

VISTEON CORP
Form SC 13D/A
May 27, 2010

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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**

(Name of Issuer)
Common Stock, \$1.00 par value

(Title of Class of Securities)
92839U107

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

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

Copies to:
Martin J. Bienenstock
Timothy Q. Karcher
Philip Abelson
Dewey & LeBoeuf LLP
1301 Avenue of the Americas
New York, NY 10019
(212) 259-8000
May 21, 2010

(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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NAMES OF REPORTING PERSONS

1

Davidson Kempner Partners

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4

WC

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

New York

SOLE VOTING POWER

7

NUMBER OF 0

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 8

577,500

SOLE DISPOSITIVE POWER

EACH REPORTING 9

PERSON 0

WITH SHARED DISPOSITIVE POWER
10
577,500

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
577,500

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
0.44%¹

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)
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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NAMES OF REPORTING PERSONS

1

Davidson Kempner Institutional Partners, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4

WC

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

SOLE VOTING POWER

7

NUMBER OF 0

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 8

1,212,750

SOLE DISPOSITIVE POWER

EACH REPORTING 9

PERSON 0

WITH SHARED DISPOSITIVE POWER

10

1,212,750

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

1,212,750

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

12

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

0.93%¹

TYPE OF REPORTING 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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NAMES OF REPORTING PERSONS

1

M.H. Davidson & Co.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4

WC

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

New York

SOLE VOTING POWER

7

NUMBER OF 0

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 8

103,945

SOLE DISPOSITIVE POWER

EACH REPORTING 9

PERSON 0

WITH SHARED DISPOSITIVE POWER
10
103,945

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
103,945

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
0.08%¹

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)
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

Davidson Kempner International, Ltd.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

- (a)
- (b)

3 SEC USE ONLY

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 CITIZENSHIP OR PLACE OF ORGANIZATION

British Virgin Islands

7 SOLE VOTING POWER

NUMBER OF 0

SHARES BENEFICIALLY OWNED BY **8** SHARED VOTING POWER
1,351,350

EACH REPORTING **9** SOLE DISPOSITIVE POWER

PERSON 0

WITH SHARED DISPOSITIVE POWER

10

1,351,350

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,351,350

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

o

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

1.04%¹

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

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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NAMES OF REPORTING PERSONS

1

Davidson Kempner Distressed Opportunities Fund LP

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4

WC

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

SOLE VOTING POWER

7

NUMBER OF 0

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 8

2,644,952

SOLE DISPOSITIVE POWER

EACH REPORTING 9

PERSON 0

WITH SHARED DISPOSITIVE POWER
10
2,644,952

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
2,644,952

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
2.03%¹

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)
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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NAMES OF REPORTING PERSONS

- 1**
Davidson Kempner Distressed Opportunities International Ltd.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

- 2**
(a)
(b)

SEC USE ONLY

3

SOURCE OF FUNDS (SEE INSTRUCTIONS)

- 4**
WC

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

- 5**

CITIZENSHIP OR PLACE OF ORGANIZATION

- 6**
Cayman Islands

SOLE VOTING POWER

7

NUMBER OF 0

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY **8**
5,659,503

SOLE DISPOSITIVE POWER

EACH REPORTING **9**

PERSON 0

WITH SHARED DISPOSITIVE POWER
10
5,659,503

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
5,659,503

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
4.34%¹

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)
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 THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

- (a)
- (b)

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 CITIZENSHIP OR PLACE OF ORGANIZATION

New York

SOLE VOTING POWER

7

NUMBER OF 0

SHARES BENEFICIALLY OWNED BY **8** SHARED VOTING POWER

577,500

EACH REPORTING **9** SOLE DISPOSITIVE POWER

PERSON 0

WITH SHARED DISPOSITIVE POWER

10

577,500

11

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

577,500

12

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

o

13

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.44%¹

14

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

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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NAMES OF REPORTING PERSONS

1

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

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4

AF

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

SOLE VOTING POWER

7

NUMBER OF 0

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 8

577,500

SOLE DISPOSITIVE POWER

EACH REPORTING 9

PERSON 0

WITH SHARED DISPOSITIVE POWER
10
577,500

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
577,500

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
0.44%¹

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)
OO

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

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

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

- (a)
- (b)

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 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

NUMBER OF 0

8 SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON

SHARED VOTING POWER

103,945

9 SOLE DISPOSITIVE POWER

PERSON 0

WITH SHARED DISPOSITIVE POWER
10
103,945

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
103,945

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
0.08%¹

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)
OO

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

Davidson Kempner Advisers Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

- (a) b
- (b) o

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)

o

6 CITIZENSHIP OR PLACE OF ORGANIZATION

New York

7 SOLE VOTING POWER

NUMBER OF 0

SHARES BENEFICIALLY OWNED BY **8** SHARED VOTING POWER
1,212,750

EACH REPORTING **9** SOLE DISPOSITIVE POWER

PERSON 0

WITH SHARED DISPOSITIVE POWER
10
1,212,750

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
1,212,750

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
0.93%¹

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)
IA

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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NAMES OF REPORTING PERSONS

1

Davidson Kempner International Advisors, L.L.C.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4

AF

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

SOLE VOTING POWER

7

NUMBER OF 0

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 8

1,351,350

SOLE DISPOSITIVE POWER

EACH REPORTING 9

PERSON 0

WITH SHARED DISPOSITIVE POWER
10
1,351,350

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
1,351,350

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
1.04%¹

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)
OO

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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NAMES OF REPORTING PERSONS

1

DK Group LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4

AF

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

SOLE VOTING POWER

7

NUMBER OF 0

SHARED VOTING POWER

SHARES BENEFICIALLY 8

OWNED BY 2,644,952

SOLE DISPOSITIVE POWER

EACH REPORTING 9

PERSON 0

WITH SHARED DISPOSITIVE POWER

10

2,644,952

AGGREGATE 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

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

2.03%¹

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

14

OO

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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NAMES OF REPORTING PERSONS

1

DK Management Partners LP

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4

AF

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

SOLE VOTING POWER

7

NUMBER OF 0

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 8

5,659,503

SOLE DISPOSITIVE POWER

EACH REPORTING 9

PERSON 0

WITH SHARED DISPOSITIVE POWER
10
5,659,503

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
5,659,503

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
4.34%¹

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)
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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NAMES OF REPORTING PERSONS

1

DK Stillwater GP LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4

AF

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

SOLE VOTING POWER

7

NUMBER OF 0

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 8

5,659,503

SOLE DISPOSITIVE POWER

EACH REPORTING 9

PERSON 0

WITH SHARED DISPOSITIVE POWER

10

5,659,503

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,659,503

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

o

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

4.34%¹

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

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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NAMES OF REPORTING PERSONS

1

Thomas L. Kempner, Jr.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4

AF

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

United States of America

SOLE VOTING POWER

7

NUMBER OF 0

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 8

11,550,000

SOLE DISPOSITIVE POWER

EACH REPORTING 9

PERSON 0

WITH SHARED DISPOSITIVE POWER
10
11,550,000

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
11,550,000

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
8.86%¹

14 TYPE OF REPORTING PERSON (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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NAMES OF REPORTING PERSONS

1

Stephen M. Dowicz

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4

AF

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

United States of America

SOLE VOTING POWER

7

NUMBER OF 0

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 8

11,550,000

SOLE DISPOSITIVE POWER

EACH REPORTING 9

PERSON 0
WITH SHARED DISPOSITIVE POWER
10
11,550,000

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
11,550,000

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
8.86%¹

14 TYPE OF REPORTING PERSON (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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CUSIP No. 92839U107

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1 NAMES OF REPORTING PERSONS

Scott E. Davidson

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

- (a) b
- (b) o

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)

o

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

7 SOLE VOTING POWER

NUMBER OF 0

8 SHARES BENEFICIALLY OWNED BY SHARED VOTING POWER
11,550,000

9 EACH REPORTING SOLE DISPOSITIVE POWER

PERSON 0
WITH SHARED DISPOSITIVE POWER
10
11,550,000

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
11,550,000

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
8.86%¹

14 TYPE OF REPORTING PERSON (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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NAMES OF REPORTING PERSONS

1

Timothy I. Levart

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4

AF

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

United States of America and the United Kingdom

SOLE VOTING POWER

7

NUMBER OF 0

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 8

11,550,000

SOLE DISPOSITIVE POWER

EACH REPORTING 9

PERSON 0
WITH SHARED DISPOSITIVE POWER
10
11,550,000

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
11,550,000

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
8.86%¹

14 TYPE OF REPORTING PERSON (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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NAMES OF REPORTING PERSONS

1

Robert J. Brivio, Jr.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4

AF

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

United States of America

SOLE VOTING POWER

7

NUMBER OF 0

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 8

11,550,000

SOLE DISPOSITIVE POWER

EACH REPORTING 9

PERSON 0
WITH SHARED DISPOSITIVE POWER
10
11,550,000

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
11,550,000

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
8.86%¹

14 TYPE OF REPORTING PERSON (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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NAMES OF REPORTING PERSONS

1

Eric P. Epstein

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4

AF

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

United States of America

SOLE VOTING POWER

7

NUMBER OF 0

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 8

11,550,000

SOLE DISPOSITIVE POWER

EACH REPORTING 9

PERSON 0
WITH SHARED DISPOSITIVE POWER
10
11,550,000

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
11,550,000

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
8.86%¹

14 TYPE OF REPORTING PERSON (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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NAMES OF REPORTING PERSONS

1

Anthony A. Yoseloff

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4

AF

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

United States of America

SOLE VOTING POWER

7

NUMBER OF 0

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 8

11,550,000

SOLE DISPOSITIVE POWER

EACH REPORTING 9

PERSON 0

WITH SHARED DISPOSITIVE POWER
10
11,550,000

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
11,550,000

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
8.86%¹

14 TYPE OF REPORTING PERSON (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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NAMES OF REPORTING PERSONS

1

Avram Z. Friedman

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4

AF

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

United States of America

SOLE VOTING POWER

7

NUMBER OF 0

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 8

11,550,000

SOLE DISPOSITIVE POWER

EACH REPORTING 9

PERSON 0
WITH SHARED DISPOSITIVE POWER
10
11,550,000

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
11,550,000

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
8.86%¹

14 TYPE OF REPORTING PERSON (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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NAMES OF REPORTING PERSONS

1

Conor Bastable

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4

AF

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

United States of America

SOLE VOTING POWER

7

NUMBER OF 0

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 8

11,550,000

SOLE DISPOSITIVE POWER

EACH REPORTING 9

PERSON 0
WITH SHARED DISPOSITIVE POWER
10
11,550,000

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
11,550,000

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
8.86%¹

14 TYPE OF REPORTING PERSON (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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1 NAMES OF REPORTING PERSONS

Brigade Capital Management, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

- (a) b
- (b) o

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)

o

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

NUMBER OF 0

SHARES BENEFICIALLY OWNED BY **8** SHARED VOTING POWER 3,350,000

EACH REPORTING **9** SOLE DISPOSITIVE POWER

PERSON 0

WITH SHARED DISPOSITIVE POWER
10
3,350,000

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
3,350,000

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
2.57%¹

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)
IA

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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NAMES OF REPORTING PERSONS

- 1
Brigade Leveraged Capital Structures Fund Ltd.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

- 2
(a) p
(b) o

SEC USE ONLY

3

SOURCE OF FUNDS (SEE INSTRUCTIONS)

- 4
WC

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

- 5
 o

CITIZENSHIP OR PLACE OF ORGANIZATION

- 6
Cayman Islands

SOLE VOTING POWER

7

NUMBER OF 0

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 8

3,350,000

SOLE DISPOSITIVE POWER

EACH REPORTING 9

PERSON 0

WITH SHARED DISPOSITIVE POWER
10
3,350,000

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
3,350,000

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
2.57%¹

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)
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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NAMES OF REPORTING PERSONS

1

Donald E. Morgan, III

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4

AF

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

United States of America

SOLE VOTING POWER

7

NUMBER OF 0

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 8

3,350,000

SOLE DISPOSITIVE POWER

EACH REPORTING 9

PERSON 0

WITH SHARED DISPOSITIVE POWER
10
3,350,000

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
3,350,000

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
2.57%¹

14 TYPE OF REPORTING PERSON (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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1 NAMES OF REPORTING PERSONS
Plainfield Asset Management LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)
(a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)
OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

7 SOLE VOTING POWER

NUMBER OF 0

8 SHARES BENEFICIALLY OWNED BY 2,057,500
SHARED VOTING POWER

9 EACH REPORTING SOLE DISPOSITIVE POWER

PERSON 0

WITH SHARED DISPOSITIVE POWER
10
2,057,500

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
2,057,500

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
1.58%¹

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)
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
Plainfield OC Master Fund Limited

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)
(a) b
(b) o

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)
OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)
 o

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Cayman Islands

7 SOLE VOTING POWER
NUMBER OF 0

8 SHARES BENEFICIALLY OWNED BY 225,625
SHARED VOTING POWER

9 EACH REPORTING SOLE DISPOSITIVE POWER

PERSON 0

WITH SHARED DISPOSITIVE POWER
10
225,625

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)
o

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
0.17%¹

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)
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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NAMES OF REPORTING PERSONS

- 1 Plainfield Liquid Strategies Master Fund Limited

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

- 2 (a)
(b)

SEC USE ONLY

3

SOURCE OF FUNDS (SEE INSTRUCTIONS)

- 4 OO

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 0

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 8 45,125

SOLE DISPOSITIVE POWER

EACH REPORTING 9

PERSON 0

WITH SHARED DISPOSITIVE POWER

10

45,125

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

45,125