

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

**Table of Contents**

**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)



**Table of Contents**

CUSIP No. 92839U107

Page 2 of 49 Pages

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%<sup>1</sup>

14 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.

---

**Table of Contents**

CUSIP No. 92839U107

Page 3 of 49 Pages

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%<sup>1</sup>

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

14

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.

---

**Table of Contents**

CUSIP No. 92839U107

Page 4 of 49 Pages

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%<sup>1</sup>

**14** 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.

---

**Table of Contents**

CUSIP No. 92839U107

Page 5 of 49 Pages

**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

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%<sup>1</sup>

**14** 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.

---

**Table of Contents**

CUSIP No. 92839U107

Page 6 of 49 Pages

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

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%<sup>1</sup>

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

14

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.

---

**Table of Contents**

CUSIP No. 92839U107

Page 7 of 49 Pages

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)  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**

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%<sup>1</sup>

14 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.

---

**Table of Contents**

CUSIP No. 92839U107

Page 8 of 49 Pages

**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

**8** SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON SHARED VOTING POWER

577,500

**9** EACH REPORTING PERSON 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%<sup>1</sup>

14

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.

---

**Table of Contents**

CUSIP No. 92839U107

Page 9 of 49 Pages

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

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

577,500

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

0.44%<sup>1</sup>

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

14

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.

---

**Table of Contents**

CUSIP No. 92839U107

Page 10 of 49 Pages

**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

SHARES BENEFICIALLY OWNED BY **8** SHARED VOTING POWER 103,945

EACH REPORTING **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%<sup>1</sup>

**14** 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.

---

**Table of Contents**

CUSIP No. 92839U107

Page 11 of 49 Pages

NAMES OF REPORTING PERSONS

1

Davidson Kempner Advisers Inc.

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

New York

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

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%<sup>1</sup>

14 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.

---

**Table of Contents**

CUSIP No. 92839U107

Page 12 of 49 Pages

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%<sup>1</sup>

14 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.

---

**Table of Contents**

CUSIP No. 92839U107

Page 13 of 49 Pages

**1** NAMES OF REPORTING PERSONS

DK Group 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  
2,644,952

**9** EACH REPORTING SOLE DISPOSITIVE POWER

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%<sup>1</sup>

14 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.

---

**Table of Contents**

CUSIP No. 92839U107

Page 14 of 49 Pages

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%<sup>1</sup>

14 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.

---

**Table of Contents**

CUSIP No. 92839U107

Page 15 of 49 Pages

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%<sup>1</sup>

14 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.

---

**Table of Contents**

CUSIP No. 92839U107

Page 16 of 49 Pages

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%<sup>1</sup>

14 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.

---

**Table of Contents**

CUSIP No. 92839U107

Page 17 of 49 Pages

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%<sup>1</sup>

14 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.

---

**Table of Contents**

CUSIP No. 92839U107

Page 18 of 49 Pages

**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

SHARES BENEFICIALLY OWNED BY **8** 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%<sup>1</sup>

14 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.

---

**Table of Contents**

CUSIP No. 92839U107

Page 19 of 49 Pages

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%<sup>1</sup>

14 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.

---

**Table of Contents**

CUSIP No. 92839U107

Page 20 of 49 Pages

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%<sup>1</sup>

14 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.

---

**Table of Contents**

CUSIP No. 92839U107

Page 21 of 49 Pages

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%<sup>1</sup>

14 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.

---

**Table of Contents**

CUSIP No. 92839U107

Page 22 of 49 Pages

**1 NAMES OF REPORTING PERSONS**

Anthony A. Yoseloff

**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**

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%<sup>1</sup>

14 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.

---

**Table of Contents**

CUSIP No. 92839U107

Page 23 of 49 Pages

**1 NAMES OF REPORTING PERSONS**

Avram Z. Friedman

**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**

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%<sup>1</sup>

14 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.

---

**Table of Contents**

CUSIP No. 92839U107

Page 24 of 49 Pages

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%<sup>1</sup>

14 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.

---

**Table of Contents**

CUSIP No. 92839U107

Page 25 of 49 Pages

NAMES OF REPORTING PERSONS

**1**  
 Brigade Capital Management, LLC

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**  
 AF

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

**5**  
 o

CITIZENSHIP OR PLACE OF ORGANIZATION

**6**  
 Delaware

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%<sup>1</sup>

14 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.

---

**Table of Contents**

CUSIP No. 92839U107

Page 26 of 49 Pages

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%<sup>1</sup>

14 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.

---

**Table of Contents**

CUSIP No. 92839U107

Page 27 of 49 Pages

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%<sup>1</sup>

14 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.

---

**Table of Contents**

CUSIP No. 92839U107

Page 28 of 49 Pages

NAMES OF REPORTING PERSONS

1

Plainfield Asset Management 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

OO

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

2,057,500

SOLE DISPOSITIVE POWER

EACH REPORTING 9



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%<sup>1</sup>

14 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.

---

**Table of Contents**

CUSIP No. 92839U107

Page 29 of 49 Pages

NAMES OF REPORTING PERSONS

1

Plainfield OC 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

225,625

SOLE DISPOSITIVE POWER

EACH REPORTING 9

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%<sup>1</sup>

14 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.

---

**Table of Contents**

CUSIP No. 92839U107

Page 30 of 49 Pages

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

11

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

45,125

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)

0.03%<sup>1</sup>

14

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.

---

**Table of Contents**

CUSIP No. 92839U107

Page 31 of 49 Pages

NAMES OF REPORTING PERSONS

- 1**  
Plainfield Special Situations Master Fund II Limited

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

- 2**  
(a)    
(b)

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**  
1,786,750

SOLE DISPOSITIVE POWER

EACH REPORTING **9**

PERSON 0  
  
WITH SHARED DISPOSITIVE POWER  
10  
1,786,750

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
1,786,750

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)  
1.37%<sup>1</sup>

14 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.

---

**Table of Contents**

CUSIP No. 92839U107

Page 32 of 49 Pages

NAMES OF REPORTING PERSONS

1

Max Holmes

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

United States of America

SOLE VOTING POWER

7

NUMBER OF 0

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 8

2,057,500

SOLE DISPOSITIVE POWER

EACH REPORTING 9



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%<sup>1</sup>

14 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.

---

CUSIP No. 92839U107

Page 33 of 49 Pages

**TABLE OF CONTENTS**

Item 2. Identity and Background

Item 4. Purpose of Transaction

Item 5. Interest in Securities of the Issuer

Item 7. Material to be Filed as Exhibits

Signature

EX-99.5

---

**Table of Contents**

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 Advisers, 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

**Table of Contents**

CUSIP No. 92839U107 Page 34 of 49 Pages  
 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 55<sup>th</sup> Street, 19<sup>th</sup> 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, 16<sup>th</sup> 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, 16<sup>th</sup> 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

**Table of Contents**

CUSIP No. 92839U107 Page 35 of 49 Pages  
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.

---

**Table of Contents**

CUSIP No. 92839U107

Page 36 of 49 Pages

**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**

---

**Table of Contents**

CUSIP No. 92839U107

Page 37 of 49 Pages

(a) (b) The information set forth in Rows 7 through 13 of the cover page hereto for the Plainfield Filing Persons is incorporated herein by reference.

(c) Information with respect to all transactions in the Shares which were effected during the past 60 days by each of the Plainfield Filing Persons and officers and directors is set forth on Appendix B hereto and incorporated herein by reference. All such transactions were effected as brokered transactions.

(d) No other person is known to the Plainfield Filing Persons to have the right to receive or the power to direct the receipt of dividends from, or proceeds from the sale of, any Shares beneficially owned by the Reporting Persons.

(e) Not applicable.

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

Appendix 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.

---

**Table of Contents**

CUSIP No. 92839U107

Page 38 of 49 Pages

**Signature**

After reasonable inquiry and to the best of the undersigned's knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

May 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



**Table of Contents**

CUSIP No. 92839U107

Page 39 of 49 Pages

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

**Table of Contents**

CUSIP No. 92839U107

Page 40 of 49 Pages

DAVIDSON KEMPNER DISTRESSED  
OPPORTUNITIES FUND LP

By: DK Group LLC,  
its General Partner

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

DAVIDSON KEMPNER DISTRESSED  
OPPORTUNITIES INTERNATIONAL LTD.

By: DK Management Partners LP,  
its Investment Manager

By: DK Stillwater GP LLC,  
its General Partner

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

DK GROUP LLC

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

DK MANAGEMENT PARTNERS LP

By: DK Stillwater GP LLC,  
its General Partner

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

**Table of Contents**

CUSIP No. 92839U107

Page 41 of 49 Pages

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\*

---

**Table of Contents**

CUSIP No. 92839U107

Page 42 of 49 Pages

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

**Table of Contents**

CUSIP No. 92839U107

Page 43 of 49 Pages

PLAINFIELD SPECIAL SITUATIONS  
MASTER FUND II LIMITED

By: /s/ Thomas X. Fritsch

Name:

Thomas X. Fritsch

Title: Authorized Individual

MAX HOLMES

/s/ Thomas X. Fritsch

Thomas X. Fritsch

Attorney-in-Fact\*\*

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

respect to the securities of the Issuer on May 10, 2010 as is incorporated by reference herein.

\*\* Duly authorized pursuant to the Power of Attorney, dated February 1, 2007, by and on behalf of Max Holmes, appointing Thomas X. Fritsch as his attorney-in-fact, which Power of Attorney was attached as Exhibit A to Amendment No. 1 to the Schedule 13G filed with the SEC by Plainfield Asset Management LLC and Plainfield Special Situations Master Fund Limited with respect to the equity securities of Riviera Holdings Corporation on February 2, 2007 and is incorporated by reference herein.

---

**Table of Contents**

CUSIP No. 92839U107

Page 44 of 49 Pages

## 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





**Table of Contents**

CUSIP No. 92839U107 Page 45 of 49 Pages

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

**Table of Contents**

CUSIP No. 92839U107 Page 46 of 49 Pages

Grand Cayman KY1-1205  
Cayman Islands

**Plainfield Liquid Strategies Master Fund Limited**

Directors:

- |              |  |
|--------------|--|
| Max Holmes   | 333 Ludlow Street,<br>Stamford, CT 06902   |
| David Bree   | Citco Trustees (Cayman) Limited<br>89 Nexus Way, Camana Bay<br>PO Box 31106<br>Grand Cayman KY1-1205<br>Cayman Islands |
| Roger Hanson | Citco Trustees (Cayman) Limited<br>89 Nexus Way, Camana Bay<br>PO Box 31106<br>Grand Cayman KY1-1205<br>Cayman Islands |

**Plainfield OC Master Fund Limited**

Directors:

- |                |  |
|----------------|--|
| Max Holmes     | 333 Ludlow Street,<br>Stamford, CT 06902   |
| David Bree     | Citco Trustees (Cayman) Limited<br>89 Nexus Way, Camana Bay<br>PO Box 31106<br>Grand Cayman KY1-1205<br>Cayman Islands |
| Kevin Williams | c/o Pacific Alternative Asset Management Company, LLC<br>19450 Jamboree Road Suite 400<br>Irvine, CA 92612             |
-

**Table of Contents**

CUSIP No. 92839U107

Page 47 of 49 Pages

APPENDIX B  
 TRANSACTIONS IN THE SHARES EFFECTED BY THE  
 REPORTING PERSONS DURING THE PAST SIXTY DAYS  
 (UNLESS OTHERWISE STATED, ALL TRANSACTIONS WERE EFFECTED IN  
 THE OPEN MARKET)

M.H. DAVIDSON &amp; 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

---

**Table of Contents**

CUSIP No. 92839U107

Page 48 of 49 Pages

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

---

**Table of Contents**

CUSIP No. 92839U107 Page 49 of 49 Pages  
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