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**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. 3)\***

**Visteon Corporation**

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(Name of Issuer)

Common Stock, \$1.00 par value

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(Title of Class of Securities)

92839U107

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(CUSIP Number)

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

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

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

May 21, 2010

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(Date of Event which Requires Filing of this Statement)

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

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

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)

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<b>1</b>	NAMES OF REPORTING PERSONS  Davidson Kempner Partners		
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)  (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>		
<b>3</b>	SEC USE ONLY		
<b>4</b>	SOURCE OF FUNDS (SEE INSTRUCTIONS)  WC		
<b>5</b>	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)  <input type="checkbox"/>		
<b>6</b>	CITIZENSHIP OR PLACE OF ORGANIZATION  New York		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		<b>7</b>	SOLE VOTING POWER  0
		<b>8</b>	SHARED VOTING POWER  577,500
		<b>9</b>	SOLE DISPOSITIVE POWER  0
		<b>10</b>	SHARED DISPOSITIVE POWER  577,500
<b>11</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  577,500		
<b>12</b>	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)  <input type="checkbox"/>		
<b>13</b>	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  0.44% <sup>1</sup>		
<b>14</b>	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)  PN		

<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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<b>1</b>	NAMES OF REPORTING PERSONS  Davidson Kempner Institutional Partners, L.P.		
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)  (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>		
<b>3</b>	SEC USE ONLY		
<b>4</b>	SOURCE OF FUNDS (SEE INSTRUCTIONS)  WC		
<b>5</b>	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)  <input type="checkbox"/>		
<b>6</b>	CITIZENSHIP OR PLACE OF ORGANIZATION  Delaware		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	<b>7</b>	SOLE VOTING POWER  0	
	<b>8</b>	SHARED VOTING POWER  1,212,750	
	<b>9</b>	SOLE DISPOSITIVE POWER  0	
	<b>10</b>	SHARED DISPOSITIVE POWER  1,212,750	
<b>11</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  1,212,750		
<b>12</b>	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)  <input type="checkbox"/>		
<b>13</b>	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  0.93% <sup>1</sup>		
<b>14</b>	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)  PN		

<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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<b>1</b>	NAMES OF REPORTING PERSONS M.H. Davidson & Co.		
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>		
<b>3</b>	SEC USE ONLY		
<b>4</b>	SOURCE OF FUNDS (SEE INSTRUCTIONS) WC		
<b>5</b>	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) <input type="checkbox"/>		
<b>6</b>	CITIZENSHIP OR PLACE OF ORGANIZATION New York		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	<b>7</b>	SOLE VOTING POWER 0	
	<b>8</b>	SHARED VOTING POWER 103,945	
	<b>9</b>	SOLE DISPOSITIVE POWER 0	
	<b>10</b>	SHARED DISPOSITIVE POWER 103,945	
<b>11</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 103,945		
<b>12</b>	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="checkbox"/>		
<b>13</b>	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0.08% <sup>1</sup>		
<b>14</b>	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) PN		

<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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<b>1</b>	NAMES OF REPORTING PERSONS  Davidson Kempner International, Ltd.	
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)  (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
<b>3</b>	SEC USE ONLY	
<b>4</b>	SOURCE OF FUNDS (SEE INSTRUCTIONS)  WC	
<b>5</b>	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)  <input type="checkbox"/>	
<b>6</b>	CITIZENSHIP OR PLACE OF ORGANIZATION  British Virgin Islands	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	<b>7</b>	SOLE VOTING POWER  0
	<b>8</b>	SHARED VOTING POWER  1,351,350
	<b>9</b>	SOLE DISPOSITIVE POWER  0
	<b>10</b>	SHARED DISPOSITIVE POWER  1,351,350
<b>11</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  1,351,350	
<b>12</b>	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)  <input type="checkbox"/>	
<b>13</b>	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  1.04% <sup>1</sup>	
<b>14</b>	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)  CO	

<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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<b>1</b>	NAMES OF REPORTING PERSONS  Davidson Kempner Distressed Opportunities Fund LP		
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)  (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>		
<b>3</b>	SEC USE ONLY		
<b>4</b>	SOURCE OF FUNDS (SEE INSTRUCTIONS)  WC		
<b>5</b>	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)  <input type="checkbox"/>		
<b>6</b>	CITIZENSHIP OR PLACE OF ORGANIZATION  Delaware		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	<b>7</b>	SOLE VOTING POWER  0	
	<b>8</b>	SHARED VOTING POWER  2,644,952	
	<b>9</b>	SOLE DISPOSITIVE POWER  0	
	<b>10</b>	SHARED DISPOSITIVE POWER  2,644,952	
<b>11</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  2,644,952		
<b>12</b>	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)  <input type="checkbox"/>		
<b>13</b>	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  2.03% <sup>1</sup>		
<b>14</b>	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)  PN		

<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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<b>1</b>	NAMES OF REPORTING PERSONS  Davidson Kempner Distressed Opportunities International Ltd.	
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
<b>3</b>	SEC USE ONLY	
<b>4</b>	SOURCE OF FUNDS (SEE INSTRUCTIONS)  WC	
<b>5</b>	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)  <input type="checkbox"/>	
<b>6</b>	CITIZENSHIP OR PLACE OF ORGANIZATION  Cayman Islands	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	<b>7</b>	SOLE VOTING POWER  0
	<b>8</b>	SHARED VOTING POWER  5,659,503
	<b>9</b>	SOLE DISPOSITIVE POWER  0
	<b>10</b>	SHARED DISPOSITIVE POWER  5,659,503
<b>11</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  5,659,503	
<b>12</b>	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)  <input type="checkbox"/>	
<b>13</b>	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  4.34% <sup>1</sup>	
<b>14</b>	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)  CO	

<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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<b>1</b>	NAMES OF REPORTING PERSONS MHD Management Co.		
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>		
<b>3</b>	SEC USE ONLY		
<b>4</b>	SOURCE OF FUNDS (SEE INSTRUCTIONS) AF		
<b>5</b>	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) <input type="checkbox"/>		
<b>6</b>	CITIZENSHIP OR PLACE OF ORGANIZATION New York		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	<b>7</b>	SOLE VOTING POWER 0	
	<b>8</b>	SHARED VOTING POWER 577,500	
	<b>9</b>	SOLE DISPOSITIVE POWER 0	
	<b>10</b>	SHARED DISPOSITIVE POWER 577,500	
<b>11</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 577,500		
<b>12</b>	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="checkbox"/>		
<b>13</b>	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0.44% <sup>1</sup>		
<b>14</b>	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) PN		

<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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<b>1</b>	NAMES OF REPORTING PERSONS  MHD Management Co. GP, L.L.C.		
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)  (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>		
<b>3</b>	SEC USE ONLY		
<b>4</b>	SOURCE OF FUNDS (SEE INSTRUCTIONS)  AF		
<b>5</b>	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)  <input type="checkbox"/>		
<b>6</b>	CITIZENSHIP OR PLACE OF ORGANIZATION  Delaware		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	<b>7</b>	SOLE VOTING POWER  0	
	<b>8</b>	SHARED VOTING POWER  577,500	
	<b>9</b>	SOLE DISPOSITIVE POWER  0	
	<b>10</b>	SHARED DISPOSITIVE POWER  577,500	
<b>11</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  577,500		
<b>12</b>	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)  <input type="checkbox"/>		
<b>13</b>	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  0.44% <sup>1</sup>		
<b>14</b>	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)  OO		

<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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<b>1</b>	NAMES OF REPORTING PERSONS M.H. Davidson & Co. GP, L.L.C.		
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>		
<b>3</b>	SEC USE ONLY		
<b>4</b>	SOURCE OF FUNDS (SEE INSTRUCTIONS) AF		
<b>5</b>	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) <input type="checkbox"/>		
<b>6</b>	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	<b>7</b>	SOLE VOTING POWER 0	
	<b>8</b>	SHARED VOTING POWER 103,945	
	<b>9</b>	SOLE DISPOSITIVE POWER 0	
	<b>10</b>	SHARED DISPOSITIVE POWER 103,945	
<b>11</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 103,945		
<b>12</b>	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="checkbox"/>		
<b>13</b>	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0.08% <sup>1</sup>		
<b>14</b>	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) OO		

<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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<b>1</b>	NAMES OF REPORTING PERSONS  Davidson Kempner Advisers Inc.		
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)  (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>		
<b>3</b>	SEC USE ONLY		
<b>4</b>	SOURCE OF FUNDS (SEE INSTRUCTIONS)  AF		
<b>5</b>	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)  <input type="checkbox"/>		
<b>6</b>	CITIZENSHIP OR PLACE OF ORGANIZATION  New York		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	<b>7</b>	SOLE VOTING POWER  0	
	<b>8</b>	SHARED VOTING POWER  1,212,750	
	<b>9</b>	SOLE DISPOSITIVE POWER  0	
	<b>10</b>	SHARED DISPOSITIVE POWER  1,212,750	
<b>11</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  1,212,750		
<b>12</b>	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)  <input type="checkbox"/>		
<b>13</b>	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  0.93% <sup>1</sup>		
<b>14</b>	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)  IA		

<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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<b>1</b>	NAMES OF REPORTING PERSONS  Davidson Kempner International Advisors, L.L.C.		
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)  (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>		
<b>3</b>	SEC USE ONLY		
<b>4</b>	SOURCE OF FUNDS (SEE INSTRUCTIONS)  AF		
<b>5</b>	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)  <input type="checkbox"/>		
<b>6</b>	CITIZENSHIP OR PLACE OF ORGANIZATION  Delaware		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	<b>7</b>	SOLE VOTING POWER  0	
	<b>8</b>	SHARED VOTING POWER  1,351,350	
	<b>9</b>	SOLE DISPOSITIVE POWER  0	
	<b>10</b>	SHARED DISPOSITIVE POWER  1,351,350	
<b>11</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  1,351,350		
<b>12</b>	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)  <input type="checkbox"/>		
<b>13</b>	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  1.04% <sup>1</sup>		
<b>14</b>	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)  OO		

<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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<b>1</b>	NAMES OF REPORTING PERSONS  DK Group LLC		
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)  (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>		
<b>3</b>	SEC USE ONLY		
<b>4</b>	SOURCE OF FUNDS (SEE INSTRUCTIONS)  AF		
<b>5</b>	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)  <input type="checkbox"/>		
<b>6</b>	CITIZENSHIP OR PLACE OF ORGANIZATION  Delaware		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	<b>7</b>	SOLE VOTING POWER  0	
	<b>8</b>	SHARED VOTING POWER  2,644,952	
	<b>9</b>	SOLE DISPOSITIVE POWER  0	
	<b>10</b>	SHARED DISPOSITIVE POWER  2,644,952	
<b>11</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  2,644,952		
<b>12</b>	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)  <input type="checkbox"/>		
<b>13</b>	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  2.03% <sup>1</sup>		
<b>14</b>	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)  OO		

<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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<b>1</b>	NAMES OF REPORTING PERSONS  DK Management Partners LP		
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)  (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>		
<b>3</b>	SEC USE ONLY		
<b>4</b>	SOURCE OF FUNDS (SEE INSTRUCTIONS)  AF		
<b>5</b>	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)  <input type="checkbox"/>		
<b>6</b>	CITIZENSHIP OR PLACE OF ORGANIZATION  Delaware		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	<b>7</b>	SOLE VOTING POWER  0	
	<b>8</b>	SHARED VOTING POWER  5,659,503	
	<b>9</b>	SOLE DISPOSITIVE POWER  0	
	<b>10</b>	SHARED DISPOSITIVE POWER  5,659,503	
<b>11</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  5,659,503		
<b>12</b>	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)  <input type="checkbox"/>		
<b>13</b>	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  4.34% <sup>1</sup>		
<b>14</b>	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)  PN		

<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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<b>1</b>	NAMES OF REPORTING PERSONS  DK Stillwater GP LLC		
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)  (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>		
<b>3</b>	SEC USE ONLY		
<b>4</b>	SOURCE OF FUNDS (SEE INSTRUCTIONS)  AF		
<b>5</b>	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)  <input type="checkbox"/>		
<b>6</b>	CITIZENSHIP OR PLACE OF ORGANIZATION  Delaware		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	<b>7</b>	SOLE VOTING POWER  0	
	<b>8</b>	SHARED VOTING POWER  5,659,503	
	<b>9</b>	SOLE DISPOSITIVE POWER  0	
	<b>10</b>	SHARED DISPOSITIVE POWER  5,659,503	
<b>11</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  5,659,503		
<b>12</b>	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)  <input type="checkbox"/>		
<b>13</b>	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  4.34% <sup>1</sup>		
<b>14</b>	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)  OO		

<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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<b>1</b>	NAMES OF REPORTING PERSONS  Thomas L. Kempner, Jr.		
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)  (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>		
<b>3</b>	SEC USE ONLY		
<b>4</b>	SOURCE OF FUNDS (SEE INSTRUCTIONS)  AF		
<b>5</b>	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)  <input type="checkbox"/>		
<b>6</b>	CITIZENSHIP OR PLACE OF ORGANIZATION  United States of America		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	<b>7</b>	SOLE VOTING POWER  0	
	<b>8</b>	SHARED VOTING POWER  11,550,000	
	<b>9</b>	SOLE DISPOSITIVE POWER  0	
	<b>10</b>	SHARED DISPOSITIVE POWER  11,550,000	
<b>11</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  11,550,000		
<b>12</b>	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)  <input type="checkbox"/>		
<b>13</b>	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  8.86% <sup>1</sup>		
<b>14</b>	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)  IN		

<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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<b>1</b>	NAMES OF REPORTING PERSONS  Stephen M. Dowicz		
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>		
<b>3</b>	SEC USE ONLY		
<b>4</b>	SOURCE OF FUNDS (SEE INSTRUCTIONS)  AF		
<b>5</b>	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)  <input type="checkbox"/>		
<b>6</b>	CITIZENSHIP OR PLACE OF ORGANIZATION  United States of America		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	<b>7</b>	SOLE VOTING POWER  0	
	<b>8</b>	SHARED VOTING POWER  11,550,000	
	<b>9</b>	SOLE DISPOSITIVE POWER  0	
	<b>10</b>	SHARED DISPOSITIVE POWER  11,550,000	
<b>11</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  11,550,000		
<b>12</b>	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)  <input type="checkbox"/>		
<b>13</b>	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  8.86% <sup>1</sup>		
<b>14</b>	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)  IN		

<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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<b>1</b>	NAMES OF REPORTING PERSONS  Scott E. Davidson	
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)  (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
<b>3</b>	SEC USE ONLY	
<b>4</b>	SOURCE OF FUNDS (SEE INSTRUCTIONS)  AF	
<b>5</b>	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)  <input type="checkbox"/>	
<b>6</b>	CITIZENSHIP OR PLACE OF ORGANIZATION  United States of America	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	<b>7</b>	SOLE VOTING POWER  0
	<b>8</b>	SHARED VOTING POWER  11,550,000
	<b>9</b>	SOLE DISPOSITIVE POWER  0
	<b>10</b>	SHARED DISPOSITIVE POWER  11,550,000
<b>11</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  11,550,000	
<b>12</b>	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)  <input type="checkbox"/>	
<b>13</b>	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  8.86% <sup>1</sup>	
<b>14</b>	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)  IN	

<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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<b>1</b>	NAMES OF REPORTING PERSONS  Timothy I. Levart		
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)  (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>		
<b>3</b>	SEC USE ONLY		
<b>4</b>	SOURCE OF FUNDS (SEE INSTRUCTIONS)  AF		
<b>5</b>	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)  <input type="checkbox"/>		
<b>6</b>	CITIZENSHIP OR PLACE OF ORGANIZATION  United States of America and the United Kingdom		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	<b>7</b>	SOLE VOTING POWER  0	
	<b>8</b>	SHARED VOTING POWER  11,550,000	
	<b>9</b>	SOLE DISPOSITIVE POWER  0	
	<b>10</b>	SHARED DISPOSITIVE POWER  11,550,000	
<b>11</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  11,550,000		
<b>12</b>	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)  <input type="checkbox"/>		
<b>13</b>	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  8.86% <sup>1</sup>		
<b>14</b>	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)  IN		

<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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<b>1</b>	NAMES OF REPORTING PERSONS  Robert J. Brivio, Jr.		
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>		
<b>3</b>	SEC USE ONLY		
<b>4</b>	SOURCE OF FUNDS (SEE INSTRUCTIONS)  AF		
<b>5</b>	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)  <input type="checkbox"/>		
<b>6</b>	CITIZENSHIP OR PLACE OF ORGANIZATION  United States of America		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	<b>7</b>	SOLE VOTING POWER  0	
	<b>8</b>	SHARED VOTING POWER  11,550,000	
	<b>9</b>	SOLE DISPOSITIVE POWER  0	
	<b>10</b>	SHARED DISPOSITIVE POWER  11,550,000	
<b>11</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  11,550,000		
<b>12</b>	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)  <input type="checkbox"/>		
<b>13</b>	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  8.86% <sup>1</sup>		
<b>14</b>	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)  IN		

<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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<b>1</b>	NAMES OF REPORTING PERSONS  Eric P. Epstein		
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)  (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>		
<b>3</b>	SEC USE ONLY		
<b>4</b>	SOURCE OF FUNDS (SEE INSTRUCTIONS)  AF		
<b>5</b>	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)  <input type="checkbox"/>		
<b>6</b>	CITIZENSHIP OR PLACE OF ORGANIZATION  United States of America		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	<b>7</b>	SOLE VOTING POWER  0	
	<b>8</b>	SHARED VOTING POWER  11,550,000	
	<b>9</b>	SOLE DISPOSITIVE POWER  0	
	<b>10</b>	SHARED DISPOSITIVE POWER  11,550,000	
<b>11</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  11,550,000		
<b>12</b>	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)  <input type="checkbox"/>		
<b>13</b>	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  8.86% <sup>1</sup>		
<b>14</b>	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)  IN		

<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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<b>1</b>	NAMES OF REPORTING PERSONS  Anthony A. Yoseloff		
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)  (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>		
<b>3</b>	SEC USE ONLY		
<b>4</b>	SOURCE OF FUNDS (SEE INSTRUCTIONS)  AF		
<b>5</b>	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)  <input type="checkbox"/>		
<b>6</b>	CITIZENSHIP OR PLACE OF ORGANIZATION  United States of America		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		<b>7</b>	SOLE VOTING POWER  0
		<b>8</b>	SHARED VOTING POWER  11,550,000
		<b>9</b>	SOLE DISPOSITIVE POWER  0
		<b>10</b>	SHARED DISPOSITIVE POWER  11,550,000
<b>11</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  11,550,000		
<b>12</b>	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)  <input type="checkbox"/>		
<b>13</b>	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  8.86% <sup>1</sup>		
<b>14</b>	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)  IN		

<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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<b>1</b>	NAMES OF REPORTING PERSONS  Avram Z. Friedman		
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)  (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>		
<b>3</b>	SEC USE ONLY		
<b>4</b>	SOURCE OF FUNDS (SEE INSTRUCTIONS)  AF		
<b>5</b>	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)  <input type="checkbox"/>		
<b>6</b>	CITIZENSHIP OR PLACE OF ORGANIZATION  United States of America		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	<b>7</b>	SOLE VOTING POWER  0	
	<b>8</b>	SHARED VOTING POWER  11,550,000	
	<b>9</b>	SOLE DISPOSITIVE POWER  0	
	<b>10</b>	SHARED DISPOSITIVE POWER  11,550,000	
<b>11</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  11,550,000		
<b>12</b>	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)  <input type="checkbox"/>		
<b>13</b>	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  8.86% <sup>1</sup>		
<b>14</b>	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)  IN		

<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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<b>1</b>	NAMES OF REPORTING PERSONS  Conor Bastable		
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)  (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>		
<b>3</b>	SEC USE ONLY		
<b>4</b>	SOURCE OF FUNDS (SEE INSTRUCTIONS)  AF		
<b>5</b>	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)  <input type="checkbox"/>		
<b>6</b>	CITIZENSHIP OR PLACE OF ORGANIZATION  United States of America		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		<b>7</b>	SOLE VOTING POWER  0
		<b>8</b>	SHARED VOTING POWER  11,550,000
		<b>9</b>	SOLE DISPOSITIVE POWER  0
		<b>10</b>	SHARED DISPOSITIVE POWER  11,550,000
<b>11</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  11,550,000		
<b>12</b>	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)  <input type="checkbox"/>		
<b>13</b>	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  8.86% <sup>1</sup>		
<b>14</b>	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)  IN		

<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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<b>1</b>	NAMES OF REPORTING PERSONS  Brigade Capital Management, LLC		
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)  (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>		
<b>3</b>	SEC USE ONLY		
<b>4</b>	SOURCE OF FUNDS (SEE INSTRUCTIONS)  AF		
<b>5</b>	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)  <input type="checkbox"/>		
<b>6</b>	CITIZENSHIP OR PLACE OF ORGANIZATION  Delaware		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	<b>7</b>	SOLE VOTING POWER  0	
	<b>8</b>	SHARED VOTING POWER  3,350,000	
	<b>9</b>	SOLE DISPOSITIVE POWER  0	
	<b>10</b>	SHARED DISPOSITIVE POWER  3,350,000	
<b>11</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  3,350,000		
<b>12</b>	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)  <input type="checkbox"/>		
<b>13</b>	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  2.57% <sup>1</sup>		
<b>14</b>	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)  IA		

<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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<b>1</b>	NAMES OF REPORTING PERSONS  Brigade Leveraged Capital Structures Fund Ltd.		
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)  (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>		
<b>3</b>	SEC USE ONLY		
<b>4</b>	SOURCE OF FUNDS (SEE INSTRUCTIONS)  WC		
<b>5</b>	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)  <input type="checkbox"/>		
<b>6</b>	CITIZENSHIP OR PLACE OF ORGANIZATION  Cayman Islands		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	<b>7</b>	SOLE VOTING POWER  0	
	<b>8</b>	SHARED VOTING POWER  3,350,000	
	<b>9</b>	SOLE DISPOSITIVE POWER  0	
	<b>10</b>	SHARED DISPOSITIVE POWER  3,350,000	
<b>11</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  3,350,000		
<b>12</b>	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)  <input type="checkbox"/>		
<b>13</b>	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  2.57% <sup>1</sup>		
<b>14</b>	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)  CO		

<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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<b>1</b>	NAMES OF REPORTING PERSONS  Donald E. Morgan, III		
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)  (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>		
<b>3</b>	SEC USE ONLY		
<b>4</b>	SOURCE OF FUNDS (SEE INSTRUCTIONS)  AF		
<b>5</b>	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)  <input type="checkbox"/>		
<b>6</b>	CITIZENSHIP OR PLACE OF ORGANIZATION  United States of America		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	<b>7</b>	SOLE VOTING POWER  0	
	<b>8</b>	SHARED VOTING POWER  3,350,000	
	<b>9</b>	SOLE DISPOSITIVE POWER  0	
	<b>10</b>	SHARED DISPOSITIVE POWER  3,350,000	
<b>11</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  3,350,000		
<b>12</b>	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)  <input type="checkbox"/>		
<b>13</b>	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  2.57% <sup>1</sup>		
<b>14</b>	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)  IN		

<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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<b>1</b>	NAMES OF REPORTING PERSONS  Plainfield Asset Management LLC		
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)  (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>		
<b>3</b>	SEC USE ONLY		
<b>4</b>	SOURCE OF FUNDS (SEE INSTRUCTIONS)  OO		
<b>5</b>	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)  <input type="checkbox"/>		
<b>6</b>	CITIZENSHIP OR PLACE OF ORGANIZATION  Delaware		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	<b>7</b>	SOLE VOTING POWER  0	
	<b>8</b>	SHARED VOTING POWER  2,057,500	
	<b>9</b>	SOLE DISPOSITIVE POWER  0	
	<b>10</b>	SHARED DISPOSITIVE POWER  2,057,500	
<b>11</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  2,057,500		
<b>12</b>	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)  <input type="checkbox"/>		
<b>13</b>	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  1.58% <sup>1</sup>		
<b>14</b>	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)  CO		

<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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<b>1</b>	NAMES OF REPORTING PERSONS  Plainfield OC Master Fund Limited		
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)  (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>		
<b>3</b>	SEC USE ONLY		
<b>4</b>	SOURCE OF FUNDS (SEE INSTRUCTIONS)  OO		
<b>5</b>	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)  <input type="checkbox"/>		
<b>6</b>	CITIZENSHIP OR PLACE OF ORGANIZATION  Cayman Islands		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	<b>7</b>	SOLE VOTING POWER  0	
	<b>8</b>	SHARED VOTING POWER  225,625	
	<b>9</b>	SOLE DISPOSITIVE POWER  0	
	<b>10</b>	SHARED DISPOSITIVE POWER  225,625	
<b>11</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  225,625		
<b>12</b>	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)  <input type="checkbox"/>		
<b>13</b>	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  0.17% <sup>1</sup>		
<b>14</b>	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)  CO		

<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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<b>1</b>	NAMES OF REPORTING PERSONS  Plainfield Liquid Strategies Master Fund Limited		
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)  (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>		
<b>3</b>	SEC USE ONLY		
<b>4</b>	SOURCE OF FUNDS (SEE INSTRUCTIONS)  OO		
<b>5</b>	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)  <input type="checkbox"/>		
<b>6</b>	CITIZENSHIP OR PLACE OF ORGANIZATION  Cayman Islands		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	<b>7</b>	SOLE VOTING POWER  0	
	<b>8</b>	SHARED VOTING POWER  45,125	
	<b>9</b>	SOLE DISPOSITIVE POWER  0	
	<b>10</b>	SHARED DISPOSITIVE POWER  45,125	
<b>11</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  45,125		
<b>12</b>	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)  <input type="checkbox"/>		
<b>13</b>	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  0.03% <sup>1</sup>		
<b>14</b>	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)  CO		

<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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<b>1</b>	NAMES OF REPORTING PERSONS  Plainfield Special Situations Master Fund II Limited		
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)  (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>		
<b>3</b>	SEC USE ONLY		
<b>4</b>	SOURCE OF FUNDS (SEE INSTRUCTIONS)  OO		
<b>5</b>	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)  <input type="checkbox"/>		
<b>6</b>	CITIZENSHIP OR PLACE OF ORGANIZATION  Cayman Islands		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	<b>7</b>	SOLE VOTING POWER  0	
	<b>8</b>	SHARED VOTING POWER  1,786,750	
	<b>9</b>	SOLE DISPOSITIVE POWER  0	
	<b>10</b>	SHARED DISPOSITIVE POWER  1,786,750	
<b>11</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  1,786,750		
<b>12</b>	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)  <input type="checkbox"/>		
<b>13</b>	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  1.37% <sup>1</sup>		
<b>14</b>	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)  CO		

<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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<b>1</b>	NAMES OF REPORTING PERSONS Max Holmes		
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>		
<b>3</b>	SEC USE ONLY		
<b>4</b>	SOURCE OF FUNDS (SEE INSTRUCTIONS) OO		
<b>5</b>	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) <input type="checkbox"/>		
<b>6</b>	CITIZENSHIP OR PLACE OF ORGANIZATION United States of America		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	<b>7</b>	SOLE VOTING POWER 0	
	<b>8</b>	SHARED VOTING POWER 2,057,500	
	<b>9</b>	SOLE DISPOSITIVE POWER 0	
	<b>10</b>	SHARED DISPOSITIVE POWER 2,057,500	
<b>11</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,057,500		
<b>12</b>	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="checkbox"/>		
<b>13</b>	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 1.58% <sup>1</sup>		
<b>14</b>	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) IN		

<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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[EX-99.5](#)

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This Amendment No. 3 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, and Amendment No. 2 on May 5, 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 May 21, 2010, the Reporting Persons approved a letter to be sent to the Board relating to the chapter 11 plan proposed by the Issuer. A copy of the letter is attached hereto as Exhibit 99.5 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 99.5: Letter to Board of the Issuer, dated May 21, 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.

May 25, 2010

DAVIDSON KEMPNER PARTNERS

By: MHD Management Co.,  
its General Partner

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

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

DAVIDSON KEMPNER INSTITUTIONAL PARTNERS, L.P.

By: Davidson Kempner Advisers Inc.,  
its General Partner

By: /s/ Thomas L. Kempner, Jr.  
Name: Thomas L. Kempner, Jr.  
Title: President

M.H. DAVIDSON & CO.

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

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

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

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\*\*

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\* 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

Davidson Kempner Distressed  
Opportunities 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

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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)

M.H. DAVIDSON & CO.

Date of Trade	Shares Purchased (Sold)	Price per Share
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
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
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

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DAVIDSON KEMPNER INTERNATIONAL, LTD.

Date of Trade	Shares Purchased (Sold)	Price per Share
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

DAVIDSON KEMPNER INSTITUTIONAL PARTNERS, L.P.

Date of Trade	Shares Purchased (Sold)	Price per Share
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

DAVIDSON KEMPNER PARTNERS

Date of Trade	Shares Purchased (Sold)	Price per Share
04/01/10	9,931	\$1.589
04/01/10	4,965	1.563
04/29/10	250,100	1.65
04/29/10	12,504	1.65

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CUSIP No. 92839U107

PLAINFIELD SPECIAL SITUATIONS MASTER FUND II LIMITED

Date of Trade	Shares Purchased (Sold)	Price per Share
04/30/10	500,000	\$ 1.84
05/07/10	500,000	1.63
05/17/10	155,000	0.89

May 21, 2010

By Email:  
[marc.kieselstein@kirkland.com](mailto:marc.kieselstein@kirkland.com)

Members of the Board of Directors  
of Visteon Corporation  
c/o Mr. Marc Kieselstein  
Kirkland & Ellis LLP  
610 Lexington Avenue  
New York, New York 10022

Re: Visteon Corporation ("Visteon") Chapter 11 Plan Proposal

Dear Board Members:

The three entities sending this letter hold approximately 13% of Visteon's common stock. We have previously explained to you our belief that Visteon is solvent and should not prosecute a chapter 11 plan extinguishing its shareholders. Both the Bankruptcy Court and your attorneys have stated they would consider an actual proposal from shareholders investing new money to prove their belief in the value. While we believe you have prescribed unnecessarily narrow parameters for an acceptable proposal which prevent shareholders from maximizing the value they are entitled to receive, we are nevertheless making a proposal within your parameters to accelerate and facilitate the chapter 11 plan process.

In a nutshell, our proposal is calculated to provide Visteon a quick exit from chapter 11 because it (a) is fully consistent with the secured term loan lenders' proposal of May 7, 2010 whereby they convert \$300 million of debt to common shares (for no fees) and backstop (for no fees) the \$950 million common share offering to the bondholders, (b) provides the bondholders better treatment than what they negotiated for themselves in Visteon's plan by providing them (i) 10% of the common equity instead of 5% in Visteon's plan, (ii) the right to participate in the same rights to acquire \$950 million of common shares at the same plan value they negotiated for themselves in Visteon's plan, and (iii) majority ownership in a reorganized Visteon that is less leveraged than Visteon proposed, (c) substitutes \$385 million of shareholder cash for the \$400 million exit facility under Visteon's plan (the fee savings are far greater than \$15 million), which cash will be exchanged for *at least* \$175 million of common shares (saving reorganized Visteon substantial debt service) and *up to* \$210 million of secured notes on the same terms Visteon's exit facility would have had, and (d) treat all other classes the same as Visteon.

Significantly, Visteon is currently prosecuting motions for orders approving an equity commitment agreement and a plan support agreement. Buried within the equity commitment agreement is a clause (section 10.2(a)) providing Visteon must apply to pay \$43.75 million in damages to other counterparties if it does not go forward with its

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second amended proposed plan. Now that you know from the term loan lenders' letter dated May 7, 2010 that they will provide for no fees other than expenses a backstop for \$1.25 billion of equity (by converting \$300 million of secured debt to common shares and backstopping \$950 million of common shares), and you know from this letter that we will provide \$385 million cash on the terms set forth below for no fees other than expenses, we trust you will stop attempting to procure approval of agreements rendering Visteon liable for over \$87 million of fees plus damages of \$43.75 million. Within the context of your second amended proposed plan and to eliminate the term loan lenders' criticisms of your proposed backstop agreements, our proposal eliminates the fees, the damages, and the illusory agreements which bind Visteon while not binding the investors purporting to commit to buy equity.

Our proposal is as follows:

1. Within the context of Visteon's Rights Offering Sub Plan embedded in its proposed Second Amended Plan, we will severally purchase \$175 million of common equity at a 5% premium to the share price specified in the Equity Commitment Agreement (section 2.1), as adjusted for changes in the number of shares to be issued and sold, and to be paid by the term loan lenders under their backstop pursuant to their letter dated May 7, 2010. This cash will reduce by \$175 million the \$400 million of debt reorganized Visteon will need to incur under its chapter 11 plan.
  2. The opportunity to commit to purchase another \$210 million of common shares at the same premium price can be provided to all Visteon's common shareholders as part of the chapter 11 plan solicitation process, in the same manner as the bondholder rights offering.
  3. To the extent, if any, that Visteon common shareholders do not subscribe for \$210 million of common shares in the reorganized debtor as proposed above, we will severally provide the full shortfall in cash in exchange for debt instruments of Visteon consistent with the terms Visteon sets forth on page 277 of its proposed second amended disclosure statement (i.e., senior secured, 10% interest rate).
  4. The treatment of the bondholders under the Rights Offering Sub Plan would be improved to provide them 10% of the common equity instead of 5%, and the same rights the plan currently provides for bondholders to subscribe to \$950 million of common shares. Moreover, the bondholders would be purchasing shares at plan value rather than the higher premium price paid by shareholders.
  5. Treatment of other classes to remain the same.
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The foregoing plan incorporates the term loan lenders letter<sup>1</sup> and otherwise tracks your plan, except it provides *better* treatment to bondholders. The only other change is that we and the term loan lenders have replaced your proposed agreements outside the plan costing over \$87 million of fees and creating huge damage claims, with new agreements costing no fees and creating no damage claims against Visteon. The foregoing plan also saves Visteon between \$17.5 million and \$40 million of annual interest expense.

While we would prefer a chapter 11 plan manifesting the estates' solvency, and we completely disagree with your notions of value, debt capacity, and failure to reinstate the secured term loan to preserve its favorable terms, we would support the terms above to facilitate an expeditious confirmation. We reserve all our rights.

Please let us hear from you by Sunday evening May 23, 2010, and do not hesitate to contact us or our attorneys before hand with any questions. We appreciate your consideration of this proposal.

Sincerely,

Davidson Kempner Capital  
Management, LLC

Plainfield Asset Management, LLC

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

Title: Managing Member

By: /s/ Max Holmes

Title: Managing Member

Brigade Capital Management, LLC

By: /s/ Donald E. Morgan, III

Title: Managing Member

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<sup>1</sup> The term loan lenders suggest 15% of the common equity for the bondholders. We believe the term loan lenders would agree to 10%, but would defer if they do not.