

UNITED STATES DISTRICT COURT  
EASTERN DISTRICT OF MICHIGAN

In re VISTEON CORP. ERISA LITIGATION )  
Master File No. 05-71205(AC)(DAS)  
This Document Relates To: )  
Judge Avern Cohn  
**ALL ACTIONS** )  
Class Action  
\_\_\_\_\_ )

**PLAN OF ALLOCATION**

**I. Definitions.**

1. Capitalized terms used herein shall have the meanings ascribed to them in the *In re Visteon Corp. ERISA Litigation Class Action Settlement Agreement* or in this Plan of Allocation.

2. “Plaintiff” means a person who is a member of the Settlement Class, provided that “Plaintiff” shall not include any of the individual named defendants in this action.

3. “Plans’ Trustee” means the Trustee for the Plans, Fidelity Management Trust Company, which is charged with distribution of the Net Proceeds of the Settlement, as directed by Defendants, in accordance with this Plan of Allocation.

**II. Amount to Be Distributed.**

The total amount to be distributed to the Plaintiffs (the “Distribution Amount”) shall be the Net Proceeds as defined in Sections 1.25 and 8.2 of the Settlement Agreement, minus any reasonable and necessary out-of-pocket expenses for the implementation of the Plan of Allocation, as contemplated by and described in Sections 7.1.2, 8.9 and 10.2 of the Settlement Agreement.

### **III. Calculation of Each Plaintiff's Share of the Distribution Amount.**

The Plans' Trustee shall calculate, for each Plaintiff, a Net Loss. The Net Loss for each Plaintiff shall be calculated as follows:

1. "Net Loss" will be, for each Plaintiff =  $A + B - C - D - E - F$ , provided that if  $A + B - C - D - E$  is less than zero for a Plaintiff, such Plaintiff's Net Loss will be zero.

A = the dollar amount of the Plaintiff's Plan vested account balance invested in the Visteon Stock Fund at the beginning of the Class Period

B = the dollar amount added to the Plaintiff's Plan account balance invested in the Visteon Stock Fund during the Class Period that become vested

C = the dollar value of the Plaintiff's Plan account balance invested in the Visteon Stock Fund as of July 15, 2006

D = the dollar amount credited to the Plaintiff's Plan account balance resulting from dispositions from the Visteon Stock Fund from the beginning of the Class Period through July 15, 2006

E = the value of in-kind distributions of Visteon stock made to the Plaintiff from the Visteon Stock Fund

F = the dollar amount of cash dividends attributable to Visteon Stock Fund holdings distributed to the Plaintiff from the beginning of the Class Period through July 15, 2006

In calculating the value of Company Stock as of July 15, 2006, the closing price per share as reported in the records of the Plan's recordkeeper for such date shall be employed.

2. To the extent data is not available to the Plans' Trustee to determine the account balances of Plaintiffs at the beginning of the Class Period, the Plans' Trustee may perform the foregoing calculations using data as of the latest date prior to the beginning of the Class Period that is available.

3. The Net Losses of the Plaintiffs as calculated in Paragraph 1 above will be totaled to yield a loss to the Plans as a whole over the Class Period (the “Plans’ Loss”).

4. The Plans’ Trustee shall calculate for each Plaintiff his or her “Preliminary Fractional Share” of the Plans’ Loss, i.e., by dividing each Plaintiff’s Net Loss by the Plans’ Loss.

5. The Plans’ Trustee shall then calculate for each Plaintiff his or her “Preliminary Dollar Recovery” of the Distribution Amount by multiplying the Plaintiff’s Preliminary Fractional Share by the Distribution Amount.

6. The Plans’ Trustee shall identify all Plaintiffs whose Preliminary Dollar Recovery is greater than zero but less than ten dollars (\$10.00). All such Plaintiffs shall receive an allocation from the Distribution Amount of zero, and the Preliminary Dollar Recovery otherwise allocable to such Plaintiffs shall, at the direction of Class Counsel, either be reallocated among the other Plaintiffs proportionately in accordance with their Net Losses (the “Reallocation”), or forfeited to the Plans in proportion to each Plan’s respective Loss.

7. The Plans’ Trustee shall then, taking into account the Reallocation (if applicable), recalculate the Preliminary Fractional Shares and the Preliminary Dollar Recoveries so as to arrive at the “Final Fractional Share” and the “Final Dollar Recovery” for each Plaintiff. If there is no Reallocation, the Preliminary Fractional Shares and the Preliminary Dollar Recoveries shall be the Final Fractional Shares and the Final Dollar Recoveries, respectively. The sum of the Final Dollar Recoveries must equal the Distribution Amount.

#### **IV. Distribution of the Allocated Amounts.**

1. Plaintiffs who are current Plan participants (“Current Plaintiffs”). As soon as practicable after deposit of the Net Proceeds into the Plans, the Plan Trustee shall cause to be deposited into each Current Plaintiff’s account his or her Final Dollar Recovery as calculated above. The deposited amount shall be allocated among the Plaintiff’s investment options in accordance with the existing investment elections then in effect and treated thereafter for all purposes under the Plan as assets of the Plan properly credited to that Plaintiff’s account.

2. Plaintiffs who are former Plan participants or beneficiaries thereof (“Former Plaintiffs”). The Plans’ Trustee shall invest each Former Plaintiff’s Final Dollar Recovery in the Plans’ existing investment option, Fidelity Managed Income Portfolio II, or, should that option not continue to be available in the Plans, the most comparable short-term investment vehicle, the primary purpose of which is the preservation of assets, pending distribution to the former Plaintiff. The deposited amount, plus interest, shall then, as soon as is practical, be distributed to the Former Plaintiff in the same manner as a qualified distribution from the Plan pursuant to ERISA and the Internal Revenue Code.

#### **V. Continuing Jurisdiction**

The Court will retain jurisdiction over this Plan of Allocation to the extent necessary to ensure that it is fully and fairly implemented.