors;

NOW, THEREFORE, in consideration of the mutual covenants and agreements contained herein and in the Equity Commitment Agreement and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

A. Amendments to the Equity Commitment Agreement. The Equity Commitment Agreement is hereby amended as follows:

1. Section 7.2(b) - Milestone Date. Clause (iv) of Section 7.2(b) of the Equity Commitment Agreement shall be amended by deleting the phrase "June 20, 2010" and replacing it with the phrase "July 2, 2010".

2. Section 10.1(c) - Milestone Date. Clause (ii) of Section 10.1(c) of the Equity Commitment Agreement shall be amended by deleting the phrase "June 20, 2010" and replacing it with the phrase "July 2, 2010".

B. Miscellaneous. This Amendment and the Equity Commitment Agreement, together, contain the complete agreement among the parties hereto and thereto and supersede any prior understandings, agreements, letters of intent, or representations by or among such parties, written or oral, that may have related to the subject matter hereof in any way. Except as specifically amended hereby, the Equity Commitment Agreement, as amended hereby, shall remain in full force and effect. The terms and provisions of Sections 11.1 through 11.8 and 11.10 of the Equity Commitment Agreement are incorporated herein by reference as if set forth herein in their entirety and shall apply *mutatis mutandis* to this Amendment.

\* \* \* \* \*

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IN WITNESS WHEREOF, the parties have executed or caused this Amendment to be executed as of the date first written above.

VISTEON CORPORATION

By: /s/ Michael Sharnas  
Name: Michael Sharnas  
Title: General Counsel

*[Second Amendment to the Equity Commitment Agreement – Company Signature Page]*

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CQS CONVERTIBLE AND QUANTITATIVE  
STRATEGIES MASTER FUND LIMITED

By: /s/ Kevin Jones  
Name: Kevin Jones  
Title: Authorized Signatory

*[Second Amendment to the Equity Commitment Agreement – Lead Investor Signature Page]*

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CQS DIRECTIONAL OPPORTUNITIES  
MASTER FUND LIMITED

By: /s/ Kevin Jones  
Name: Kevin Jones  
Title: Authorized Signatory

*[Second Amendment to the Equity Commitment Agreement – Lead Investor Signature Page]*

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DEUTSCHE BANK SECURITIES INC.  
(Solely with Respect to the Distressed Products Group)

By: /s/ Ray Costa  
Name: Ray Costa  
Title: Managing Director

By: /s/ C. J. Lanktree  
Name: Charles J. Lanktree  
Title: Managing Director

*[Second Amendment to the Equity Commitment Agreement – Lead Investor Signature Page]*

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ELLIOTT INTERNATIONAL, L.P.

By: Elliott International Capital Advisors Inc., as Attorney-in-Fact

By: /s/ Elliot Greenberg  
Name: Elliot Greenberg  
Title: Vice President

*[Second Amendment to the Equity Commitment Agreement – Lead Investor Signature Page]*

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GOLDMAN, SACHS & CO.,  
solely with respect to the  
High Yield Distressed Investing Group

By: /s/ Justin Slatky  
Name: Justin Slatky  
Title: Managing Director

*[Second Amendment to the Equity Commitment Agreement – Lead Investor Signature Page]*

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KIVU INVESTMENT FUND LIMITED

By: /s/ Kevin Jones  
Name: Kevin Jones  
Title: Authorized Signatory

*[Second Amendment to the Equity Commitment Agreement – Lead Investor Signature Page]*

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MONARCH MASTER FUNDING LTD

By: MONARCH ALTERNATIVE CAPITAL LP, its investment advisor

By: /s/ Christopher Santana  
Name: Christopher Santana  
Title: Managing Principal

*[Second Amendment to the Equity Commitment Agreement – Lead Investor Signature Page]*

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OAK HILL ADVISORS, L.P., on behalf of  
certain private funds and separate accounts  
that it manages

By: /s/ Scott D. Krase  
Name: Scott D. Krase  
Title: Authorized Signatory

*[Second Amendment to the Equity Commitment Agreement – Lead Investor Signature Page]*

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SOLUS ALTERNATIVE ASSET MANAGEMENT LP,  
as investment advisor to its private funds

By: /s/ Chris Pucillo  
Name: Chris Pucillo  
Title: Authorized Signatory

*[Second Amendment to the Equity Commitment Agreement – Lead Investor Signature Page]*

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THE LIVERPOOL LIMITED PARTNERSHIP

By: Liverpool Associates, Ltd., as General Partner

By: /s/ Elliot Greenberg  
Name: Elliot Greenberg  
Title: Vice President

*[Second Amendment to the Equity Commitment Agreement – Lead Investor Signature Page]*

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ALDEN GLOBAL DISTRESSED OPPORTUNITIES FUND, L.P.

By: Alden Global Distressed Opportunities Fund GP, LLC, its general partner

By: /s/ Jim Puohg

Name: Jim Puohg

Title: Vice President

*[Second Amendment to the Equity Commitment Agreement – Co-Investor Signature Page]*

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ALLEN ARBITRAGE, L.P.

By: /s/ Aditya Khanna  
Name: Aditya Khanna  
Title: Vice President

*[Second Amendment to the Equity Commitment Agreement – Co-Investor Signature Page]*

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ALLEN ARBITRAGE OFFSHORE

By: s/ Aditya Khanna  
Name: Aditya Khanna  
Title: Vice President

*[Second Amendment to the Equity Commitment Agreement – Co-Investor Signature Page]*

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ARMORY MASTER FUND LTD.

By: Armory Advisors LLC, its Investment Manager

By: /s/ Jay Burnham  
Name: Jay Burnham  
Title: Manager

*[Second Amendment to the Equity Commitment Agreement – Co-Investor Signature Page]*

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CAPITAL VENTURES INTERNATIONAL

By: Susquehanna Advisors Group, Inc.,  
its authorized agent

By: /s/ Joel Greenberg  
Name: Joel Greenberg  
Title: Vice President

*[Second Amendment to the Equity Commitment Agreement – Co-Investor Signature Page]*

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CASPIAN CAPITAL PARTNERS, L.P.

By: Mariner Investment Group, as Investment Advisor

By: /s/ David Corleto  
Name: David Corleto  
Title: Principal

*[Second Amendment to the Equity Commitment Agreement – Co-Investor Signature Page]*

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CASPIAN SELECT CREDIT MASTER FUND, LTD

By: Mariner Investment Group, as Investment Advisor

By: /s/ David Corleto  
Name: David Corleto  
Title: Principal

*[Second Amendment to the Equity Commitment Agreement – Co-Investor Signature Page]*

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CITADEL SECURITIES LLC

By: /s/ Richard Correia  
Name: Richard Correia  
Title: COO

*[Second Amendment to the Equity Commitment Agreement – Co-Investor Signature Page]*

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CSS, LLC

By: /s/ Jerry White  
Name: Jerry White  
Title: Partner

*[Second Amendment to the Equity Commitment Agreement – Co-Investor Signature Page]*

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CUMBERLAND PARTNERS

By: CUMBERLAND GP LLC, its General Partner

By: /s/ Barry Konig  
Name: Barry Konig  
Title: Member

*[Second Amendment to the Equity Commitment Agreement – Co-Investor Signature Page]*

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CUMBERLAND BENCHMARKED PARTNERS, L.P.

By: CUMBERLAND BENCHMARKED GP LLC, its General Partner

By: /s/ Barry Konig  
Name: Barry Konig  
Title: Member

*[Second Amendment to the Equity Commitment Agreement – Co-Investor Signature Page]*

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LONGVIEW PARTNERS B, L.P.

By: LONGVIEW B GP LLC, its General Partner

By: /s/ Barry Konig  
Name: Barry Konig  
Title: Member

[ *Second Amendment to the Equity Commitment Agreement – Co-Investor Signature Page*]

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CUMBER INTERNATIONAL S.A.

By: CUMBERLAND ASSOCIATES LLC, as Investment Adviser

By: /s/ Barry Konig\_\_\_\_  
Name: Barry Konig  
Title: Member

CYRUS EUROPE MASTER FUND LTD.

By: Cyrus Capital Partners, L.P. as Investment Manager

By: /s/ Brennan J. McCaw  
Name: Brennan J. McCaw  
Title: CFO

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CYRUS SELECT OPPORTUNITIES MASTER FUND, LTD.

By: Cyrus Capital Partners, L.P. as Investment Manager

By: /s/ Brennan J. McCaw  
Name: Brennan J. McCaw  
Title: CFO

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CRESCENT 1 L.P.

By: Cyrus Capital Partners, L.P. as Investment Manager

By: /s/ Brennan J. McCaw  
Name: Brennan J. McCaw  
Title: CFO

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CRS FUND LTD.

By: Cyrus Capital Partners, L.P. as Investment Manager

By: /s/ Brennan J. McCaw  
Name: Brennan J. McCaw  
Title: CFO

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CYRUS OPPORTUNITIES MASTER FUND II, LTD.

By: Cyrus Capital Partners, L.P. as Investment Manager

By: /s/ Brennan J. McCaw  
Name: Brennan J. McCaw  
Title: CFO

< font style="DISPLAY: inline; FONT-SIZE: 10pt; FONT-FAMILY: Times New Roman">[Second Amendment to the Equity Commitment Agreement – Co-Investor Signature Page]

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By: /s/ Peter Sakon  
Name: Peter Sakon  
Title: VP

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MARINER LDC

By: Mariner Investment Group, as Investment Advisor

By: /s/ David Corleto  
Name: David Corleto  
Title: Principal

< font style="DISPLAY: inline; FONT-SIZE: 10pt; FONT-FAMILY: Times New Roman">[Second Amendment to the Equity Commitment Agreement – Co-Investor Signature Page]

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MARINER LDC

By: Riva Ridge Capital Management LP, as Investment Manager

By: Riva Ridge GP LLC, GP to the Investment Manager

By: /s/ Stephen Golden

Name: Stephen Golden

Title: Managing Member

< font style="DISPLAY: inline; FONT-SIZE: 10pt; FONT-FAMILY: Times New Roman">[Second Amendment to the Equity Commitment Agreement – Co-Investor Signature Page]

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MERCED PARTNERS LIMITED PARTNERSHIP

By: Global Capital Management, Inc., General Partner

By: /s/ Thomas G. Rock

Name: Thomas G. Rock

Title: Authorized Representative

< font style="DISPLAY: inline; FONT-SIZE: 10pt; FONT-FAMILY: Times New Roman">[Second Amendment to the Equity Commitment Agreement – Co-Investor Signature Page]

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MERCED PARTNERS II, L.P.

By: Lydiard Partners, L.P., General Partner

By: Tanglewood Capital Management, Inc.,

By: /s/ Thomas G. Rock

Name: Thomas G. Rock

Title: Authorized Representative

< font style="DISPLAY: inline; FONT-SIZE: 10pt; FONT-FAMILY: Times New Roman">[Second Amendment to the Equity Commitment Agreement – Co-Investor Signature Page]

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NEWFINANCE ALDEN SPV

By: Alden Global Capital, its Trading Advisor

By: /s/ Jim Puohg  
Name: Jim Puohg  
Title: VP

< font style="DISPLAY: inline; FONT-SIZE: 10pt; FONT-FAMILY: Times New Roman">[Second Amendment to the Equity Commitment Agreement – Co-Investor Signature Page]

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QVT FUND LP

By: QVT Associates GP LLC, its general partner

By: /s/ Nicholas Brumm  
Name: Nicholas Brumm  
Title: Managing Director

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QUINTESSENCE FUND L.P.

By: QVT Associates GP LLC, its general partner

By: /s/ Nicholas Brumm  
Name: Nicholas Brumm  
Title: Managing Director

< font style="DISPLAY: inline; FONT-SIZE: 10pt; FONT-FAMILY: Times New Roman">[Second Amendment to the Equity Commitment Agreement – Co-Investor Signature Page]

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RIVA RIDGE MASTER FUND, LTD

By: Riva Ridge Capital Management LP,  
as Investment Manager

By: Riva Ridge GP LLC, GP to the Investment Manager

By: //s/ Stephen Golden  
Name: Stephen Golden  
Title: Managing Director

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SENECA CAPITAL, L.P.

By: /s/ Mike Anastasio  
Name: Mike Anastasio  
Title: CFO

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SILVER POINT CAPITAL, L.P. on behalf of its  
affiliates and related funds

By: /s/ Michael Gatto  
Name: Michael Gatto  
Title: Authorized Person

< font style="DISPLAY: inline; FONT-SIZE: 10pt; FONT-FAMILY: Times New Roman">[Second Amendment to the Equity Commitment Agreement – Co-Investor Signature Page]

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SPECTRUM INVESTMENT PARTNERS, L.P.

By: Spectrum Group Management LLC, its general partner

By: /s/ Jeffrey A. Schaffer  
Name: Jeffrey A. Schaffer  
Title: Managing Member

< font style="DISPLAY: inline; FONT-SIZE: 10pt; FONT-FAMILY: Times New Roman">[Second Amendment to the Equity Commitment Agreement – Co-Investor Signature Page]

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SIPI MASTER LTD.

By: Spectrum Investment Management LLC,

By: /s/ Jeffrey A. Schaffer  
Name: Jeffrey A. Schaffer  
Title: Managing Member

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STARK CRITERION MASTER FUND LTD.

By: Stark Criterion Management LLC

By: /s/ Donald T. Bobbs  
Name: Donald T. Bobbs  
Title: Authorized Signatory

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THE SEAPORT GROUP LLC PROFIT SHARING PLAN

By: Armory Advisors LLC, its Investment Advisor

By: /s/ Jay Burnham  
Name: Jay Burnham  
Title: Manager

< font style="DISPLAY: inline; FONT-SIZE: 10pt; FONT-FAMILY: Times New Roman">[Second Amendment to the Equity Commitment Agreement – Co-Investor Signature Page]

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UBS Securities LLC

By: /s/ Daniel S. Frommer  
Name: Daniel S. Frommer  
Title: Managing Director

UBS Securities LLC

By: /s/ Jeffrey Teach  
Name: Jeffrey Teach  
Title: MD

< font style="DISPLAY: inline; FONT-SIZE: 10pt; FONT-FAMILY: Times New Roman">[Second Amendment to the Equity Commitment Agreement – Co-Investor Signature Page]

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VENOR CAPITAL MASTER FUND LTD.

By: /s/ Michael Wartell  
Name: Michael Wartell  
Title: Authorized Signatory

< font style="DISPLAY: inline; FONT-SIZE: 10pt; FONT-FAMILY: Times New Roman">[Second Amendment to the Equity Commitment Agreement – Co-Investor Signature Page]

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WHITEBOX CREDIT ARBITRAGE PARTNERS, L.P.

By: Whitebox Credit Arbitrage Advisors, LLC, its General Partner

By: Whitebox Advisors, LLC, its Managing Member

By: /s/ Jonathan Wood  
Name: Jonathan Wood  
Title: COO

Formerly:

WHITEBOX HEDGED HIGH YIELD PARTNERS, L.P.

By: Whitebox Hedged High Yield Advisors, LLC, its General Partner

By: Whitebox Advisors, LLC, its Managing Member

WHITEBOX MULTI STRATEGY PARTNERS, L.P.

By: Whitebox Multi-Strategy Advisors, LLC, its General Partner

By: Whitebox Advisors, LLC, its Managing Member

By: /s/ Jonathan Wood  
Name: Jonathan Wood  
Title: COO

Formerly:

WHITEBOX COMBINED PARTNERS, L.P.

By: Whitebox Combined Advisors, LLC, its General Partner

By: Whitebox Advisors, LLC, its Managing Member





## JOINT FILING AGREEMENT

In accordance with Rule 13d-1(k)(1) promulgated under the Securities Exchange Act of 1934, the undersigned agree to the joint filing of a Statement on Schedule 13D (including any and all amendments thereto) with respect to the Common Stock, par value \$1.00 per share, of Visteon Corporation and further agree to the filing of this agreement as an Exhibit thereto. In addition, each party to this Agreement expressly authorizes each other party to this Agreement to file on its behalf any and all amendments to such Statement on Schedule 13D.

Dated: May 17, 2010

THE GOLDMAN SACHS GROUP, INC.

By: /s/ Yvette Kotic  
Name: Yvette Kotic  
Title: Attorney-in-fact

GOLDMAN, SACHS & CO.

By: /s/ Yvette Kotic  
Name: Yvette Kotic  
Title: Attorney-in-fact

## POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that THE GOLDMAN SACHS GROUP, INC. (the “Company”) does hereby make, constitute and appoint each of Bruce A. Albert, Andrea DeMar, Yvette Kotic, Rachel Parrish, Kevin P. Treanor, Michael T. Seeley and Anthony DeRose, (and any other employee of The Goldman Sachs Group, Inc. or one of its affiliates designated in writing by one of the attorneys-in-fact), acting individually, its true and lawful attorney, to execute and deliver in its name and on its behalf whether the Company is acting individually or as representative of others, any and all filings required to be made by the Company under the Securities Exchange Act of 1934, (as amended, the “Act”), with respect to securities which may be deemed to be beneficially owned by the Company under the Act, giving and granting unto each said attorney-in-fact power and authority to act in the premises as fully and to all intents and purposes as the Company might or could do if personally present by one of its authorized signatories, hereby ratifying and confirming all that said attorney-in-fact shall lawfully do or cause to be done by virtue hereof.

THIS POWER OF ATTORNEY shall remain in full force and effect until either revoked in writing by the undersigned or until such time as the person or persons to whom power of attorney has been hereby granted cease(s) to be an employee of The Goldman Sachs Group, Inc. or one of its affiliates.

IN WITNESS WHEREOF, the undersigned has duly subscribed these presents as of October 6, 2008.

THE GOLDMAN SACHS GROUP, INC.

By: /s/Gregory K. Palm  
Name: Gregory K. Palm  
Title: Executive Vice President and General Counsel

## POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that GOLDMAN, SACHS & CO. (the “Company”) does hereby make, constitute and appoint each of Bruce A. Albert, Andrea DeMar, Yvette Kotic, Rachel Parrish, Kevin P. Treanor, Michael T. Seeley and Anthony DeRose, (and any other employee of The Goldman Sachs Group, Inc. or one of its affiliates designated in writing by one of the attorneys-in-fact), acting individually, its true and lawful attorney, to execute and deliver in its name and on its behalf whether the Company is acting individually or as representative of others, any and all filings required to be made by the Company under the Securities Exchange Act of 1934, (as amended, the “Act”), with respect to securities which may be deemed to be beneficially owned by the Company under the Act, giving and granting unto each said attorney-in-fact power and authority to act in the premises as fully and to all intents and purposes as the Company might or could do if personally present by one of its authorized signatories, hereby ratifying and confirming all that said attorney-in-fact shall lawfully do or cause to be done by virtue hereof.

THIS POWER OF ATTORNEY shall remain in full force and effect until either revoked in writing by the undersigned or until such time as the person or persons to whom power of attorney has been hereby granted cease(s) to be an employee of The Goldman Sachs Group, Inc. or one of its affiliates.

IN WITNESS WHEREOF, the undersigned has duly subscribed these presents as of October 6, 2008.

GOLDMAN, SACHS & CO.

By: /s/Gregory K. Palm  
Name: Gregory K. Palm  
Title: Managing Director

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