# 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. 2)\*

# **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)

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Dewey & LeBoeuf LLP
1301 Avenue of the Americas
New York, NY 10019
(212) 259-8000

April 29, 2010

(Date of Event which Requires Filing of this Statement)

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*).

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)

<sup>\*</sup> 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.

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CUSIP No.	92839U107	Page 2	of	43 Pages

1			EPORTING PERSONS oner Partners			
2	CHECK  (a) ☑ (b) o	THE A	APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)			
3	SEC US	E ONL	Y			
4	SOURCE OF FUNDS (SEE INSTRUCTIONS) WC					
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)					
6	CITIZEI New Yor		OR PLACE OF ORGANIZATION			
NUM	BER OF	7	SOLE VOTING POWER 0			
BENEF	ARES ICIALLY IED BY	8	SHARED VOTING POWER 577,500			
REPC	ACH DRTING RSON	9	SOLE DISPOSITIVE POWER 0			
W	TTH	10	SHARED DISPOSITIVE POWER 577,500			
11	AGGRE 577,500		AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
12	CHECK o	IF TH	E AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)			
13	PERCEN 0.44%1	NT OF	CLASS REPRESENTED BY AMOUNT IN ROW (11)			
14	TYPE O	F REP	ORTING PERSON (SEE INSTRUCTIONS)			

<sup>&</sup>lt;sup>1</sup> Based on 130,320,880 shares of Common Stock outstanding as of April 26, 2010, as reported by Visteon Corporation in its Quarterly Report on Form 10-Q, filed with the Securities and Exchange Commission on April 30, 2010.

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CUSIP No. [	92839U107	Page 3	of	43 Pages

1	NAMES	OF RI	EPORTING PERSONS					
•	Davidson Kempner Institutional Partners, L.P.							
	CHECK	THE A	APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)					
2								
_	(a) ☑ (b) o							
	SEC US	E ONL	Y					
3								
	SOURC	E OF F	UNDS (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	D 1							
	Delawar	e	SOLE VOTING POWER					
		7	SOLE VOTING FOWER					
NUMI	BER OF	-	0					
	ARES	0	SHARED VOTING POWER					
	ICIALLY ED BY	8	1,212,750					
	ACH	_	SOLE DISPOSITIVE POWER					
	RTING RSON	9	0					
	ITH		SHARED DISPOSITIVE POWER					
		<b>10</b>	4.040.770					
	ACCRE	CATE	1,212,750 AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON					
11	AGGRE	GAIL	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON					
	1,212,75	50						
12	CHECK	IF TH	E AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)					
14	0							
10	PERCE	NT OF	CLASS REPRESENTED BY AMOUNT IN ROW (11)					
13	0.93%1							
		F REP	ORTING PERSON (SEE INSTRUCTIONS)					
14	DNI							

<sup>&</sup>lt;sup>1</sup> Based on 130,320,880 shares of Common Stock outstanding as of April 26, 2010, as reported by Visteon Corporation in its Quarterly Report on Form 10-Q, filed with the Securities and Exchange Commission on April 30, 2010.

CUSIP No.	92839U107	Page	4	of	43 Pages

1	M.H. Da		& Co.			
2	CHECK  (a) ☑ (b) o	THE A	APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)			
3	SEC US	E ONL	Y			
4	SOURCE OF FUNDS (SEE INSTRUCTIONS)  WC					
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)					
6	CITIZE		OR PLACE OF ORGANIZATION			
NUM	BER OF	7	SOLE VOTING POWER 0			
BENEF	ARES ICIALLY IED BY	8	SHARED VOTING POWER  103,945			
REPO	ACH ORTING RSON	9	SOLE DISPOSITIVE POWER 0			
W	ITH	10	SHARED DISPOSITIVE POWER 103,945			
11	AGGRE 103,945		AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
12	CHECK o	IF TH	E AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)			
13	PERCEI 0.08%1	NT OF	CLASS REPRESENTED BY AMOUNT IN ROW (11)			
14	TYPE C	F REP	ORTING PERSON (SEE INSTRUCTIONS)			

<sup>&</sup>lt;sup>1</sup> Based on 130,320,880 shares of Common Stock outstanding as of April 26, 2010, as reported by Visteon Corporation in its Quarterly Report on Form 10-Q, filed with the Securities and Exchange Commission on April 30, 2010.

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CUSIP No. [	92839U107	Page	5	of	43 Pages

1	NAMES	OF RI	EPORTING PERSONS					
1	Davidso	n Kem <sub>l</sub>	oner International, Ltd.					
	CHECK	THE A	APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)					
2	(a) 🗹							
	(b) o							
3	SEC US	E ONL	Ý					
	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								
		NSHIP	OR PLACE OF ORGANIZATION					
6	British V	Jirgin Is	elands					
	Diffish		SOLE VOTING POWER					
NUM	DED OF	7						
	BER OF ARES		0 SHARED VOTING POWER					
	ICIALLY	8	SHAKED VOTING TOWER					
	ED BY		1,351,350					
	ACH ORTING	9	SOLE DISPOSITIVE POWER					
	RSON	)	0					
W	TTH	10	SHARED DISPOSITIVE POWER					
		10	1,351,350					
44	AGGRE	GATE	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON					
11	1,351,35	50						
40	CHECK	IF TH	E AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)					
12	0							
		NT OF	CLASS REPRESENTED BY AMOUNT IN ROW (11)					
13	1.04%1							
	<b>†</b>	F REP	ORTING PERSON (SEE INSTRUCTIONS)					
14	CO							
	1 ( ( )							

<sup>&</sup>lt;sup>1</sup> Based on 130,320,880 shares of Common Stock outstanding as of April 26, 2010, as reported by Visteon Corporation in its Quarterly Report on Form 10-Q, filed with the Securities and Exchange Commission on April 30, 2010.

CUSIP No.	92839U107	Page 6	of	43 Pages

1			EPORTING PERSONS pner Distressed Opportunities Fund LP			
2	CHECK  (a) ☑ (b) o	THE A	APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)			
3	SEC US	E ONL	Y			
4	SOURCE OF FUNDS (SEE INSTRUCTIONS)  WC					
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)					
6	CITIZEI Delawar		OR PLACE OF ORGANIZATION			
NUM	BER OF	7	SOLE VOTING POWER 0			
BENEF	ARES ICIALLY IED BY	8	SHARED VOTING POWER 2,644,952			
REPO	ACH ORTING RSON	9	SOLE DISPOSITIVE POWER  0			
W	TTH	10	SHARED DISPOSITIVE POWER 2,644,952			
11	AGGRE 2,644,95		AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
12	CHECK o	IF TH	E AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)			
13	PERCEN 2.03%1	NT OF	CLASS REPRESENTED BY AMOUNT IN ROW (11)			
14	TYPE O	F REP	ORTING PERSON (SEE INSTRUCTIONS)			

<sup>&</sup>lt;sup>1</sup> Based on 130,320,880 shares of Common Stock outstanding as of April 26, 2010, as reported by Visteon Corporation in its Quarterly Report on Form 10-Q, filed with the Securities and Exchange Commission on April 30, 2010.

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CUSIP No. [	92839U107	Page 7	of	43 Pages

1	NAMES	NAMES OF REPORTING PERSONS						
_	Davidso	n Kem <sub>j</sub>	oner Distressed Opportunities International Ltd.					
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)							
2								
_	(a) ☑ (b) o							
		SEC USE ONLY						
3								
_	SOURC	E OF F	UNDS (SEE INSTRUCTIONS)					
4	WC	W.C.						
		IF DIS	SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)					
5	_							
	O CITIZE	NSHIP	OR PLACE OF ORGANIZATION					
6								
	Cayman	Island						
		7	SOLE VOTING POWER					
NUMI	BER OF	,	0					
SHA	ARES		SHARED VOTING POWER					
	ICIALLY ED BY	8	5,659,503					
	ACH		SOLE DISPOSITIVE POWER					
	RTING	9						
	RSON		0 SHARED DISPOSITIVE POWER					
VV.	ITH	10	SHARED DISPOSITIVE POWER					
	T		5,659,503					
11	AGGRE	GATE	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON					
11	5,659,50	5,659,503						
40	CHECK	IF TH	E AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)					
12	0							
		NT OF	CLASS REPRESENTED BY AMOUNT IN ROW (11)					
13	A 2 A 0 / 1							
	4.34%1 TYPE O	E BED	ORTING PERSON (SEE INSTRUCTIONS)					
14	111110	, INEF	SKIII OI EKOON (OLE INOIKOONO)					
1	CO							

<sup>&</sup>lt;sup>1</sup> Based on 130,320,880 shares of Common Stock outstanding as of April 26, 2010, as reported by Visteon Corporation in its Quarterly Report on Form 10-Q, filed with the Securities and Exchange Commission on April 30, 2010.

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CUSIP No.	92839U107	Page 8	of	43 Pages

1	NAMES OF REPORTING PERSONS  MHD Management Co.							
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)  (a) □							
	(b) o							
3	SEC USE ONLY							
_	SOURC	E OF F	UNDS (SEE INSTRUCTIONS)					
4	AF							
		IF DIS	CLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)					
5	orizor.	11 210	020001E 01 2201E 110 0222 11 00 10 112 QUILLE 1 01001E 1 1 0 112110 2 (a) 0112(c)					
	0							
6	CITIZEI	NSHIP	OR PLACE OF ORGANIZATION					
	New Yo	rk						
		_	SOLE VOTING POWER					
NUM	BER OF	7	0					
	ARES		SHARED VOTING POWER					
BENEF	ICIALLY	_						
	ED BY		577,500					
I	ACH ORTING	9	SOLE DISPOSITIVE POWER					
	RSON		0					
W	TTH	4.0	SHARED DISPOSITIVE POWER					
		<b>10</b>	577,500					
	AGGRE	GATE	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON					
11								
		577,500						
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)							
	0 DEDCE	NT OF	CLASS REPRESENTED BY AMOUNT IN ROW (11)					
13	FERCE	VI OI	CLASS REFRESENTED BT AMOUNT IN ROW (11)					
	0.44%1							
14	TYPE O	F REP	ORTING PERSON (SEE INSTRUCTIONS)					
14	PN							

<sup>&</sup>lt;sup>1</sup> Based on 130,320,880 shares of Common Stock outstanding as of April 26, 2010, as reported by Visteon Corporation in its Quarterly Report on Form 10-Q, filed with the Securities and Exchange Commission on April 30, 2010.

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CUSIP No.	92839U107	Page 9	of	43 Pages

1	NAMES	NAMES OF REPORTING PERSONS						
_	MHD M	lanagen	nent Co. GP, L.L.C.					
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)							
2								
	(a) ☑ (b) o							
	SEC US	SEC USE ONLY						
3								
	SOURC	E OF F	UNDS (SEE INSTRUCTIONS)					
4	AF							
		IF DIS	SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)					
5	_							
	O CITIZE	NSHIP	OR PLACE OF ORGANIZATION					
6								
	Delawar	e	COLE MOTIVIC POLITIC					
		7	SOLE VOTING POWER					
NUMI	BER OF	,	0					
	ARES	8	SHARED VOTING POWER					
	ICIALLY ED BY		577,500					
EA	ACH		SOLE DISPOSITIVE POWER					
	RTING RSON	9	0					
	ITH		SHARED DISPOSITIVE POWER					
		<b>10</b>						
	ACCRE	C ATTE	577,500					
11	AGGRE	GAIL	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON					
	- ,	577,500						
12	CHECK	IF TH	E AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)					
12	0							
10	PERCE	NT OF	CLASS REPRESENTED BY AMOUNT IN ROW (11)					
13	0.44%1							
4 -		F REP	ORTING PERSON (SEE INSTRUCTIONS)					
14	00							

<sup>&</sup>lt;sup>1</sup> Based on 130,320,880 shares of Common Stock outstanding as of April 26, 2010, as reported by Visteon Corporation in its Quarterly Report on Form 10-Q, filed with the Securities and Exchange Commission on April 30, 2010.

**13** 

14

0.08%1

CUSIP No.	92839U107

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 **SHARES** SHARED VOTING POWER BENEFICIALLY OWNED BY 103,945 **EACH** SOLE DISPOSITIVE POWER 9 REPORTING **PERSON** WITH SHARED DISPOSITIVE POWER 10 103,945 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 11 103,945 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) **12** 

of 43 Pages

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

<sup>&</sup>lt;sup>1</sup> Based on 130,320,880 shares of Common Stock outstanding as of April 26, 2010, as reported by Visteon Corporation in its Quarterly Report on Form 10-Q, filed with the Securities and Exchange Commission on April 30, 2010.

CUSIP No.	92839U107	Page	11	of	43 Pages

1	NAMES OF REPORTING PERSONS						
1	Davidso	Davidson Kempner Advisers Inc.					
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)						
2	(a) ☑						
	(a) E (b) o						
3	SEC US	E ONL	Y				
	SOURC	E OF F	UNDS (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	New Yo	rk					
		_	SOLE VOTING POWER				
NUMI	BER OF	7					
	ARES		SHARED VOTING POWER				
	ICIALLY ED BY	8	1,212,750				
EA	СH	•	SOLE DISPOSITIVE POWER				
	RTING RSON	9	0				
	ITH	4.0	SHARED DISPOSITIVE POWER				
		<b>10</b>	1,212,750				
4.4	AGGRE	GATE	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
11	1,212,75	1,212,750					
40			E AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)				
12	0						
10	PERCE	NT OF	CLASS REPRESENTED BY AMOUNT IN ROW (11)				
13	0.93%1						
1.4	TYPE C	F REP	ORTING PERSON (SEE INSTRUCTIONS)				
14							

<sup>&</sup>lt;sup>1</sup> Based on 130,320,880 shares of Common Stock outstanding as of April 26, 2010, as reported by Visteon Corporation in its Quarterly Report on Form 10-Q, filed with the Securities and Exchange Commission on April 30, 2010.

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CUSIP No.	92839U107

1			EPORTING PERSONS oner International Advisors, L.L.C.			
2	CHECK  (a) ☑  (b) o	THE A	APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)			
3	SEC US	E ONL	Y			
4	SOURC	E OF F	UNDS (SEE INSTRUCTIONS)			
5	CHECK o	IF DIS	SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)			
6	CITIZENSHIP OR PLACE OF ORGANIZATION  Delaware					
NUMBER OF		7	SOLE VOTING POWER 0			
BENEF	ARES ICIALLY ED BY	8	SHARED VOTING POWER  1,351,350			
REPO	CH RTING SON	9	SOLE DISPOSITIVE POWER  0			
W	ITH	10	SHARED DISPOSITIVE POWER  1,351,350			
11			AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
12	1,351,350  CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)  o					
13	PERCEN	VT OF	CLASS REPRESENTED BY AMOUNT IN ROW (11)			
	TYPE O	F REP	ORTING PERSON (SEE INSTRUCTIONS)			

<sup>&</sup>lt;sup>1</sup> Based on 130,320,880 shares of Common Stock outstanding as of April 26, 2010, as reported by Visteon Corporation in its Quarterly Report on Form 10-Q, filed with the Securities and Exchange Commission on April 30, 2010.

CUSIP No.	92839U107	Page 13	of	43 Pages

1	NAMES OF REPORTING PERSONS							
1	DK Gro	up LLC						
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)							
2								
_	<ul><li>(a) ☑</li><li>(b) o</li></ul>							
		SEC USE ONLY						
3								
	SOURC	E OF F	UNDS (SEE INSTRUCTIONS)					
4	AF							
		IF DIS	SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)					
5	GILGI	11 210						
	0							
6	CITIZE	NSHIP	OR PLACE OF ORGANIZATION					
	Delawar	e						
		7	SOLE VOTING POWER					
NUMI	BER OF	/	0					
SHA	ARES	_	SHARED VOTING POWER					
	ICIALLY ED BY	8	2,644,952					
	ACH		SOLE DISPOSITIVE POWER					
REPO	RTING	9						
	RSON							
W	ITH	10	SHARED DISPOSITIVE POWER					
			2,644,952					
11	AGGRE	GATE	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON					
11	2,644,95	2,644,952						
4.0	CHECK	IF TH	E AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)					
12	0							
		NT OF	CLASS REPRESENTED BY AMOUNT IN ROW (11)					
<b>13</b>	2.020/1							
	2.03%1	EDED	ORTING PERSON (SEE INSTRUCTIONS)					
14	TIPEU	T KEP	SKIING I EKOON (SEE INSTRUCTIONS)					
	00							

<sup>&</sup>lt;sup>1</sup> Based on 130,320,880 shares of Common Stock outstanding as of April 26, 2010, as reported by Visteon Corporation in its Quarterly Report on Form 10-Q, filed with the Securities and Exchange Commission on April 30, 2010.

CUSIP No.	92839U107	Page 14	of 43 Page

1	NAMES	OF RI	EPORTING PERSONS		
1	DK Mar	ageme	nt Partners LP		
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)				
2	(a) <b></b> ✓				
	(b) o				
3	SEC US	E ONL	Y		
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				
	CITIZE	NSHIP	OR PLACE OF ORGANIZATION		
6	Delawar	e			
			SOLE VOTING POWER		
NII IMI	BER OF	7			
	ARES		SHARED VOTING POWER		
BENEF	ICIALLY	8			
	ED BY		5,659,503		
	ACH PRTING	9	SOLE DISPOSITIVE POWER		
	RSON		0		
W	ITH	10	SHARED DISPOSITIVE POWER		
		10	5,659,503		
44	AGGRE	GATE	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
11	5,659,50	)3			
40	CHECK	IF TH	E AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)		
12	0				
4.0	PERCEI	NT OF	CLASS REPRESENTED BY AMOUNT IN ROW (11)		
13	4.34%1				
		F REP	ORTING PERSON (SEE INSTRUCTIONS)		
14					

<sup>&</sup>lt;sup>1</sup> Based on 130,320,880 shares of Common Stock outstanding as of April 26, 2010, as reported by Visteon Corporation in its Quarterly Report on Form 10-Q, filed with the Securities and Exchange Commission on April 30, 2010.

CUSIP No.	92839U107	Page 15	of	43 Pages

1	NAMES	OF RI	EPORTING PERSONS
_	DK Still	water (	GP LLC
	CHECK	THE A	APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)
2			
	(a)		
	SEC US	E ONL	Y
3			
	SOURC	E OF F	UNDS (SEE INSTRUCTIONS)
4	AF		
		IF DIS	SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)
5	0		
		NSHIP	OR PLACE OF ORGANIZATION
6	D.L.		
	Delawar	e	SOLE VOTING POWER
		7	SOLE VOTING POWER
NUMI	BER OF		0
	ARES	0	SHARED VOTING POWER
	ICIALLY ED BY	8	5,659,503
	ACH	_	SOLE DISPOSITIVE POWER
	RTING RSON	9	0
	ITH		SHARED DISPOSITIVE POWER
		<b>10</b>	T 070 700
	ACCRE	CATE	5,659,503
11	AGGRE	GAIL	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
	5,659,50	)3	
12	CHECK	IF TH	E AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)
14	0		
10	PERCE	NT OF	CLASS REPRESENTED BY AMOUNT IN ROW (11)
13	4.34%1		
4 -		F REP	ORTING PERSON (SEE INSTRUCTIONS)
14			

<sup>&</sup>lt;sup>1</sup> Based on 130,320,880 shares of Common Stock outstanding as of April 26, 2010, as reported by Visteon Corporation in its Quarterly Report on Form 10-Q, filed with the Securities and Exchange Commission on April 30, 2010.

		·		
CUSIP No.	92839U107	Page 16	of	43 Pages

1		NAMES OF REPORTING PERSONS  Thomas L. Kempner, Jr.				
2	CHECK  (a) ☑ (b) o	THE A	APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)			
3	SEC US	E ONL	Y			
4	SOURC	E OF F	UNDS (SEE INSTRUCTIONS)			
5	CHECK o	. IF DIS	CLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)			
6			OR PLACE OF ORGANIZATION  f America			
NUMBER OF SOLE VOTING POWER  0						
BENEF	ARES ICIALLY IED BY	8	SHARED VOTING POWER 11,550,000			
EACH REPORTING 9 PERSON		9	SOLE DISPOSITIVE POWER  0			
W	ITH	10	SHARED DISPOSITIVE POWER 11,550,000			
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  11,550,000					
12	CHECK o	. IF TH	E AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)			
13	PERCE! 8.86%1	NT OF	CLASS REPRESENTED BY AMOUNT IN ROW (11)			
14	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)					

<sup>&</sup>lt;sup>1</sup> Based on 130,320,880 shares of Common Stock outstanding as of April 26, 2010, as reported by Visteon Corporation in its Quarterly Report on Form 10-Q, filed with the Securities and Exchange Commission on April 30, 2010.

CUSIP No.	92839U107	Page	17	of	43 Pages

1	NAMES	OF RI	EPORTING PERSONS
_	Stephen	M. Do	wicz
	CHECK	THE A	APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)
2	(a) [7]		
	(a)		
	SEC US	E ONL	Y
3			
	SOURC	E OF F	UNDS (SEE INSTRUCTIONS)
4	AF		
		IF DIS	CLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)
5	_		
	o CITIZE	NSHIP	OR PLACE OF ORGANIZATION
6	TT 1. 16		
	United S	states of	f America
		7	SOLE VOTING POWER
NUMI	BER OF	,	0
	ARES		SHARED VOTING POWER
	ICIALLY	Y 8	
OWN	ED BY		11,550,000
	ACH	0	SOLE DISPOSITIVE POWER
	RTING RSON	9	0
	ITH		SHARED DISPOSITIVE POWER
		<b>10</b>	
	I		11,550,000
11	AGGRE	GATE	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
11	11,550,0	000	
10	CHECK	IF TH	E AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)
12	0		
	PERCE	NT OF	CLASS REPRESENTED BY AMOUNT IN ROW (11)
13	8.86%1		
		F RFP	ORTING PERSON (SEE INSTRUCTIONS)
14	11111	, ILLI	Sitting Little (CDD Intelligence)
	IN		

<sup>&</sup>lt;sup>1</sup> Based on 130,320,880 shares of Common Stock outstanding as of April 26, 2010, as reported by Visteon Corporation in its Quarterly Report on Form 10-Q, filed with the Securities and Exchange Commission on April 30, 2010.

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CUSIP No.	92839U107	Page 18	of	43 Pages

	NAMEC	OEDI	EPORTING PERSONS
1	NAMES	OF KI	PORTING PERSONS
_	Scott E.	Davids	on
	CHECK	THE A	APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)
2			
_	(a) ☑		
	(b) o		
2	SEC US	E ONL	Y
3			
	SOLIDO	E OE E	UNDS (SEE INSTRUCTIONS)
4	SOURC	E OF F	UNDS (SEE INSTRUCTIONS)
<b>-</b>	AF		
		IF DIS	SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)
5			<u></u>
	0		
	CITIZE	NSHIP	OR PLACE OF ORGANIZATION
6			
	United S	States o	f America
		-	SOLE VOTING POWER
	DED OF	7	
	BER OF		0
	ARES	0	SHARED VOTING POWER
l .	ICIALLY ED BY	_	11,550,000
	ACH		SOLE DISPOSITIVE POWER
l .	RTING	9	SOLE DISPOSITIVE POWER
l .	RSON	•	0
W	ITH		SHARED DISPOSITIVE POWER
		<b>10</b>	
			11,550,000
	AGGRE	GATE	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
11			
	11,550,0		
4.0	CHECK	IF TH	E AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)
12			
	0		
13	PERCEI	NT OF	CLASS REPRESENTED BY AMOUNT IN ROW (11)
13	8.86%1		
		E BED	ORTING PERSON (SEE INSTRUCTIONS)
14	111110	ı KEP	SKILIO I EKOON (SEE INSTRUCTIONS)
**	IN		

<sup>&</sup>lt;sup>1</sup> Based on 130,320,880 shares of Common Stock outstanding as of April 26, 2010, as reported by Visteon Corporation in its Quarterly Report on Form 10-Q, filed with the Securities and Exchange Commission on April 30, 2010.

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CUSIP No.	92839U107	Page	19	of	43 Pages

	NIANTEC	OFPI	TRODUING BEDGONG
1	NAMES	OF RI	EPORTING PERSONS
	Timothy	I. Lev	art
	CHECK	THE A	APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)
2			
_	(a) ☑		
	(b) o		
0	SEC US	E ONL	Y
3			
	COLIDO	E OE E	LINDS (CEE INCEDITIONS)
4	SOURC	E OF F	UNDS (SEE INSTRUCTIONS)
4	AF		
		IE DIS	CLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)
5	CILCI	ii Dic	CEDSONE OF ELGINE PROCEEDINGS IS REQUIRED FORSONIVE FOR TEMS 2(d) OR 2(c)
	0		
	CITIZE	NSHIP	OR PLACE OF ORGANIZATION
6			
	United S	States o	America and the United Kingdom
		_	SOLE VOTING POWER
		7	
NUMI	BER OF		0
	ARES	•	SHARED VOTING POWER
l .	ICIALLY	8	44 550 000
	ED BY		11,550,000
I .	ACH	9	SOLE DISPOSITIVE POWER
l .	RTING RSON	9	0
	ITH		SHARED DISPOSITIVE POWER
VV	11П	10	SHARED DISPOSITIVE POWER
		10	11,550,000
	AGGRE	GATE	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
11	1100112	.0.112	
	11,550,0	000	
	CHECK	IF TH	E AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)
12			
	0		
4.5	PERCE	NT OF	CLASS REPRESENTED BY AMOUNT IN ROW (11)
<b>13</b>			
	8.86%1		
1 4	TYPE C	F REP	ORTING PERSON (SEE INSTRUCTIONS)
14	IN		

<sup>&</sup>lt;sup>1</sup> Based on 130,320,880 shares of Common Stock outstanding as of April 26, 2010, as reported by Visteon Corporation in its Quarterly Report on Form 10-Q, filed with the Securities and Exchange Commission on April 30, 2010.

CUSIP No.	92839U107	Page	20	of	43 Pages

	NAMES OF REPORTING PERSONS					
1						
	Robert J. Brivio, Jr.					
	CHECK	THE A	APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)			
2						
_	(a) ☑ (b) o					
	SEC US	E ONI	Y			
3	SEC CO	L OILL	•			
1	SOURC	E OF F	UNDS (SEE INSTRUCTIONS)			
4	AF					
		IF DIS	CLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)			
5						
	0	NCLIID	OD DI A CE OF OD CANIZATION			
6	CITIZE	NSHIP	OR PLACE OF ORGANIZATION			
	United S	States o	f America			
		_	SOLE VOTING POWER			
NILIMI	BER OF	7	0			
	ARES		SHARED VOTING POWER			
	ICIALLY	8				
OWN	ED BY		11,550,000			
l .	ACH	9	SOLE DISPOSITIVE POWER			
l .	RTING RSON	9	0			
	ITH		SHARED DISPOSITIVE POWER			
		<b>10</b>				
	4 C C D E	- ATT	11,550,000			
11	AGGRE	GATE	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
	11,550,0	000				
4.0	CHECK	IF TH	E AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)			
12	0					
		NT OF	CLASS REPRESENTED BY AMOUNT IN ROW (11)			
<b>13</b>		01				
	8.86%1					
11	TYPE C	F REP	ORTING PERSON (SEE INSTRUCTIONS)			
14						

<sup>&</sup>lt;sup>1</sup> Based on 130,320,880 shares of Common Stock outstanding as of April 26, 2010, as reported by Visteon Corporation in its Quarterly Report on Form 10-Q, filed with the Securities and Exchange Commission on April 30, 2010.

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CUSIP No.	92839U107	Page	21	of	43 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		
_	SOURC	E OF F	UNDS (SEE INSTRUCTIONS)		
4	AF				
		IF DIS	CLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)		
5	0				
		NSHIP	OR PLACE OF ORGANIZATION		
6	11.27.40	24 - 4			
	United S	states of	f America SOLE VOTING POWER		
		7			
	BER OF		0		
	ARES ICIALLY	8	SHARED VOTING POWER		
l .	ED BY	•	11,550,000		
	CH	0	SOLE DISPOSITIVE POWER		
l .	RTING SON	9	0		
W	ITH		SHARED DISPOSITIVE POWER		
		<b>10</b>	11,550,000		
	AGGRE	GATE	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
11					
	11,550,0		E AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)		
12		. 11 111	E AGGREGATE AMOUNT IN NOW (11) EACEODES CERTAIN STIARES (SEE INSTRUCTIONS)		
	0				
13	PERCE	NT OF	CLASS REPRESENTED BY AMOUNT IN ROW (11)		
	8.86%1				
1.4	TYPE O	F REP	ORTING PERSON (SEE INSTRUCTIONS)		
14					

<sup>&</sup>lt;sup>1</sup> Based on 130,320,880 shares of Common Stock outstanding as of April 26, 2010, as reported by Visteon Corporation in its Quarterly Report on Form 10-Q, filed with the Securities and Exchange Commission on April 30, 2010.

CUSIP No.	9283911107

1	NAMES OF REPORTING PERSONS  Anthony A. Yoseloff							
			APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)					
2	(a) ☑	111111	IT NOT WITH DON'T A WILLIAM OF A GROOT (GED INSTRUCTIONS)					
	(b) o							
2	SEC US	E ONL	Y					
3								
4	SOURC	E OF F	UNDS (SEE INSTRUCTIONS)					
7	AF							
_	CHECK	IF DIS	SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)					
5	0							
	CITIZENSHIP OR PLACE OF ORGANIZATION							
6	United States of America							
			SOLE VOTING POWER					
NUME	BER OF	7	0					
	ARES	0	SHARED VOTING POWER					
	ICIALLY ED BY	8	11,550,000					
	CH	•	SOLE DISPOSITIVE POWER					
	RTING SON	9	0					
W	ITH		SHARED DISPOSITIVE POWER					
		10	11,550,000					
	AGGRE	GATE	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON					
11	11,550,0	.00						
			E AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)					
12	0							
		NT OF	CLASS REPRESENTED BY AMOUNT IN ROW (11)					
<b>13</b>								
	გ.გი‰1		8 86%1					

of 43 Pages

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

**14** 

IN

<sup>&</sup>lt;sup>1</sup> Based on 130,320,880 shares of Common Stock outstanding as of April 26, 2010, as reported by Visteon Corporation in its Quarterly Report on Form 10-Q, filed with the Securities and Exchange Commission on April 30, 2010.

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CUSIP No.	92839U107	Page	23	of	43 Pages

1	NAMES OF REPORTING PERSONS  Avram Z. Friedman					
	CHECK	THE A	APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)			
2	(a) 🗹					
	(b) o SEC US	E ONI				
3	SEC US	E ONL	ı			
	SOURC	E OF F	UNDS (SEE INSTRUCTIONS)			
4	AF					
		IF DIS	SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)			
5	CILCI	11 1510				
	0					
6	CITIZE	NSHIP	OR PLACE OF ORGANIZATION			
U	United S	States o	f America			
		_	SOLE VOTING POWER			
NILIMI	BER OF	7	0			
	ARES		SHARED VOTING POWER			
	ICIALLY	8				
	ED BY		11,550,000			
	ACH RTING	9	SOLE DISPOSITIVE POWER			
	RSON	9	0			
W	ITH		SHARED DISPOSITIVE POWER			
		<b>10</b>	11 550 000			
	AGGRE	GATE	11,550,000 AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
11	HOOKE	OTTL	AMOUNT BENEFICIALLY OWNED BY ENGINEERON TEROON			
		11,550,000				
12	CHECK	IF TH	E AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)			
14	0					
	PERCE	NT OF	CLASS REPRESENTED BY AMOUNT IN ROW (11)			
13	0.000/1					
	8.86%1 TYPE C	)F RFD	ORTING PERSON (SEE INSTRUCTIONS)			
14	111110	· I ILLI	SKILL OF ELGOT (SEE INSTRUCTIONS)			
	IN					

<sup>&</sup>lt;sup>1</sup> Based on 130,320,880 shares of Common Stock outstanding as of April 26, 2010, as reported by Visteon Corporation in its Quarterly Report on Form 10-Q, filed with the Securities and Exchange Commission on April 30, 2010.

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CUSIP No.	92839U107	Page	24	of	43 Pages

1	NAMES	OF RI	EPORTING PERSONS			
1	Conor Bastable					
	CHECK	THE A	APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)			
2	(a) 🗹					
	(b) o					
3	SEC US	E ONL	Y			
_	SOURC	E OF F	UNDS (SEE INSTRUCTIONS)			
4	AF					
		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 C	'tatas a	f America			
	Officed 5	otates of	SOLE VOTING POWER			
		7				
	BER OF					
SHA BENEF	ARES ICIALLY	8	SHARED VOTING POWER			
l .	ED BY		11,550,000			
l .	CH	9	SOLE DISPOSITIVE POWER			
l .	RTING SON	9	0			
W	ITH		SHARED DISPOSITIVE POWER			
		<b>10</b>	11,550,000			
	AGGRE	GATE	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
11						
	11,550,0		E AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)			
12	CHECK	IF ITI	E AGGREGATE AMOUNT IN ROW (11) EACLODES CERTAIN SHARES (SEE INSTRUCTIONS)			
	0					
13	PERCEI	NT OF	CLASS REPRESENTED BY AMOUNT IN ROW (11)			
10	8.86%1					
1.4	TYPE C	F REP	ORTING PERSON (SEE INSTRUCTIONS)			
14						

<sup>&</sup>lt;sup>1</sup> Based on 130,320,880 shares of Common Stock outstanding as of April 26, 2010, as reported by Visteon Corporation in its Quarterly Report on Form 10-Q, filed with the Securities and Exchange Commission on April 30, 2010.

CUSIP No.	92839U107	Page 25	of	43 Pages

1	NAMES OF REPORTING PERSONS  Brigade Capital Management, LLC				
2	CHECK  (a) ☑ (b) o	THE A	APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)		
3	SEC US	E ONL	Y		
4	SOURC	E OF F	UNDS (SEE INSTRUCTIONS)		
5	CHECK o	IF DIS	SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)		
6	CITIZENSHIP OR PLACE OF ORGANIZATION  Delaware				
NUMBER OF SOLE VOTING POWER  0					
BENEF	ARES ICIALLY ED BY	8	SHARED VOTING POWER  3,350,000		
REPO	ACH ORTING RSON	9	SOLE DISPOSITIVE POWER 0		
W	TITH  10 SHARED DISPOSITIVE POWER  3,350,000		SHARED DISPOSITIVE POWER 3,350,000		
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  3,350,000				
12	CHECK o	. IF TH	E AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)		
13	PERCEN 2.57%1	NT OF	CLASS REPRESENTED BY AMOUNT IN ROW (11)		
14	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)				

<sup>&</sup>lt;sup>1</sup> Based on 130,320,880 shares of Common Stock outstanding as of April 26, 2010, as reported by Visteon Corporation in its Quarterly Report on Form 10-Q, filed with the Securities and Exchange Commission on April 30, 2010.

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CUSIP No.	92839U107	Page 26	of	43 Pages

1	NAMES OF REPORTING PERSONS							
•	Brigade Leveraged Capital Structures Fund Ltd.							
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)							
2	(a) ☑							
	(a) & (b) o							
2	SEC US	E ONL	Y					
3								
	SOURC	E OF F	UNDS (SEE INSTRUCTIONS)					
4	WC							
		IF DIS	SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)					
5	0							
		NSHIP	OR PLACE OF ORGANIZATION					
6	C	T-1 J						
	Cayman	Islands	SOLE VOTING POWER					
		7	JOLE VOINGTOWER					
NUMI	BER OF		0					
	ARES	0	SHARED VOTING POWER					
	ICIALLY ED BY	8	3,350,000					
	СH		SOLE DISPOSITIVE POWER					
	RTING RSON	9	0					
	ITH		SHARED DISPOSITIVE POWER					
		<b>10</b>	2 250 000					
	ACCDE	CATE	3,350,000 AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON					
11	AGGRE	JOAIL	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING LEASON					
		3,350,000						
12	CHECK	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)						
14	0							
10	PERCE	NT OF	CLASS REPRESENTED BY AMOUNT IN ROW (11)					
13	2.57%1							
4.	TYPE C	F REP	ORTING PERSON (SEE INSTRUCTIONS)					
14	CO							

<sup>&</sup>lt;sup>1</sup> Based on 130,320,880 shares of Common Stock outstanding as of April 26, 2010, as reported by Visteon Corporation in its Quarterly Report on Form 10-Q, filed with the Securities and Exchange Commission on April 30, 2010.

CUSIP No.	92839U107

1	NAMES	OF RI	EPORTING PERSONS					
1	Donald E. Morgan, III							
	CHECK	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)						
2	(a)							
3	SEC US	E ONL	Y					
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							
	CITIZEI	CITIZENSHIP OR PLACE OF ORGANIZATION						
6	United S	United States of America						
		_	SOLE VOTING POWER					
NUME	BER OF	7	0					
	ARES	_	SHARED VOTING POWER					
	ICIALLY ED BY	8	3,350,000					
EA	СH		SOLE DISPOSITIVE POWER					
	RTING SON	9	0					
	ITH		SHARED DISPOSITIVE POWER					
		10	3,350,000					
	AGGRE	GATE	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON					
11	3,350,00	00						
4.5			E AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)					
12	0							
4.5		NT OF	CLASS REPRESENTED BY AMOUNT IN ROW (11)					
13	2.57%1							
4.4		TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)						
· / /								

<sup>&</sup>lt;sup>1</sup> Based on 130,320,880 shares of Common Stock outstanding as of April 26, 2010, as reported by Visteon Corporation in its Quarterly Report on Form 10-Q, filed with the Securities and Exchange Commission on April 30, 2010.

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CUSIP No.	92839U107	Page 28	of	43 Pages

1	NAMES OF REPORTING PERSONS  Plainfield Asset Management LLC							
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)  (a) ☑ (b) o							
3	SEC US	E ONL	Y					
4	SOURC	E OF F	UNDS (SEE INSTRUCTIONS)					
5	CHECK o	IF DIS	CLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)					
6	CITIZEI Delawar		OR PLACE OF ORGANIZATION					
NUMBER OF		7	SOLE VOTING POWER 0					
BENEF	ARES ICIALLY ED BY	8	SHARED VOTING POWER  1,402,500					
REPO	ACH ORTING RSON	9	SOLE DISPOSITIVE POWER 0					
W	ITH	10	SHARED DISPOSITIVE POWER 1,402,500					
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  1,402,500							
12	CHECK o	. IF TH	E AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)					
13	PERCEN	NT OF	CLASS REPRESENTED BY AMOUNT IN ROW (11)					
14	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)							

<sup>&</sup>lt;sup>1</sup> Based on 130,320,880 shares of Common Stock outstanding as of April 26, 2010, as reported by Visteon Corporation in its Quarterly Report on Form 10-Q, filed with the Securities and Exchange Commission on April 30, 2010.

CUSIP No.	92839U107	Page	29	of	43 Pages

1	NAMES OF REPORTING PERSONS						
_	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				
_	SOURC	E OF F	UNDS (SEE INSTRUCTIONS)				
4	00						
		IF DIS	SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)				
5	0						
		NSHIP	OR PLACE OF ORGANIZATION				
6	G	T.1 J.					
	Cayman	Islands	SOLE VOTING POWER				
		7	SOLE VOINGTOWER				
NUMI	BER OF		0				
	ARES	8	SHARED VOTING POWER				
l .	ICIALLY ED BY	0	225,625				
	ACH	•	SOLE DISPOSITIVE POWER				
	RTING RSON	9	0				
	ITH		SHARED DISPOSITIVE POWER				
		<b>10</b>					
	ACCDE	CATE	225,625 AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
11	AGGRE	GAIL	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
	225,625	225,625					
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)						
14	0	0					
10	PERCEI	NT OF	CLASS REPRESENTED BY AMOUNT IN ROW (11)				
13	0.17%1						
		F REP	ORTING PERSON (SEE INSTRUCTIONS)				
14							

<sup>&</sup>lt;sup>1</sup> Based on 130,320,880 shares of Common Stock outstanding as of April 26, 2010, as reported by Visteon Corporation in its Quarterly Report on Form 10-Q, filed with the Securities and Exchange Commission on April 30, 2010.

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CUSIP No.	92839U107	Page	30	of	43 Pages
110.	320330107	Tuge [	50	01	-51 agcs

1	NAMES OF REPORTING PERSONS						
_	Plainfield Liquid Strategies 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				
_	SOURC	E OF F	UNDS (SEE INSTRUCTIONS)				
4	00						
_	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	Cayman	Islands					
SOLE VOTING POWER							
NII IN II	BER OF	7	0				
	ARES		SHARED VOTING POWER				
BENEF	ICIALLY	8					
	ED BY		45,125				
	ACH PRTING	9	SOLE DISPOSITIVE POWER				
	RSON	)	0				
W	ITH	10	SHARED DISPOSITIVE POWER				
		10	45,125				
44	AGGRE	GATE	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
11	45,125						
40	CHECK	IF TH	E AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)				
12	0						
		NT OF	CLASS REPRESENTED BY AMOUNT IN ROW (11)				
13	0.03%1						
		F REP	ORTING PERSON (SEE INSTRUCTIONS)				
14							

<sup>&</sup>lt;sup>1</sup> Based on 130,320,880 shares of Common Stock outstanding as of April 26, 2010, as reported by Visteon Corporation in its Quarterly Report on Form 10-Q, filed with the Securities and Exchange Commission on April 30, 2010.

**14** 

CUSIP No.	92839U107

1	NAMES	OF RI	EPORTING PERSONS				
1	Plainfield Special Situations Master Fund II Limited						
	CHECK	THE A	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	00						
5	CHECK	IF DIS	SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)				
3	0						
•	CITIZENSHIP OR PLACE OF ORGANIZATION						
6	Cayman	Cayman Islands					
'		-	SOLE VOTING POWER				
NUME	BER OF	7					
SHA	ARES		SHARED VOTING POWER				
	CIALLY ED BY	8	1,131,750				
	.CH		SOLE DISPOSITIVE POWER				
	RTING SON	9	0				
	TH		SHARED DISPOSITIVE POWER				
		<b>10</b>					
	AGGRE	GATE	1,131,750 AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
11		AGGREGATE AMOUNT DENETICIALLY OWNED BY EACH REPORTING PERSON					
		1,131,750					
12	CHECK	IF IT	E AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)				
	0						
13	PERCE	NT OF	CLASS REPRESENTED BY AMOUNT IN ROW (11)				
	0.87%1						
	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)						

<sup>&</sup>lt;sup>1</sup> Based on 130,320,880 shares of Common Stock outstanding as of April 26, 2010, as reported by Visteon Corporation in its Quarterly Report on Form 10-Q, filed with the Securities and Exchange Commission on April 30, 2010.

				_	
CUSIP No.	92839U107	Page	32	of	43 Pages

1	NAMES	OF RI	EPORTING PERSONS		
_	Max Holmes				
	CHECK	THE A	APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)		
2	(a) <b></b> ✓				
	(b) o				
3	SEC US	E ONL	Y		
4	SOURC	E OF F	TUNDS (SEE INSTRUCTIONS)		
4	00				
_	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	United S	States of	f America		
			SOLE VOTING POWER		
NITIMI	BER OF	7			
	ARES		SHARED VOTING POWER		
	ICIALLY	8			
	ED BY CH		1,402,500 SOLE DISPOSITIVE POWER		
	RTING	9	SOLE DISPOSITIVE FOWER		
	RSON		0		
W.	ITH	10	SHARED DISPOSITIVE POWER		
			1,402,500		
11	AGGRE	GATE	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
11	<b>1</b> ,402,500				
12	CHECK	IF TH	E AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)		
12	0				
40	PERCE	NT OF	CLASS REPRESENTED BY AMOUNT IN ROW (11)		
13	1.08%1	1.08%1			
		F REP	ORTING PERSON (SEE INSTRUCTIONS)		
14	IN				
1	11.4				

CUSIP No. 92839U107 Page 33 of 43 Pages

<sup>&</sup>lt;sup>1</sup> Based on 130,320,880 shares of Common Stock outstanding as of April 26, 2010, as reported by Visteon Corporation in its Quarterly Report on Form 10-Q, filed with the Securities and Exchange Commission on April 30, 2010.

# TABLE OF CONTENTS

Item 5. Interest in Securities of the Issuer
Item 7. Material to be Filed as Exhibits
Signature

This Amendment No. 2 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") and as amended by Amendment No. 1 on March 25, 2010, relating to the shares of Common Stock, \$1.00 par value, of Visteon Corporation, a Delaware corporation (the "Issuer"). Capitalized terms used herein without definition shall have the meaning assigned to such terms in the Schedule 13D.

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

Item 5 is hereby amended and restated in its entirety as follows:

The aggregate number of Shares to which this Schedule 13D relates is 16,302,500, representing 12.51% of the 130,320,880 Shares outstanding as reported in the Issuer's Quarterly Report on Form 10-Q filed with the SEC on April 30, 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**

				-	
CUSIP No.	92839U107	Page	34	of	43 Pages

- (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.
  - (e) Not applicable.

#### Item 7. Material to be Filed as Exhibits.

Appendix B: Transactions Effected During the Past 60 Days.

CUSIP No. 92839U107

Page

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43 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.

May 5, 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 Page 36 of 43 Pages

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: <u>/s/ Thomas L.</u> Kempner, Jr.

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

CUSIP No. 92839U107 Page 37 of 43 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

CUSIP No. 92839U107 Page 38 of 43 Pages

# 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

CUSIP No. 92839U107 Page 39

BRIGADE CAPITAL MANAGEMENT, LLC

By: /s/ Donald E. Morgan, III
Name: Donald E. Morgan, III
Title: Managing Member

BRIGADE LEVERAGED CAPITAL STRUCTURES FUND

of 43 Pages

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
		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\*

<sup>\*</sup> 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.

CUSIP No. 92839U107

Page [

41

of 43 Pages

#### 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
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
04/29/10	47,587	1.65
04/29/10	2,358	1.65

# DAVIDSON KEMPNER DISTRESSED OPPORTUNITIES FUND LP

Date of Trade	Shares Purchased (Sold)	Price per Share
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
04/01/10	54,615	1.589
04/01/10	27,307	1.563
04/29/10	1,143,829	1.65
04/29/10	57,201	1.65

#### DAVIDSON KEMPNER DISTRESSED OPPORTUNITIES INTERNATIONAL LTD.

Date of Trade	Shares Purchased (Sold)	Price per Share
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
04/01/10	91,363	1.589
04/01/10	45,682	1.563
04/29/10	2,448,040	1.65
04/29/10	122,418	1.65

# DAVIDSON KEMPNER INTERNATIONAL, LTD.

Date of Trade	Shares Purchased (Sold)	Price per Share
03/01/10	12,870	\$ 0.3863
03/01/10	209,430	0.7701
03/01/10	11,700	0.7000

P No. 92839U107		Page 42 of 43 Pa
Date of Trade	Shares Purchased (Sold)	Price per Share
03/03/10	117,000	0.5147
04/01/10	23,237	1.589
04/01/10	11,619	1.563
04/29/10	585,234	1.65
04/29/10	29,260	1.65
DSON KEMPNER INSTITUTIONA	AL PARTNERS, L.P.	
Date of Trade	Shares Purchased (Sold)	Price per Share
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
04/01/10	20,854	1.589
04/01/10	10,427	1.563
04/29/10	525,210	1.65
04/29/10	26,259	1.65
Date of Trade 03/01/10	Shares Purchased (Sold) 5 500	Price per Share \$ 0.3863
03/01/10	5,500	
03/01/10	89,500	0.7701
03/01/10	5,000	0.7000
03/03/10	50,000	0.5147
	9,931	1.589
04/01/10	4.005	1 500
04/01/10	4,965	1.563
04/01/10 04/29/10	250,100	1.65
04/01/10 04/29/10 04/29/10	250,100 12,504	
04/01/10 04/29/10 04/29/10 ADE LEVERAGED CAPITAL STR	250,100 12,504	1.65
04/01/10 04/29/10 04/29/10 ADE LEVERAGED CAPITAL STR Date of Trade	250,100 12,504 RUCTURES FUND LTD. Shares Purchased (Sold)	1.65 1.65 Price per Share
04/01/10 04/29/10 04/29/10 ADE LEVERAGED CAPITAL STR Date of Trade 03/02/10	250,100 12,504 RUCTURES FUND LTD.  Shares Purchased (Sold) 276,000	1.65 1.65 Price per Share \$0.51471959
04/01/10 04/29/10 04/29/10 ADE LEVERAGED CAPITAL STR Date of Trade 03/02/10 03/03/10	250,100 12,504 RUCTURES FUND LTD.  Shares Purchased (Sold)  276,000 1,224,000	1.65 1.65 Price per Share \$0.51471959 0.52093174
04/01/10 04/29/10 04/29/10 ADE LEVERAGED CAPITAL STR Date of Trade 03/02/10 03/03/10 03/03/10	250,100 12,504 RUCTURES FUND LTD.  Shares Purchased (Sold)  276,000  1,224,000  500,000	1.65 1.65 Price per Share \$0.51471959 0.52093174 0.55
04/01/10 04/29/10 04/29/10 ADE LEVERAGED CAPITAL STR Date of Trade 03/02/10 03/03/10 03/03/10 03/05/10	250,100 12,504 RUCTURES FUND LTD.  Shares Purchased (Sold)  276,000 1,224,000 500,000 500,000	1.65 1.65 Price per Share \$0.51471959 0.52093174 0.55 0.9076
04/01/10 04/29/10 04/29/10 ADE LEVERAGED CAPITAL STR Date of Trade 03/02/10 03/03/10 03/03/10 03/05/10 03/08/10	250,100 12,504 RUCTURES FUND LTD.  Shares Purchased (Sold)  276,000 1,224,000 500,000 500,000 100,000	1.65 1.65 Price per Share \$0.51471959 0.52093174 0.55 0.9076 0.7477
04/01/10 04/29/10 04/29/10 ADE LEVERAGED CAPITAL STR Date of Trade 03/02/10 03/03/10 03/03/10 03/05/10 03/08/10 03/16/10	250,100 12,504 RUCTURES FUND LTD.  Shares Purchased (Sold)  276,000 1,224,000 500,000 500,000 100,000 500,000	1.65 1.65 Price per Share \$0.51471959 0.52093174 0.55 0.9076 0.7477 0.570
04/01/10 04/29/10 04/29/10 ADE LEVERAGED CAPITAL STR Date of Trade 03/02/10 03/03/10 03/03/10 03/05/10 03/08/10	250,100 12,504 RUCTURES FUND LTD.  Shares Purchased (Sold)  276,000 1,224,000 500,000 500,000 100,000	1.65 1.65 Price per Share \$0.51471959 0.52093174 0.55 0.9076 0.7477
04/01/10 04/29/10 04/29/10 ADE LEVERAGED CAPITAL STR Date of Trade 03/02/10 03/03/10 03/03/10 03/05/10 03/08/10 03/16/10	250,100 12,504  RUCTURES FUND LTD.  Shares Purchased (Sold)  276,000 1,224,000 500,000 500,000 100,000 500,000 500,000 250,000	1.65 1.65 Price per Share \$0.51471959 0.52093174 0.55 0.9076 0.7477 0.570
04/01/10 04/29/10 04/29/10 ADE LEVERAGED CAPITAL STR Date of Trade 03/02/10 03/03/10 03/03/10 03/05/10 03/08/10 03/16/10	250,100 12,504  RUCTURES FUND LTD.  Shares Purchased (Sold)  276,000 1,224,000 500,000 500,000 100,000 500,000 500,000 250,000	1.65 1.65  Price per Share \$0.51471959 0.52093174 0.55 0.9076 0.7477 0.570 0.549
04/01/10 04/29/10 04/29/10  ADE LEVERAGED CAPITAL STR  Date of Trade 03/02/10 03/03/10 03/03/10 03/05/10 03/08/10 03/16/10 03/16/10 03/16/10  NFIELD OC MASTER FUND LIMIT	250,100 12,504  RUCTURES FUND LTD.  Shares Purchased (Sold)  276,000 1,224,000 500,000 500,000 100,000 500,000 500,000 250,000	1.65 1.65 Price per Share \$0.51471959 0.52093174 0.55 0.9076 0.7477 0.570

CUSIP No. 92839U107 Page 43 of 43 Pages

# PLAINFIELD LIQUID STRATEGIES MASTER FUND LIMITED

Date of Trade	Shares Purchased (Sold)	Price per Share
03/04/10	10,000	\$ 0.77
03/19/10	125	0.72

# PLAINFIELD SPECIAL SITUATIONS MASTER FUND II LIMITED

Date of Trade	Shares Purchased (Sold)	Price per Share
03/04/10	140,000	\$ 0.77
03/19/10	1,750	0.72
04/30/10	500,000	1.84