SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20540

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. 4)*

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

July 15, 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)

^{*} 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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1	NAMES	OF RI	EPORTING PERSONS					
_	Davidso	Davidson Kempner Partners						
	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	TUNDS (SEE INSTRUCTIONS)					
4	WC							
	WC CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)							
5								
	0 CITIZENSHIP OR PLACE OF ORGANIZATION							
6	New Yo	els						
	New 10	IK	SOLE VOTING POWER					
		7						
	BER OF		0					
	ARES ICIALLY	8	SHARED VOTING POWER					
	ED BY		577,500					
	ACH PRTING	9	SOLE DISPOSITIVE POWER					
	RSON	9	0					
W	ITH	10	SHARED DISPOSITIVE POWER					
		10	577,500					
44	AGGRE	GATE	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON					
11	577,500							
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	0.44%1							
		F REP	ORTING PERSON (SEE INSTRUCTIONS)					
14	DNI							
1	ואטו							

¹ 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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1			EPORTING PERSONS oner Institutional Partners, L.P.			
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 1,212,750			
REPC	ACH ORTING RSON	9	SOLE DISPOSITIVE POWER 0			
W	TTH	10	SHARED DISPOSITIVE POWER 1,212,750			
11	AGGRE 1,212,75		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 0.93%1	NT OF	CLASS REPRESENTED BY AMOUNT IN ROW (11)			
14	TYPE O	F REP	ORTING PERSON (SEE INSTRUCTIONS)			

¹ 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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1	NAMES M.H. Da		EPORTING PERSONS & 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	CITIZEI New Yor		OR PLACE OF ORGANIZATION			
NUM	BER OF	7	SOLE VOTING POWER 0			
BENEF	ARES ICIALLY IED BY	8	SHARED VOTING POWER 103,945			
REPC	ACH ORTING RSON	9	SOLE DISPOSITIVE POWER 0			
W	TTH	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	PERCEN 0.08%1	NT OF	CLASS REPRESENTED BY AMOUNT IN ROW (11)			
14	TYPE O	F REP	ORTING PERSON (SEE INSTRUCTIONS)			

¹ 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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1	NAMES	OF RI	EPORTING PERSONS			
•	Davidson Kempner International, Ltd.					
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 IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)					
6	CITIZEI British V		OR PLACE OF ORGANIZATION slands			
NUME	BER OF	7	SOLE VOTING POWER 0			
BENEF	ARES ICIALLY ED BY	8	SHARED VOTING POWER 1,351,350			
REPO	ACH RTING ASON	9	SOLE DISPOSITIVE POWER 0			
W	ITH	10	SHARED DISPOSITIVE POWER 1,351,350			
11	AGGRE 1,351,35		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 1.04% ¹	NT OF	CLASS REPRESENTED BY AMOUNT IN ROW (11)			
14	TYPE O	F REP	ORTING PERSON (SEE INSTRUCTIONS)	_		

¹ 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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4	NAMES	OF RI	EPORTING PERSONS			
1	Davidson Kempner Distressed Opportunities Fund LP					
	CHECK	THE A	APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)			
2	(a)					
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	†		OR PLACE OF ORGANIZATION			
	Belawar		SOLE VOTING POWER			
NUM	BER OF	7	0			
	ARES		SHARED VOTING POWER			
	ICIALLY ED BY	8	2,644,952			
REPC	ACH ORTING RSON	9	SOLE DISPOSITIVE POWER 0			
W	ITH	10	SHARED DISPOSITIVE POWER 2,644,952			
11	AGGRE	GATE	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
11	2,644,95	52				
12	CHECK o	IF TH	E AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)			
10	PERCE	NT OF	CLASS REPRESENTED BY AMOUNT IN ROW (11)			
13	2.03%1					
1.4	TYPE O	F REP	ORTING PERSON (SEE INSTRUCTIONS)			
14	PN					

¹ 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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1	NAMES	OF RI	EPORTING PERSONS						
_	Davidso	n Kem _j	oner Distressed Opportunities International Ltd.						
	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								
		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)3							
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								

¹ 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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1	NAMES OF REPORTING PERSONS MHD Management Co.								
2	CHECK (a) ☑	THE A	APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)						
	(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	02 00 01 22 01 11 10 02 22 11 10 12 12 12 10 10 11 11 10 11 21 10 10 11 2 (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	8							
	ED BY		577,500						
I	ACH ORTING	9	SOLE DISPOSITIVE POWER						
	RSON		0						
W	TTH	4.0	SHARED DISPOSITIVE POWER						
		10	577,500						
	AGGRE	GATE	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON						
11									
	577,500		TA CODE CATE ANOTHER WIDOU (44) EVICE VIDES CEDTAIN OVA DES (CED INSTRUCTIONS)						
12		IF IH.	E 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 BY AMOUNT IN ROW (11)						
	0.44%1								
14	TYPE O	F REP	ORTING PERSON (SEE INSTRUCTIONS)						
14	PN								

¹ 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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1	NAMES OF REPORTING PERSONS MHD Management Co. GP, 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	SOURCE OF FUNDS (SEE INSTRUCTIONS) AF							
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)							
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware							
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 OF REPORTING PERSON (SEE INSTRUCTIONS)								

¹ 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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1	NAMES	OF RI	EPORTING PERSONS				
_	M.H. Da	vidson	& Co. GP, L.L.C.				
	CHECK	THE A	APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)				
2	(a)						
	(a) w (b) o						
SEC USE ONLY							
3							
4	SOURC	E OF F	TUNDS (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				
NIIMI	BER OF	7	0				
	ARES		SHARED VOTING POWER				
	ICIALLY	_	100.045				
	ED BY ACH		103,945 SOLE DISPOSITIVE POWER				
REPO	RTING	9					
	RSON		0				
Į vv	ITH	10	SHARED DISPOSITIVE POWER				
			103,945				
11	AGGRE	GATE	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
	103,945						
12	CHECK	IF TH	E AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)				
14	0						
13	PERCE	NT OF	CLASS REPRESENTED BY AMOUNT IN ROW (11)				
13	0.08%1						
1.4	TYPE C	F REP	ORTING PERSON (SEE INSTRUCTIONS)				
14							

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CUSIP No.	92839U107	Page	11	of	47 Pages

1	NAMES	OF RI	EPORTING PERSONS						
1	Davidso	n Kem _l	oner Advisers Inc.						
	CHECK	THE A	APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)						
2	(a) ☑								
	(a) w (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	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		SHARED DISPOSITIVE POWER						
		10	1,212,750						
4.4	AGGRE	GATE	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON						
11	1,212,75	50							
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									

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CUSIP No.	92839U107

1	NAMES OF REPORTING PERSONS Davidson Kempner International Advisors, L.L.C.							
2	CHECK (a) ☑ (b) o	THE A	APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)					
3	SEC USE ONLY							
4	SOURCE OF FUNDS (SEE INSTRUCTIONS) AF							
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)							
6	CITIZEI Delawar		OR PLACE OF ORGANIZATION					
NUME	BER 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	AGGRE 1,351,35		AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON					
12	CHECK o	IF THI	E AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)					
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 1.04%1							

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TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

14

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¹ 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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1	NAMES	OF RI	EPORTING PERSONS						
1	DK Group LLC								
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)								
2									
_	(a) ☑ (b) o								
2	SEC US	E ONL	Y						
3									
4	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	Delawar	e							
	l	_	SOLE VOTING POWER						
NUMI	BER OF	7	0						
	ARES		SHARED VOTING POWER						
	ICIALLY ED BY	8	2,644,952						
	ACH		SOLE DISPOSITIVE POWER						
	RTING RSON	9	0						
	ITH		SHARED DISPOSITIVE POWER						
		10	2.644.052						
	AGGRE	GATE	2,644,952 AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON						
11									
		2,644,952 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)							
12	GILCI		271GGLEGITE 7111GGIVI IIV NGVV (11) EXCELEDES CERTINIVOIRINES (SEE INSTINGCTIONS)						
	0 DEDCE	NT OF	CLASS REPRESENTED BY AMOUNT IN ROW (11)						
13		VI OI	CLASS REFRESENTED BY AMOUNT IN NOW (11)						
	2.03%1	T DEP	ODTING DEDCOM (SEE INCEDITIONS)						
14	TYPEC	if KEP	ORTING PERSON (SEE INSTRUCTIONS)						
1	00								

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1	NAMES OF REPORTING PERSONS DK Management Partners LP								
	DK Mai	iageille	in raimeis Er						
	CHECK	THE A	APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)						
2	(a) ✓								
	(b) o								
3	SEC USE ONLY								
	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									
	Delawar	e	SOLE VOTING POWER						
		7	SOLE VOTING POWER						
NUMI	BER OF		0						
	ARES ICIALLY	8	SHARED VOTING POWER						
l .	ED BY	0	5,659,503						
	ACH		SOLE DISPOSITIVE POWER						
l .	RTING RSON	9							
	ITH		SHARED DISPOSITIVE POWER						
		10							
	ACCDE	C ATE	5,659,503 AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON						
11	AGGRE	GAIL	ANOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON						
		5,659,503							
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	4.34%1								
		F REP	ORTING PERSON (SEE INSTRUCTIONS)						
14									

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CUSIP No.	92839U107

1	NAMES	OF RI	EPORTING PERSONS						
	DK Still	water C	GP LLC						
	CHECK	THE A	APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)						
2									
_	(a) ☑ (b) o	(a) ☑ (b) o							
	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	0								
		CITIZENSHIP OR PLACE OF ORGANIZATION							
6	Delawar	Д							
	Delawar		SOLE VOTING POWER						
NILIME	BER OF	7	0						
	ARES		SHARED VOTING POWER						
BENEF	ICIALLY	8							
	ED BY .CH		5,659,503 SOLE DISPOSITIVE POWER						
REPO	RTING	9	SOLE DISTOSTITVE TOWER						
	SON		0						
W	TH	10	SHARED DISPOSITIVE POWER						
			5,659,503						
11	AGGRE	GATE	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								
1.4	TYPE O	F REP	ORTING PERSON (SEE INSTRUCTIONS)						
14									

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¹ 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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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				
NUMI	BER OF	7	SOLE VOTING POWER 0				
BENEF	ARES ICIALLY IED BY	8	SHARED VOTING POWER 11,550,000				
REPO	ACH ORTING RSON	9	SOLE DISPOSITIVE POWER 0				
W	ITH	10	SHARED DISPOSITIVE POWER 11,550,000				
11	AGGRE 11,550,0		AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
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 O	F REP	ORTING PERSON (SEE INSTRUCTIONS)				

¹ 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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1	NAMES OF REPORTING PERSONS							
_	Stephen M. Dowicz							
	CHECK	THE A	APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)					
2	(a) ☑ (b) o							
	SEC US	E ONL	Y					
3								
4	SOURC	E OF F	UNDS (SEE INSTRUCTIONS)					
4	AF							
5	CHECK	IF DIS	CLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)					
<u> </u>	0							
6	CITIZEI	NSHIP	OR PLACE OF ORGANIZATION					
	United S	States of	America					
		7	SOLE VOTING POWER					
NUMI	BER OF		0					
	ARES ICIALLY	8	SHARED VOTING POWER					
l .	ED BY	U	11,550,000					
	CH RTING	9	SOLE DISPOSITIVE POWER					
PEF	SON	•	0					
W	ITH	10	SHARED DISPOSITIVE POWER					
			11,550,000					
11	AGGRE	GATE	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON					
		11,550,000						
12	CHECK	IF TH	E AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)					
	0							
13	PERCE	NT OF	CLASS REPRESENTED BY AMOUNT IN ROW (11)					
	8.86%1							
14	TYPE O	F REP	ORTING PERSON (SEE INSTRUCTIONS)					
17								

¹ 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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	NAMEC	OEDI	EDOPTING BEDSONS					
1	NAMES OF REPORTING 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)					
-	AF							
		IF DIS	SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)					
5			(4)(0)					
	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	8	11,550,000					
	ACH		SOLE DISPOSITIVE POWER					
l .	RTING	9	SOLE DISPOSITIVE POWER					
l .	RSON	•	0					
W	ITH		SHARED DISPOSITIVE POWER					
		10						
			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							

¹ 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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	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		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 FORSOMY TO THEMS 2(d) OR 2(c)			
	0					
CITIZENSHIP 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)			
13						
	8.86%1					
1 4	TYPE C	F REP	ORTING PERSON (SEE INSTRUCTIONS)			
$ 14 _{\text{IN}}$						

¹ 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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	5 2 655 C 107]	_	17 1 4863

1	NAMES	OF RI	EPORTING PERSONS					
1	Robert J	. Brivio	o, Jr.					
	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)					
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 o	f America					
	Officed	olales U	SOLE VOTING POWER					
		7						
	BER OF		0					
	ARES ICIALLY	8	SHARED VOTING POWER					
OWN	ED BY		11,550,000					
	ACH RTING	9	SOLE DISPOSITIVE POWER					
	RSON	9	0					
W.	ITH	40	SHARED DISPOSITIVE POWER					
		10	11,550,000					
	AGGRE	GATE	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON					
11	11,550,0	000						
			E AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)					
12								
	o PERCEI	NT OF	CLASS REPRESENTED BY AMOUNT IN ROW (11)					
13		- 01						
	8.86%1	E DEP	ODTING DEDCON (SEE INSTRUCTIONS)					
14	IYPEU	r KEP	ORTING PERSON (SEE INSTRUCTIONS)					
	121							

¹ 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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1	NAMES OF REPORTING PERSONS									
	Eric P. Epstein CHECK THE ADDROPDIATE BOX IF A MEMBER OF A CROUD (SEE INSTRUCTIONS)									
	CHECK	THE A	APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)							
2	(a)									
3	SEC US	E ONL	Y							
4	SOURCE OF FUNDS (SEE INSTRUCTIONS) AF									
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							
NUMI	BER OF	7	SOLE VOTING POWER 0							
BENEF	ARES ICIALLY ED BY	8	SHARED VOTING POWER 11,550,000							
REPO	ACH ORTING RSON	9	SOLE DISPOSITIVE POWER 0							
W	ITH	10	SHARED DISPOSITIVE POWER 11,550,000							
11	AGGRE 11,550,0		AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON							
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 O	F REP	ORTING PERSON (SEE INSTRUCTIONS)							

¹ 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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1	NAMES OF REPORTING PERSONS							
1	Anthony A. Yoseloff CHECK THE ADDROPDIATE DOWNER A MEMBER OF A CROWN (SEE INSTRUCTIONS)							
	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 States of America								
	United S	states of	SOLE VOTING POWER					
		7						
	BER OF		0					
SHA BENEF	ARES ICIALLY	Y 8	SHARED VOTING POWER					
l .	ED BY	0	11,550,000					
l .	CH	0	SOLE DISPOSITIVE POWER					
l .	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		E AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)					
12	CHECK	. 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	TNI.							

¹ 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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1	NAMES OF REPORTING PERSONS Avram 7. Friedman								
	Avram Z. Friedman CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)								
	CHECK	THE A	APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)						
2	(a) 🗹								
	(b) o SEC US	E ONL	Y						
3									
4	SOURC	E OF F	UNDS (SEE INSTRUCTIONS)						
4	AF								
5	CHECK	IF DIS	SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)						
	0								
6	CITIZE	NSHIP	OR PLACE OF ORGANIZATION						
	United S	States of	f America						
		7	SOLE VOTING POWER						
NUMI	BER OF	,	0						
	ARES TICIALLY TED BY	8	SHARED VOTING POWER						
l .		0	11,550,000						
	CH RTING	9	SOLE DISPOSITIVE POWER						
l .	SON	9	0						
W	ITH	10	SHARED DISPOSITIVE POWER						
		10	11,550,000						
11	AGGRE	GATE	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON						
	11,550,0	000							
12	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)						
	8.86%1								
11	TYPE C	F REP	ORTING PERSON (SEE INSTRUCTIONS)						
14	TAT								

¹ 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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1	NAMES OF REPORTING PERSONS 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	IE DIC	CLOCUDE OF LEGAL PROCEEDINGS IS DECLIDED NURSHANT TO ITEMS 2(4) OF 2(1)			
5	CHECK	IF DIS	CLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)			
	0					
	CITIZE	NSHIP	OR PLACE OF ORGANIZATION			
6	United 9	States o	f America			
	Office	otates o	SOLE VOTING POWER			
		7				
	BER OF		0			
	ARES	8	SHARED VOTING POWER			
l .	ICIALLY ED BY	0	11,550,000			
	СH		SOLE DISPOSITIVE POWER			
l .	RTING	9				
	SON		0			
W	ITH	10	SHARED DISPOSITIVE POWER			
		10	11,550,000			
	AGGRE	GATE	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
11	11 550.0	100				
	11,550,0		E AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)			
12	CHECK	. 11. 111.	E AGGREGATE AMOUNT IN NOW (11) EACEODES CERTAIN STIARES (SEE INSTRUCTIONS)			
	0					
10	PERCE	NT OF	CLASS REPRESENTED BY AMOUNT IN ROW (11)			
13	8.86%1					
		F REP	ORTING PERSON (SEE INSTRUCTIONS)			
14						
	IN					

¹ 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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1	NAMES OF REPORTING PERSONS							
_	Brigade Capital Management, 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)					
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					
NILIMI	BER OF	7	0					
	ARES		SHARED VOTING POWER					
BENEF	ICIALLY	8						
	ED BY		3,350,000					
I	ACH PRTING	9	SOLE DISPOSITIVE POWER					
PEF	RSON		0					
W	ITH	H SHARED DISPOSITIVE POWER						
		10	3,350,000					
11	AGGRE	GATE	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON					
11	3,350,00	00						
CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)								
12	0							
		NT OF	CLASS REPRESENTED BY AMOUNT IN ROW (11)					
13	2.57%1							
		F REP	ORTING PERSON (SEE INSTRUCTIONS)					
14	4							

¹ 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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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								
3	SEC US	SE ONL	Y						
	SOURC	E OF F	CUNDS (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	Cayman	Islando							
	Cayman		SOLE VOTING POWER						
NUM	DED OF	7							
	BER OF ARES		0 SHARED VOTING POWER						
	FICIALLY	8	SIEMED VOIINGTOWER						
	IED BY		3,350,000						
1	ACH ORTING	9	SOLE DISPOSITIVE POWER						
	RSON		0						
W	'ITH	10	SHARED DISPOSITIVE POWER						
		10	3,350,000						
11	AGGRE	EGATE	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON						
11	L 1 3,350,000								
10	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	2.57%1								
	<u> </u>	F REP	ORTING PERSON (SEE INSTRUCTIONS)						
14	СО								

¹ 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 REPORTING PERSONS							
1	Donald E. Morgan, III							
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)							
2	(a) ☑							
	(b) o							
3	SEC US	E ONL	Y					
3								
	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							
	CITIZENSHIP OR PLACE OF ORGANIZATION							
6	United C	United States of America						
	SOLE VOTING POWER							
		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	J	0					
W	ITH	10	SHARED DISPOSITIVE POWER					
		10	3,350,000					
11	AGGRE	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON						
11	3,350,00	0						
			E AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)					
12	0							
		NT OF (CLASS REPRESENTED BY AMOUNT IN ROW (11)					
13								

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TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

14

IN

¹ 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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1	NAMES OF REPORTING PERSONS							
•	Plainfiel	d Asse	t Management LLC					
	CHECK THE 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	00							
		IF DIS	CLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)					
5	0							
		NSHIP	OR PLACE OF ORGANIZATION					
6	Dolawar	·0						
	Delaware SOLE VOTING POWER							
		7						
	BER OF		0					
	ARES ICIALLY	8	SHARED VOTING POWER					
	ED BY	•	2,057,500					
	ACH	0	SOLE DISPOSITIVE POWER					
	RTING RSON	9	0					
W	ITH	4.0	SHARED DISPOSITIVE POWER					
		10	2,057,500					
	AGGRE	GATE	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON					
11								
	2,057,500 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)							
12								
	0 DEDCE	VIT OF	CLASS REPRESENTED BY AMOUNT IN ROW (11)					
13	PERCEI	NI OF	CLASS REPRESENTED BY AMOUNT IN ROW (II)					
	1.58%1							
14	TYPE C	F REP	ORTING PERSON (SEE INSTRUCTIONS)					
- -								

¹ 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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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	Cayman Islands SOLE VOTING POWER						
		7	SOLE VOINGTOWER					
NUMI	BER OF		0					
	ARES ICIALLY ED BY	8	SHARED VOTING POWER					
l .		0	225,625					
	ACH	•	SOLE DISPOSITIVE POWER					
	RTING RSON	9	0					
	ITH		SHARED DISPOSITIVE POWER					
		10						
	ACCDE	CATE	225,625 AMOUNT DENIETICIALLY OWNED BY EACH DEPORTING DEDSON					
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON							
	225,625							
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)							
14	0							
10	PERCEI	NT OF	CLASS REPRESENTED BY AMOUNT IN ROW (11)					
13	0.17%1							
		F REP	ORTING PERSON (SEE INSTRUCTIONS)					
14								

¹ 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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1	NAMES OF REPORTING PERSONS							
1	Plainfiel	d Liqui	d Strategies Master Fund Limited					
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)							
2								
	(a) 🗹							
	(b) o SEC US	E ONI						
3	52000	2 0112						
	SOURC	E OF F	UNDS (SEE INSTRUCTIONS)					
4	00							
	OO OO	IE DIS	SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)					
5	CHECK	II DIS	CLOSURE OF LEGAL PROCEEDINGS IS REQUIRED FORSUANT TO TEMS 2(u) OR 2(e)					
	0							
6	CITIZE	NSHIP	OR PLACE OF ORGANIZATION					
U	Cayman	Islands						
			SOLE VOTING POWER					
NHIMI	BER OF	7	0					
	ARES ICIALLY		SHARED VOTING POWER					
BENEF		8						
	ED BY		45,125					
	ACH RTING	9	SOLE DISPOSITIVE POWER					
	RSON		0					
W	ITH	4.0	SHARED DISPOSITIVE POWER					
		10	45,125					
	AGGRE	GATE	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON					
11								
	45,125	IC TIL	E A CODEC ATE AMOUNT IN DOME (41) EVOLUDES CEDTAIN SHADES (CET INSTRUCTIONS)					
12	CHECK	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)						
	0							
10	PERCEI	NT OF	CLASS REPRESENTED BY AMOUNT IN ROW (11)					
13	0.03%1							
		F REP	ORTING PERSON (SEE INSTRUCTIONS)					
14								

¹ 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.

11

12

13

1,786,750

1.37%1

CUSIP No.	92839U107

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) 🗹 (b) o SEC USE ONLY 3 SOURCE OF FUNDS (SEE INSTRUCTIONS) 4 00 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) 5 CITIZENSHIP OR PLACE OF ORGANIZATION 6 Cayman Islands SOLE VOTING POWER 7 NUMBER OF **SHARES** SHARED VOTING POWER BENEFICIALLY OWNED BY 1,786,750 **EACH** SOLE DISPOSITIVE POWER 9 REPORTING **PERSON** WITH SHARED DISPOSITIVE POWER **10** 1,786,750

of 47 Pages

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

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

filed with the Securities and Exchange Commission on April 30, 2010.

Laction CO

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,

				_	
CUSIP No.	92839U107	Page	32	of	47 Pages

1	NAMES OF REPORTING PERSONS					
•	Max Ho	Max Holmes				
	CHECK	THE A	APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)			
2	(a) ☑					
	(b) o SEC USE ONLY					
3						
4	SOURCE OF FUNDS (SEE INSTRUCTIONS)					
4	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					
U	United S	ited States of America				
		7	SOLE VOTING POWER			
NUMBER OF		,	0			
	ARES ICIALLY	8	SHARED VOTING POWER			
	ED BY	0	2,057,500			
	ACH RTING	1G 9	SOLE DISPOSITIVE POWER			
	SON	3	0			
W.	ITH	10	SHARED DISPOSITIVE POWER			
		10	2,057,500			
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON					
	2,057,50	2,057,500				
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)					
14	0					
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)					
	1.58%1					
14	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)					
	IN					

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¹ 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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<u>Item 2. Identity and Background</u> <u>Item 4. Purpose of Transaction</u>

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

Signature EX-99.6

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This Amendment No. 4 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, Amendment No. 2 on May 5, 2010, and Amendment No. 3 on May 27, 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 2. Identity and Background.

Item 2 is hereby amended and restated in its entirety as follows:

This Schedule 13D is filed by the following Reporting Persons:

- (a) Davidson Kempner Partners, a New York limited partnership ("DKP"), (ii) Davidson Kempner Institutional Partners, L.P., a Delaware limited partnership ("DKIP"), (iii) M.H. Davidson & Co., a New York limited partnership ("CO"), (iv) M.H. Davidson & Co. GP, L.L.C., a New York limited Liability Company ("CO GP"), (v) Davidson Kempner International, Ltd., a British Virgin Islands corporation ("DKIL"), (vi) Davidson Kempner Distressed Opportunities Fund LP, a Delaware limited partnership ("DKDOF"), (vii) Davidson Kempner Distressed Opportunities International Ltd., an exempted Cayman Islands corporation ("DKDOI"), (viii) MHD Management Co., a New York limited partnership ("MHD"), (ix) MHD Management Co. GP, L.L.C., a Delaware limited liability company ("MHD GP"), (x) Davidson Kempner Advisers Inc., a New York corporation ("DKAI"), (xi) Davidson Kempner International Advisors, L.L.C., a Delaware limited liability company ("DKIA"), (xii) DK Group LLC, a Delaware limited liability company ("DKG"), (xiii) DK Management Partners LP, a Delaware limited partnership ("DKMP"), (xiv) DK Stillwater GP LLC, a Delaware limited liability company ("DKS"), (xv) Thomas J. Kempner, Jr., an individual, (xvi) Stephen M. Dowicz, an individual, (xvii) Scott E. Davidson, an individual, (xviii) Timothy I. Levart, (xix) Robert J. Brivio, Jr., an individual, (xx) Eric P. Epstein, an individual, (xxi) Anthony A. Yoseloff, an individual, (xxii) Avram Z. Friedman, an individual and (xxiii) Conor Bastable, an individual, (Messrs. Kempner, Dowicz, Davidson, Levart, Brivio, Epstein, Yoseloff, Friedman and Bastable collectively, the "Principals") (together, the "Davidson Kempner Filing Persons"); and;
- (b) Brigade Capital Management, LLC, a Delaware limited liability company ("Brigade Capital"), (ii) Brigade Leveraged Capital Structures Fund Ltd., a Cayman Islands exempted company ("Brigade Fund"), and (iii) Donald E. Morgan, III, an individual (together the "Brigade Filing Persons"); and
- (c) Plainfield Asset Management LLC, a Delaware limited liability company ("PAM"), (ii) Plainfield Special Situations Master Fund II Limited, a Cayman Islands exempted company ("PSSMF2"), (iii) Plainfield Liquid Strategies Master Fund Limited, a Cayman Islands exempted company ("PLSMF"), (iv) Plainfield OC

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Master Fund Limited, a Cayman Islands exempted company ("POCMF"), and (v) Max Holmes, an individual (together, the "Plainfield Filing Persons").

Davidson Kempner Filing Persons

The principal business address of the Davidson Kempner Filing Persons is c/o Davidson Kempner Partners, 65 East 55th Street, 19th Floor, New York, N.Y. 10022.

The Principals are, the sole limited partners of DKMP, the sole managing members of CO GP, MHD GP, DKIA and DKG, and the sole stockholders and Principals of DKAI, and their principal businesses are to invest for funds and accounts under their management. Messrs. Thomas L. Kempner, Jr. and Timothy I. Levart are also the managing members of DKS. CO GP is the general partner of CO. MHD GP is the general partner of MHD, which in turn is the general partner of DKP. DKG is the general partner of DKDOF. DKMP is the investment manager of DKDOI. DKS is the general partner of DKMP. DKAI is the general partner of DKIP and is registered as an investment adviser with the U.S. Securities and Exchange Commission (the "SEC"). DKIA is the investment manager of DKIL. Thomas L. Kempner, Jr. is a director of DKIL and DKDOI. Certain information required by this Item 2 concerning the executive officers, directors and managers of the Davidson Kempner Filing Persons is set forth in Appendix A, attached hereto, which is incorporated herein by reference.

None of the Davidson Kempner Filing Persons has during the last five years been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding were or are either subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws. None of the Davidson Kempner Filing Persons has during the last five years been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

Messrs. Thomas J. Kempner, Jr., Stephen M. Dowicz, Scott E. Davidson, Robert J. Brivio, Jr., Eric P. Epstein, Anthony A. Yoseloff, Avram Z. Friedman and Conor Bastable are citizens of the United States. Mr. Timothy I. Levart is a citizen of the United States and the United Kingdom.

Brigade Filing Persons

The principal business address of Brigade Capital is 339 Park Avenue, 16th Floor, New York, New York 10022. The principal business address of Brigade Fund is c/o Ogier Fiduciary Services (Cayman) Limited, 89 Nexus Way, Camana Bay, Grand Cayman KY1-9007, Cayman Islands. The principal business address of Donald E. Morgan, III is 399 Park Avenue, 16th Floor, New York, New York 10022.

Brigade Capital, an investment advisor registered under Section 203 of the Investment Advisors Act of 1940, as amended, furnishes investment advice on a discretionary basis to its clients and invests funds and accounts under management. Brigade Capital is the investment manager of Brigade Fund. Donald E. Morgan, III is the managing member of Brigade Capital and a director of Brigade Fund. Certain information required by this Item 2 concerning the executive officers, directors and managers of the Brigade Filing Persons is set forth in Appendix A, attached hereto, which is incorporated herein by reference.

None of the Brigade Filing Persons has during the last five years been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding were or are either subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities

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subject to, federal or state securities laws or finding any violation with respect to such laws. None of the Brigade Filing Persons has during the last five years been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

Mr. Morgan is a citizen of the United States.

Plainfield Filing Persons

The principal business address of the Plainfield Filings Persons is 333 Ludlow Street, Stamford, Connecticut 06902.

The principal business activity of PAM is to serve as a registered investment advisor under Section 203 of the Investment Advisors Act of 1940, as amended. The principal activity of POCMF, PLSMF and PSSMF2 is to invest and trade in a wide variety of securities and financial instruments. PAM is the investment manager of POCMF, PLSMF and PSSMF2. Mr. Holmes is the managing member and chief investment officer of PAM. Certain information required by this Item 2 concerning the executive officers, directors and managers of the Plainfield Filing Persons is set forth in Appendix A, attached hereto, which is incorporated herein by reference.

None of the Plainfield Filing Persons has during the last five years been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding were or are either subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws. None of the Plainfield Filing Persons has during the last five years been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

Mr. Holmes is a citizen of the United States.

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Item 4. Purpose of Transaction.

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

On July 15, 2010, a letter was sent to the Issuer's outside counsel on behalf of the Ad Hoc Committee. A copy of the letter is attached hereto as Exhibit 99.6 and is incorporated herein by reference in its entirety.

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 16,957,500, representing 13.01% 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

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- (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 A: Information Regarding Instruction C Persons.

Appendix B: Transactions Effected During the Past 60 Days.

Exhibit 99.6: Letter to the Issuer's outside counsel, dated July 15, 2010.

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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.

July 19, 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

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

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

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

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DAVIDSON KEMPNER INTERNATIONAL, LTD.

By: Davidson Kempner International Advisors, L.L.C., its Investment Manager

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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

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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

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DK STILLWATER GP LLC

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

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

THOMAS L. KEMPNER, JR.

/s/ Thomas L. Kempner, Jr.

Thomas L. Kempner, Jr.

STEPHEN M. DOWICZ

/s/ Thomas L. Kempner, Jr.

Thomas L. Kempner, Jr. Attorney-in-Fact*

SCOTT E. DAVIDSON

/s/ Thomas L. Kempner, Jr.

Thomas L. Kempner, Jr. Attorney-in-Fact*

TIMOTHY I. LEVART

/s/ Thomas L. Kempner, Jr.

Thomas L. Kempner, Jr. Attorney-in-Fact*

ROBERT J. BRIVIO, JR.

/s/ Thomas L. Kempner, Jr.

Thomas L. Kempner, Jr. Attorney-in-Fact*

ERIC P. EPSTEIN

/s/ Thomas L. Kempner, Jr.

Thomas L. Kempner, Jr. Attorney-in-Fact*

ANTHONY A. YOSELOFF

/s/ Thomas L. Kempner, Jr.

Thomas L. Kempner, Jr. Attorney-in-Fact*

AVRAM Z. FRIEDMAN

/s/ Thomas L. Kempner, Jr

Thomas L. Kempner, Jr. Attorney-in-Fact*

CONOR BASTABLE

/s/ Thomas L. Kempner, Jr.

Thomas L. Kempner, Jr. Attorney-in-Fact*

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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

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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 May 7, 2010, by and on behalf of Stephen M. Dowicz, Scott E. Davidson, Timothy I. Levart, Robert J. Brivio, Jr., Eric P. Epstein, Anthony A. Yoseloff, Avram Z. Friedman and Conor Bastable, appointing Thomas L. Kempner, Jr. as their attorney-in-fact, which Power of Attorney was attached as Exhibit 24 to the Form 3 filed with the SEC by the Davidson Kempner Filings Persons with respect to the securities of the Issuer on May 10, 2010 as is incorporated by reference herein.

^{**} 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.

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APPENDIX A

INFORMATION WITH RESPECT TO EXECUTIVE OFFICERS AND DIRECTORS

The following sets forth as to each of the executive officers and directors of the undersigned: his or her name; his or her business address; his or her present principal occupation or employment and the name, principal business and address of any corporation or other organization in which such employment is conducted. To the knowledge of the Reporting Persons, during the last five years, none of the persons listed this Appendix A has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors), and no such person was a party to a civil proceeding of a judicial or administrative body of competent jurisdiction as a result of which he was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities law or finding any violation with respect to such laws except as reported in Item 2 of this Schedule 13D.

DAVIDSON KEMPNER FILING PERSONS

Davidson Kempner International, Ltd.

Directors:

Michelle Wilson-Clarke Senior Vice President, Walkers Fund Services Limited

Walkers Fund Services Limited Walker House, 87 Mary Street George Town, KY1-9004,

Cayman Islands Tel: 345 945 3727 (Main)

Fax: 345 945 4757 (Main)

Citizenship: Cayman Islands

Scott Lennon Senior Vice President, Walkers Fund Services Limited

Walkers Fund Services Limited Walker House, 87 Mary Street George Town, KY1-9004,

Cayman Islands Tel: 345 945 3727 (Main)

Fax: 345 945 4757 (Main)

Citizenship: Canada

<u>Davidson Kempner Distressed</u> <u>Opportunities International Ltd.</u>

Directors:

Michelle Wilson-Clarke Senior Vice President, Walkers Fund Services Limited

Walkers Fund Services Limited Walker House, 87 Mary Street George Town, KY1-9004,

Cayman Islands Tel: 345 945 3727 (Main)

Fax: 345 945 4757 (Main)

Citizenship: Cayman Islands

Scott Lennon Senior Vice President, Walkers Fund Services Limited

Walkers Fund Services Limited

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Walker House, 87 Mary Street George Town, KY1-9004,

Cayman Islands Tel: 345 945 3727 (Main)

Fax: 345 945 4757 (Main)

Citizenship: Canada

BRIGADE FILING PERSONS

Each individual identified below is a citizen of the Cayman Islands.

Brigade Fund

Directors:

Vijayabalan Muruguesu Managing Director at Ogier Fiduciary Services (Cayman) Limited)

89 Nexus Way Camana Bay Grand Cayman

Cayman Islands KY1-9007

Scott Dakers Associate Director at Ogier Fiduciary Services (Cayman) Limited)

89 Nexus Way Camana Bay Grand Cayman

Cayman Islands KY1-9007

PLAINFIELD FILING PERSONS

The principal employer of Mr. Holmes is PAM, the principal employer of Messrs. Mattison, Bree and Hanson is DMS Management and the principal employer of Mr. Williams is Pacific Alternative Asset Management Company, LLC. Messrs. Holmes, Bree and Williams are citizens of the United States. Mr. Mattison is a citizen of Canada and Mr. Hanson is a citizen of the Cayman Islands.

Plainfield Special Situations Master Fund II

Limited

Directors:

Max Holmes 333 Ludlow Street

Stamford, CT 06902

Gordon Mattison Citco Trustees (Cayman) Limited

89 Nexus Way, Camana Bay

PO Box 31106

Grand Cayman KY1-1205

Cayman Islands

David Bree Citco Trustees (Cayman) Limited

89 Nexus Way, Camana Bay

PO Box 31106

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Grand Cayman KY1-1205

Cayman Islands

Plainfield Liquid Strategies Master Fund Limited

Directors:

Max Holmes 333 Ludlow Street,

Stamford, CT 06902

David Bree Citco Trustees (Cayman) Limited

89 Nexus Way, Camana Bay

PO Box 31106

Grand Cayman KY1-1205

Cayman Islands

Roger Hanson Citco Trustees (Cayman) Limited

89 Nexus Way, Camana Bay

PO Box 31106

Grand Cayman KY1-1205

Cayman Islands

Plainfield OC Master Fund Limited

Directors:

Max Holmes 333 Ludlow Street,

Stamford, CT 06902

David Bree Citco Trustees (Cayman) Limited

89 Nexus Way, Camana Bay

PO Box 31106

Grand Cayman KY1-1205

Cayman Islands

Kevin Williams c/o Pacific Alternative Asset Management Company, LLC

19450 Jamboree Road Suite 400

Irvine, CA 92612

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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)

PLAINFIELD SPECIAL SITUATIONS MASTER FUND II LIMITED

Date of Trade	Shares Purchased (Sold)	Price per Share
05/17/10	155,000	\$0.89

Dewey & LeBoeuf

Dewey & LeBoeuf LLP 125 West 55th Street New York, NY 10019-5389

tel +1 212 259 8530 fax +1 212 259 6538 mbienenstock@dl.com

July 15, 2010

BY E-MAIL

mkieselstein@kirkland.com

Marc Kieselstein, Esq. Kirkland & Ellis LLP 601 Lexington Avenue New York, New York 100122

Re: Visteon Corporation, et al., Chapter 11 Debtors in Possession ("Visteon") —

Ad Hoc Equity Committee ("AHEC")

Dear Marc:

The Ad Hoc Equity Committee requests that Visteon provide Johnson Controls, Inc., Halla, Hyundia, HIG Capital, Bayside Capital, and AHEC access to Visteon's data room so they may formulate offers for the Visteon estates.

As you know, each of the foregoing entities has previously expressed interest in all or parts of Visteon. We believe that subsets of the foregoing entities together with AHEC can provide an overall offer for the entirety of the estates which will pay all creditors in full and provide a return for shareholders. As you know, time is of the essence. At today's exclusivity hearing the Court ruled that we should make this request of Visteon which would have to respond consistent with its fiduciary duties.

NEW YORK | LONDON MULTINATIONAL PARTMERSHIP | WASHINGTON, DC

ABUDHABI | ALBANY | ALMATY | BEIJING | BOSTON | BRUSSELS | CHICAGO | DOHA | DUBAI

FRANKFURT | HONG KONG | HOUSTON | JOHANNESBURG (PTY) LTD. | LOS ANGELES | MADRID | MILAN | MOSCOW

PARISMULTINATIONAL PARTMERSHIP | RIVADHAFFILIATEDOFFICE | ROME | SAN FRANCISCO | SILICON VALLEY | WARSAW

Mark Kieselstein, Esq. July 15, 2010 Page 2

Please let us have your response this week.

Sincerely,

/s/ Martin J. Bienenstock Martin J. Bienenstock

MJB/ds