

**Schedule 1(a)**  
**Acquired Contracts**

Chrysler Contracts

PO Number	Initial PO Date	Initial Part Number	Model Year	Program Name
PO-09233002	6/17.2008	68036233AA	████	████████████████
TPO-T092330001				████████████████
PO-01232042	9/4/2008	56038903AA	████	████████████████
TPO-None				████████████████
PO-00233012	9/10/2007	56038890AA	████	████████████████

Honda Contracts

P.O.	T.O.	Effective Date	Part Number Base	Program	MY
n/a	A-02764060016	5/2/2008	36930	████████████████	████████
n/a	A-02742910016	4/23/2008	36900	████████████████	████████
A-02742830017	--	4/22/2008	36930	████████████████	████████
A-02742890013	--	4/22/2008	36930	████████████████	████████
A-02742850019	--	4/22/2008	36935	████████████████	████████
A-02742880012	--	4/22/2008	36935	████████████████	████████
A-02742810015	--	4/22/2008	36900	████████████████	████████
A-02742900015	--	4/22/2008	36900	████████████████	████████
Trial Event Part Cost Matrix	--	1/1/2009	36900	████████████████	████████
Trial Event Part Cost Matrix	--	1/1/2009	36930	████████████████	████████
Trial Event Part Cost Matrix	--	1/1/2009	36935	████████████████	████████
Mass Pro Approved	--	8/20/2009	36900	████████████████	████████
Mass Pro Approved	M09-STXX-03775	8/20/2009	36930	████████████████	████████
Mass Pro Approved	--	8/20/2009	36935	████████████████	████████
8744Q88001	--	5/22/2009	36900	████████████████	████████
8744Q88002	--	5/22/2009	36931	████████████████	████████
8744Q88003	--	5/22/2009	36932	████████████████	████████
8744Q88004	--	5/22/2009	36934	████████████████	████████
8744Q88005	--	5/22/2009	36933	████████████████	████████
8744Q88006	--	5/22/2009	36935	████████████████	████████
n/a	A-02666580014	2/28/2008	36930	████████████████	████████
A-02666590015	--	2/28/2008	36930	████████████████	████████
A-02666600017	--	2/28/2008	36930	████████████████	████████
A-02678250011	--	3/6/2008	36900	████████████████	████████
A-02678260012	--	3/6/2008	36900	████████████████	████████
Trial Event Part Cost Matrix	--	1/1/2009	36900	████████████████	████████
Trial Event Part Cost Matrix	--	1/1/2009	36930	████████████████	████████
Mass Pro Approved	--	10/31/2009	36900	████████████████	████████
Mass Pro Approved	M09-SZNA-03746	10/31/2009	36930	████████████████	████████
4561Q88001	--	7/9/2009	36900	████████████████	████████
4561Q88002	--	7/9/2009	36931	████████████████	████████

4561Q88003	--	7/9/2009	36932		
4561Q88004	--	7/9/2009	36933		
n/a	A-0299096-001-6	12/16/2008	36930		
A-0297899-001-2	--	12/9/2008	36900		
A-0297899-002-3	--	12/9/2008	36900		
A-0297900-001-8	--	12/9/2008	36930		
A-0297900-002-9	--	12/9/2008	36930		
A-0297901-001-9	--	12/9/2008	36930		
A-0313166-001-1	--	5/14/2009	36900		
A-0313177-001-3	--	5/14/2009	36930		
A-0309245-001-4	--	3/23/2009	39600		
Trial Event Part Cost Agreement	--	10/28/2009	36900		
Trial Event Part Cost Agreement	--	10/28/2009	36930		
Quote Submitted	--	8/25/2009	36900		
Quote Submitted	tbd	12/2/2009	36930		
n/a	A-0329058-001-8	9/11/2009	36930		
A-0326426-001-4	--	8/14/2009	36900		
A-0328593-001-1	--	9/4/2009	36930		
A-0328594-001-2	--	9/4/2009	36930		
Quote Submitted	--	9/28/2009	36900		
Quote Submitted	tbd	9/28/2009	36930		
Quote Submitted	tbd	9/28/2009	36935		

**Schedule 1(b)**  
**Radar ECU Intellectual Property**

Patent Number	Publication Date	Title	Inventors
US6452534	2002-09-17	Radar field-of-view enhancement method and apparatus for matching field-of-view to desired detection zone	Zoratti, Paul Kirk; South Lyon, MI Schaefer, Jeffrey; Chelmsford, MA
US6509863	2003-01-21	Radar field-of-view enhancement method and apparatus for matching field-of-view to desired detection zone	Zoratti, Paul Kirk; South Lyon, MI Schaefer, Jeffrey; Chelmsford, MA
US6674394	2004-01-06	Method for determining object location from side-looking sensor data	Zoratti, Paul K.; South Lyon, MI
US6680689	2004-01-20	Method for determining object classification from side-looking sensor data	Zoratti, Paul K.; South Lyon, MI
US6750819	2004-06-15	Sensor cover and method of construction thereof	Rahaim, Samuel G.; Ann Arbor, MI Gordon, Robert Joseph; Livonia, MI Zoratti, Paul Kirk; South Lyon, MI Tiernan, Timothy Arthur; Redford, MI Belke, Robert Edward; West Bloomfield, MI
US6771210	2004-08-03	Sensor alignment method and system	Zoratti, Paul Kirk; South Lyon, MI Bochenek, Jeffrey Allen; Milford, MI Attard, Joseph Charles; Dearborn, MI Wright, Ammon Keefe; Canton, MI Anson, Terry Joseph; Dearborn, MI Zoratti, Paul K.; South Lyon, MI
US6838981	2005-01-04	Stopped object filtering for side object detection system	Zoratti, Paul K.; South Lyon, MI
US7227474	2007-06-05	Object detection system: zone matching and programmability	Zoratti, Paul K.; South Lyon, MI Attard, Joe C.; Dearborn, MI

Visteon's intellectual property rights (including, but not limited to copyrights) in the following software:

Blind Spot Radar Subsystem (S12 Application Subsystem), including:

1. Alert Manager
2. LED Manager (Mode Switch and ICONS)
3. BSR Core Application (Consolidated core files from the DAS core group with program specific configuration files)

**Schedule 1(e)**  
**Testers**

<b>Description</b>	<b>Function</b>	<b>Program</b>
Dewitron Blind Spot Detection System Computer and Video Capture	DV	[REDACTED]
Car Battery for Dewetron	DV	[REDACTED]
GPS Tracker from Dewetron	DV	[REDACTED]
GPS Tracker from Dewetron - #2	DV	[REDACTED]
Dewetron -- Old Unit - Video Capture for BSM testing	DV	[REDACTED]
Shoemaker Battery Charger	DV	[REDACTED]
Can Card X	DV	[REDACTED]
Can Card X	DV	[REDACTED]
BSM Programmer - Flash Gordon	DV	[REDACTED]
3 Test Boxes used to program and test BSM Modules	DV	[REDACTED]
[REDACTED] BSI Hardware / Software Development Tester #5	Dev	[REDACTED]
Serial BDM Flash Programmer	Dev	[REDACTED]
CANcardXL	Dev	[REDACTED]
DC Power Supply. 0-30v, 3A, Dual Output	Dev	[REDACTED]
CANcardX	Dev	[REDACTED]
[REDACTED] BSI Hardware / Software Development Tester (load boxes)	Dev	[REDACTED]
BSI Hardware / Software Development Tester	Dev	Cross Program
BSI Hardware / Software Development Tester	Dev	Cross Program
[REDACTED] BSI Hardware / Software Development Tester	Dev	[REDACTED]
DCX BSI Hardware / Software Development Tester	Dev	[REDACTED]
BSM Test and Development equip./Hardware Interface ([REDACTED]'s desk equip)	Dev	Cross Program
Digital Cameras	Dev	Cross Program
Video Splitters	Dev	Cross Program
CANcorders MMC (2) - Intelligent CAN Datalogger IXXAT	Dev	Cross Program
PE Micro, BDM Debugger USB Multilink Interface for HCS08/ HCS12	Dev	Cross Program
In Circuit Emulator - ICE	Dev	Cross Program
Core Load/Switch Boxes	Dev	Cross Program
Radar Targets/Stands	Dev	Cross Program
Radar Fixtures, Stands and Brackets	Dev	Cross Program
Radar Absorbing Walls and Materials	Dev	Cross Program
Grid Mats	Dev	Cross Program
Oscilloscope (1) - small Tektronix portable	Dev	Cross Program
Oscilloscope (1) - LeCroy LC574AL SN: 3306 Tag:020913	Dev	Cross Program
Spectrum Analyzer (1) - Agilent E44073 tag: 020917	Dev	Cross Program
Function Generator (1) - Yokogawa FG300 15MHz tag: 020900	Dev	Cross Program
Multimeter (1) - HP 34401A tag: 020869	Dev	Cross Program
Core SAM V Modules and parts	Dev	Cross Program
BSI Equipment/Vehicle Wiring Harnesses	Dev	Cross Program

Radar Alignment Tools	Dev	Cross Program
BSI Shared Nat. Instr. Equipment	Dev	Cross Program
External Drives (3) - 2 Western Dig. 1T; 1 Seagate ~250G	Dev	Cross Program
BSI Data/Scenario Captures	Dev	Cross Program
Vehicle Fixtures for Data Acquisition	Dev	Cross Program
Infrared Range/angle sensing equipment	Dev	Cross Program
Environmental Engenius Testers (3)	DV	Cross Program
Vibration Fixture	DV	Cross Program
Software validation Bench test equipment	DV	Cross Program

Test Development Vehicles:

Chrysler 300 Vehicle	VIN Number: 2C3JA63H05H110589
Mercedes (Tan) Vehicle	VIN Number: WDBNG75J71A191597

**Schedule 1(d)**  
**Visteon Intellectual Property**

Intellectual Property Rights in the Following Software:

- I. Software Module
  - A. System Services Subsystem, including:
    - 1. DI Kernel
    - 2. EEPROM Manager
    - 3. Startup/Utilities (Network management on the bus; inputs need to be de-bounced; (port pin access needs to be regulated)
  - B. Hardware Checks
    - 1. Watchdog (S12 watchdog)
    - 2. Checksum (Checksum package to find and validate the ROM / NVM checksums)
    - 3. IDD Handler (Debounce Handler)
  - C. Diagnostics Subsystem
    - 1. Diagnostic Manager
      - a. Application Diagnostic Support (non-manufacturing) (Runtime diagnostics)
      - b. Manufacturing Diagnostic Support (Software module to support special diagnostic requirements at the electronics manufacturing plant)
      - c. Manufacturing Diagnostic End Of Line Plant Test (Application specific diagnostics for end of vehicle production line)
      - d. DTC Manager (Aging storage and filtering/logging of DTCs)
  - D. Configuration/Upgrade Subsystem
    - 1. Personalization (Support Mode Switch input and LED as required)
    - 2. CAN Radar Sensor Reprogramming (This function is included in the BootLoader; SAM module acts as a message pass through)
  - E. Power Management Subsystem
    - 1. Battery/Ignition Voltage Monitor
  - F. Vehicle Network Subsystem
    - 1. [REDACTED] B CAN Driver ([REDACTED] single-wire and two-wire B CAN (low-speed CAN) driver)
    - 2. VNIM (VNIM for CAN messages)
- II. Blind Spot Radar Subsystem
  - A. XGate Subsystem
    - 1. XGate CAN Driver (Communication between SAM module and radar sensors)
    - 2. XGate Manager (Communication between SAM module and radar sensors)

B. S12 Application Subsystem  
1. State Manager

**Schedule 6.3**  
**No Violation or Conflict**

Consents under all Acquired Contracts, all of which are listed on Schedule 1(a);

Bankruptcy Court approval in accordance with Section 8.9



**Schedule 6.4**  
**Ownership of Assets**

1. Senior Secured Super Priority Priming Debtor in Possession Credit and Guaranty Agreement, dated as of November 18, 2009, among Visteon Corporation, certain subsidiaries of Visteon Corporation, the several lenders from time to time party thereto, and Wilmington Trust FSB, as administrative agent.
  - a. Security Agreement, dated as of November, 2009, made by Visteon Corporation and certain subsidiaries of Visteon Corporation in favor of Wilmington Trust FSB, as administrative agent.
  
2. Credit Agreement, dated as of August 14, 2006 (as amended, restated, supplemented or otherwise modified from time to time, the "Prepetition ABL Credit Agreement"), among Visteon Corporation and certain of its subsidiaries, as borrowers (in such capacity, the "Prepetition ABL Borrowers"), the lenders from time to time party thereto (the "Prepetition ABL Lenders"), and JPMorgan Chase Bank, N.A., as administrative agent for the Prepetition ABL Lender (in such capacity, the "Prepetition ABL Agent").
  - a. Pledge and Security Agreement, dated as of August 14, 2006 (as amended, restated, supplemented or otherwise modified from time to time), among the Prepetition ABL Borrowers and the Prepetition ABL Agent.
  
3. Amended and Restated Credit Agreement, dated as of April 10, 2007 (as amended, restated, supplemented or otherwise modified from time to time, the "Prepetition Term Loan Agreement"), among Visteon Corporation, as borrower (in such capacity, the "Prepetition Term Borrower", and together with the Prepetition ABL Borrowers, the "Prepetition Borrower"), the lenders from time to time party thereto (the "Prepetition Term Lenders"), and Wilmington Trust Company (as successor to JPMorgan Chase Bank, NA), as administrative agent (in such capacity, the "Prepetition Term Agent").
  - a. Guarantee and Collateral Agreement, dated as of June 13, 2006 (as amended, restated, supplemented or otherwise modified from time to time, the "Prepetition Term Security Documents") among the Prepetition Term Borrower and certain subsidiaries of Prepetition Term Borrower and the Prepetition Term Agent.

**Schedule 6.6**  
**Contracts**

None.

**Schedule 6.8**  
**Intellectual Property**

The use by Seller of the following Intellectual Property related to the Radar Systems Business is permitted:

Software:

- CAN Flash Bootloader (from [REDACTED] bookshelf) (Used to reflash BSM modules)
- DCX CAN Driver (from [REDACTED] Vector bookshelf) (Third party DCX CAN driver from Vector CANtech)

Tools:

- Metrowerks Code Warrior Compiler for S12x – v4.5 of the CodeWarrior compiler for HCS12X
- Canalyzer – v7.1
- Canoe – v7.0
- PNE Micro-USB Interface debugger – P/N USB-ML-12E
- National Instruments Lab View 2009 (Professional Developer license with Math script & vision tools)
- Cancorder
- Freescale code warrior Development Studio Pro
- Freescale code warrior Development Studio Std
- Canape
- Microsoft Visual Studio
- Clearcase

All commercially available off the shelf software used by Visteon in the ordinary course of business for administrative, communication, accounting, financial, tax or reporting purposes.

**Schedule 6.10(b)**  
**Warranty**

None.

**Schedule 6.13**  
**Employee and Labor Matters**

None.

**Schedule 9.1**  
**List of Employees**

[REDACTED]

**Schedule 12.3 (a)**  
**Transition Services**

**Services**

**Hourly Rate**

- EMC Testing
- Mechanical Engineering Services
- M-CAD Engineering Services
- Software Engineering Services
- Environmental Testing
  - Technician Services
  - Machine Services

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████████

████████

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Specific Quote

(Machine rates and usage based on the nature of the testing)

**Schedule 12.3 (b)**  
**Transition Services**

Employee:

**[REDACTED]**