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April 17, 2009

Mr A Woodley  
General Secretary, UNITE  
Transport House  
128 Theobalds Road  
Holborn  
London WC 1X 8TN

Mr. Derek Simpson  
General Secretary, UNITE  
General Secretary, UNITE  
35, King Street,  
Covent Garden,  
London WC 2E 8JG

Dear Tony and Derek,

**Visteon/UNITE Meeting – April 15, 2009**

Thank you for meeting with us on Wednesday afternoon this week to discuss the matters raised by yourself, Derek Simpson and the National Officers concerning the effect on employees of placing Visteon UK Limited into administration on March 31, 2009.

Firstly, let me say that we regret that it did not prove possible to find the means to achieve a viable Visteon UK Ltd. We also appreciate the impact that this decision will have on those affected. We appreciated the opportunity to listen to the Conveners at first hand and understand that this is a very difficult time for everyone concerned.

In our meeting, we undertook to confirm in writing our position including the detailed package of proposals which we outlined to you. Our basic intent is to make payments to the "terminated employees" which approximate to the contractual level, which would have applied in a redundancy situation, if Visteon UK Ltd. had not been placed into administration.

Accordingly, we proposed the following:

Pay in lieu of Notice

Visteon Corporation proposed to pay to all terminated Visteon UK Ltd. employees a sum which approximates to the gross amount which they would have received as Pay in Lieu of Notice to March 31, 2009 in a redundancy situation if Visteon UK Ltd. had not been placed into administration.

#### Annual Holiday Pay/Holiday Bonus

Visteon Corporation proposed to pay to all redundant Visteon UK Ltd. employees a sum which approximates to the gross amount which they would have received as Annual Holiday Pay/Holiday Bonus to March 31, 2009 if Visteon UK Ltd. had not been placed into administration.

#### Separation Pay

Visteon Corporation proposed to pay to all redundant Visteon UK Ltd. employees a sum which approximates to the gross amount of contractual redundancy pay which they would have received as at March 31, 2009, in a redundancy situation, if Visteon UK Ltd. had not been placed into administration less statutory redundancy pay paid to those former employees by the UK national insurance fund.

#### Timing

The Pay in Lieu of Notice and Annual Holiday Pay/Holiday Bonus Payments referred to above will be paid as soon as possible following acceptance of these proposals providing the requirements outlined below are met in full.

The Separation Payment outlined above will be distributed from a Trust following the completion of the Administration of Visteon UK Ltd. This Trust will be funded from those proceeds of the Estate of Visteon UK Ltd. which would otherwise be due to Visteon Corporation and will be capped at the level of the difference between Statutory Redundancy Payments and Contractual Redundancy Pay as described above. As indicated during our meeting, we are open to discuss Trustee membership.

These payments will be delivered to terminated employees as "gifts" from Visteon Corporation and the Trust. For the avoidance of doubt, these payments will not be made by or on behalf of Visteon UK Limited and will have no impact upon the former employees' rights to claim against Visteon UK Ltd. in administration. Those rights will be unaffected by these payments.

Subject to your agreement to these proposals we, with the administrators of Visteon UK Ltd., will discuss with HMRC the extent to which these payments are subject to income tax and national insurance and the most appropriate means of dealing with that.

We are unable to provide any further improvement to these proposals.

#### Requirements

As discussed, Visteon Corporation proposes to make the initial payment once these proposals are accepted and the three UK plants have been permanently vacated by all terminated employees and any other protesters and there is no further picketing of any of the three UK plants so that the Visteon UK Ltd. administrators and their staff/visitors have free and unhindered access for the purpose of carrying on the business of the administration.

In our discussions you raised two other matters – jobs and pensions. We understand your views on these matters; however, we confirm that we are unable to respond positively on either of these matters for the reasons outlined during our meeting.

Visteon/UNITE Meeting – April 15, 2009  
April 17, 2009  
Page 3 of 3

We are exploring how best to communicate our proposals to terminated employees with the Administrator and will confirm our intentions in due course. We will be pleased to work with Mr. Maddison to facilitate appropriate consultations with Union members.

We will be pleased to discuss any points which arise and will appreciate your written response during the course of next week once you have time to fully consider our written proposals and consult your members.

I have sent a copy of this letter to both Roger Maddison and Dave Osborne.

Yours Sincerely

