

United States Bankruptcy Court District of Delaware				Voluntary Petition	
Name of Debtor (if individual, enter Last, First, Middle): <b>SPANSON INC., a Delaware corporation</b>			Name of Joint Debtor (Spouse) (Last, First, Middle): <b>NOT APPLICABLE</b>		
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names):			All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):		
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all): 20-3898239			Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all):		
Street Address of Debtor (No. and Street, City, and State): 915 DeGuigne Drive Sunnyvale, CA <div style="text-align:right; border: 1px solid black; padding: 2px;">ZIP CODE 94085</div>			Street Address of Joint Debtor (No. and Street, City, and State): <div style="text-align:right; border: 1px solid black; padding: 2px;">ZIP CODE</div>		
County of Residence or of the Principal Place of Business: Santa Clara County, California			County of Residence or of the Principal Place of Business:		
Mailing Address of Debtor (if different from street address): <div style="text-align:right; border: 1px solid black; padding: 2px;">ZIP CODE</div>			Mailing Address of Joint Debtor (if different from street address): <div style="text-align:right; border: 1px solid black; padding: 2px;">ZIP CODE</div>		
Location of Principal Assets of Business Debtor (if different from street address above): <div style="text-align:right; border: 1px solid black; padding: 2px;">ZIP CODE</div>					
<b>Type of Debtor</b> (Form of Organization) (Check one box) <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state the type of entity below.)		<b>Nature of Business</b> (Check one box.) <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other <hr/> <b>Tax-Exempt Entity</b> (Check box, if applicable) <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code)		<b>Chapter of Bankruptcy Code Under Which the Petition is Filed</b> (Check one box.) <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding <hr/> <b>Nature of Debts</b> (Check one box.) <input type="checkbox"/> Debts are primarily Debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.	
<b>Filing Fee</b> (Check one box.) <input checked="" type="checkbox"/> Full Filing Fee attached <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.			<b>Chapter 13 Debtors</b> <b>Check one box:</b> <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D) <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D) <b>Check if:</b> <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,190,000. <hr/> <b>Check all applicable boxes</b> <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. a small business debtor as defined in 11 U.S.C. § 1126(b)		
<b>Statistical/Administrative Information</b> <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.					THIS SPACE IS FOR COURT USE ONLY
<b>Estimated Number of Creditors on a Consolidated Basis</b> <input type="checkbox"/> 1-49 <input type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input type="checkbox"/> 200-999 <input checked="" type="checkbox"/> 1,000-5,000 <input type="checkbox"/> 5,001-10,000 <input type="checkbox"/> 10,001-25,000 <input type="checkbox"/> 25,001-50,000 <input type="checkbox"/> 50,001-100,000 <input type="checkbox"/> Over 100,000					
<b>Estimated Assets on a Consolidated Basis</b> <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 Million <input type="checkbox"/> \$500,000,001 to \$1 billion <input checked="" type="checkbox"/> More than \$1 Billion					
<b>Estimated Liabilities on a Consolidated Basis</b> <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 Million <input type="checkbox"/> \$500,000,001 to \$1 billion <input checked="" type="checkbox"/> More than \$1 billion					

<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case.)</i>		Name of Debtor(s): <b>SPANSION INC., a Delaware corporation</b>	
<b>All Prior Bankruptcy Cases Filed Within Last 8 Years</b> (If more than two, attach additional sheet.)			
Location Where Filed: None	Case Number:	Date Filed:	
Location Where Filed:	Case Number:	Date Filed:	
<b>Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor</b> (If more than one, attach additional sheet.)			
Name of Debtor: See Addendum Hereto	Case Number:	Date Filed:	
District:	Relationship:	Judge:	
<p style="text-align: center;"><b>Exhibit A</b></p> <p>(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)</p> <p><input checked="" type="checkbox"/> Exhibit A is attached and made a part of this petition.</p>		<p style="text-align: center;"><b>Exhibit B</b></p> <p>(To be completed if debtor is an individual whose debts are primarily consumer debts.)</p> <p>I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petition that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I have delivered to the debtor the notice required by 11 U.S.C. § 342(b).</p> <p>X _____ Signature of Attorney for Debtor(s) (Date)</p>	
<b>Exhibit C</b>			
Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?			
<input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition.			
<input checked="" type="checkbox"/> No.			
<b>Exhibit D</b>			
(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)			
<input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition.			
If this is a joint petition:			
<input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.			
<b>Information Regarding the Debtor – Venue</b> (Check any applicable box.)			
<input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.			
<input type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.			
<input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.			
<b>Certification by a Debtor Who Resides as a Tenant of Residential Property</b> (Check all applicable boxes.)			
<input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)			
_____			
(Name of landlord that obtained judgment)			
_____			
(Address of landlord)			
<input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and			
<input type="checkbox"/> Debtor has included with this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.			
<input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(1)).			

<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case.)</i>	<b>Name of Debtor(s):</b> <b>SPANSION INC., a Delaware corporation</b>
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**Signatures**

**Signature(s) of Debtor(s) (Individual/Joint)**

I declare under penalty of perjury that the information provided in this petition is true and correct.  
 [If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.  
 [If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b).

I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X \_\_\_\_\_  
 Signature of Debtor

X \_\_\_\_\_  
 Signature of Joint Debtor

\_\_\_\_\_  
 Telephone Number (if not represented by attorney)

\_\_\_\_\_  
 Date

**Signature of a Foreign Representative**

I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.

I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached.


Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.

X \_\_\_\_\_  
 (Signature of Representative)

X \_\_\_\_\_  
 (Printed Name of Foreign Representative)

\_\_\_\_\_  
 Date

**Signature of Attorney\***

X 

Signature of Attorney for Debtor(s)  
 Michael R. Lastowski (No. 3892)  
 DUANE MORRIS, LLP  
 1100 North Market Street, Suite 1200  
 Wilmington, Delaware 19801  
 Telephone: (302) 657-4900  
 Facsimile: (302) 657-4901  
 and  
 LATHAM & WATKINS LLP  
 Michael S. Lurey  
 Gregory O. Lunt  
 Kimberly A. Posin  
 355 South Grand Avenue  
 Los Angeles, CA 90071-1560  
 Telephone: (213) 485-1234  
 Facsimile: (213) 891-8763

Date 3/1, 2009

\*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.

**Signature of Non-Attorney Bankruptcy Petition Preparer**

I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.

\_\_\_\_\_  
 Printed Name and title, if any, of Bankruptcy Preparer

\_\_\_\_\_  
 Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social-Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)

\_\_\_\_\_  
 Address

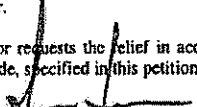
X \_\_\_\_\_

\_\_\_\_\_  
 Date

**Signature of Debtor (Corporation/Partnership)**

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

The debtor requests the relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X 

Signature of Authorized Individual  
 Dario Sacomani  
 Executive Vice President and Chief Financial Officer

Date: March 1, 2009

Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social-Security number is provided above.

Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual.

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.

Addendum to the Voluntary Petition

Pending Bankruptcy Cases Filed By Any Spouse, Partner Or Affiliate Of This Debtor:

On the date hereof, each of the affiliated entities listed below (including the Debtor in this chapter 11 case) filed a voluntary petition for relief under chapter 11 of Title 11 of the United States Code in the United States Bankruptcy Court for the District of Delaware.

<p>In re:</p> <p>SPANSION INC., a Delaware corporation, <sup>1</sup> Debtor.</p> <p>Fed. Tax I.D. No. 20,3898239</p>
<p>In re:</p> <p>SPANSION LLC, a Delaware limited liability company, Debtor.</p> <p>Fed. Tax I.D. No. 65-1180482</p>
<p>In re:</p> <p>SPANSION TECHNOLOGY LLC, a Delaware limited liability company, Debtor.</p> <p>Fed. Tax I.D. No. 55-0833982</p>
<p>In re:</p> <p>SPANSION INTERNATIONAL, INC., a Delaware corporation, Debtor.</p> <p>Fed. Tax I.D. No. 30-0177542</p>
<p>In re:</p> <p>CERIUM LABORATORIES LLC, a Delaware limited liability company,</p> <p>Fed Tax I.D. No. 65-1180482</p>

<sup>1</sup> The Debtors in these cases, along with the last four digits of each Debtor's federal tax identification number, are: Spansion, Inc., a Delaware corporation (8239); Spansion Technology LLC, a Delaware limited liability company (3982); Spansion LLC, a Delaware limited liability company (0482); Cerium Laboratories LLC, a Delaware limited liability company (0482), and Spansion International, Inc., a Delaware corporation (7542). The mailing address for Spansion Inc., is 915 DeGuigne Dr., Sunnyvale, CA 94085.

**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF DELAWARE**

*In re:* Spansion Inc., a Delaware corporation,  
  
Debtor.

Case No.:  
  
Chapter 11

**EXHIBIT "A" TO VOLUNTARY PETITION**

1. Debtor's securities are registered under Section 12 of the Securities Exchange Act of 1934. Its SEC file number is 000.51666.

2. The following financial data refers to the Debtor's condition on a consolidated basis as of the end of the third quarter of 2008:

- |    |   |                               |
|----|---|-------------------------------|
| a. | Total assets  | Approximately \$3,840,000,000 |
| b. | Total debts (including debts listed in 2.c., below) | Approximately \$2,398,000,000 |
| c. | Debt securities held by more than 500 holders:      |                               |

			Approximate number of institutional investor holders
Secured <input checked="" type="checkbox"/>	Unsecured <input type="checkbox"/> Subordinated <input type="checkbox"/>	\$625,000,000	48
Secured <input type="checkbox"/>	Unsecured <input checked="" type="checkbox"/> Subordinated <input type="checkbox"/>	\$250,000,000	27
Secured <input type="checkbox"/>	Unsecured <input checked="" type="checkbox"/> Subordinated <input type="checkbox"/>	\$207,000,000	14
d.	Number of shares of Class C Preferred Stock	<u>1</u>	<u>1</u>
e.	Number of shares of Class A Common Stock	<u>161,551,854</u>	

3. Brief description of debtor's business: Debtor is a semiconductor company and, together with its affiliates in the United States and in several foreign countries, designs, develops, manufactures, markets, licenses and sells flash memory solutions.

4. List the names of any persons who directly or indirectly owns, controls or holds, with power to vote, 5% or more of the voting securities of debtor:

Fujitsu Microelectronics Limited	Prudential Financial, Inc.
Jennison Associates LLC	FMR, LLC
AMD Investments, Inc.	Donald Smith & Co., Inc.

**CERTIFICATE OF RESOLUTIONS OF THE BOARD OF DIRECTORS OF  
SPANSION INC., A DELAWARE CORPORATION, AUTHORIZING FILING OF A  
PETITION UNDER CHAPTER 11 OF THE BANKRUPTCY CODE**

I, Dario Sacomani, do hereby certify:

1. That I am the duly authorized Executive Vice President and Chief Financial Officer of Spansion Inc., a Delaware corporation (the "Company").

2. That at a special meeting of the Board of Directors of the Company (the "Board") duly held on February 28, 2009, the following resolutions (the "Resolutions") were duly adopted in accordance with the requirements of the General Corporation Law of Delaware, and the same remain in full force and effect, without modifications as of the date hereof:

**WHEREAS**, by approval of these Resolutions, each member of the Board hereby affirms that he has attended this special meeting held February 28, 2009, which attendance constitutes a waiver of notice of such meeting in accordance with Section 229 of the General Corporation Law of Delaware;

**WHEREAS**, the Board has reviewed and considered the materials presented by the management and financial and legal advisors of the Company regarding the liabilities and liquidity situation of the Company, the strategic alternatives available to it, and the impact of the foregoing on the Company's business; and

**WHEREAS**, the Board has consulted with the management and financial and legal advisors of the Company and have considered fully each of the strategic alternatives available to the Company;

**NOW, THEREFORE, BE IT RESOLVED** that in the judgment of the Board it is desirable and in the best interests of the Company and the subsidiaries as listed on Annex I hereto (the "Subsidiaries"), its creditors, members, bondholders, and other interested parties, that petitions be filed by the Company under the provisions of title 11 of the United States Code, 11 U.S.C. §§ 101, *et seq.* (the "Bankruptcy Code"); and

**FURTHER RESOLVED**, that, in connection therewith, the officers of the Company (the "Authorized Officers"), and each of the Authorized Officers acting singly, are hereby authorized, directed and empowered, on behalf of and in the name of the Company and/or the Subsidiaries to execute and verify petitions in the name of the Company and/or the Subsidiaries under chapter 11 of the Bankruptcy Code and to cause the same to be filed in the United States Bankruptcy Court for District of Delaware in such form and at such time as the Authorized Officer executing said petitions shall determine; and

**FURTHER RESOLVED**, that the Authorized Officers be, and each of them hereby is, authorized to execute and file on behalf and in the name of the Company all petitions, schedules, statements of financial affairs and other papers and to take any and all actions which the Authorized Officers, or any one of them, shall deem necessary and proper in connection with the commencement of such proceedings under the Bankruptcy Code and to retain and employ all assistance by legal counsel or otherwise which such Authorized Officer may deem necessary and proper with a view to the successful prosecution of such proceedings; and

**FURTHER RESOLVED**, that the law firm of Latham & Watkins LLP be, and hereby is, retained as counsel for the Company, in connection with the commencement and maintaining of such proceedings under a general retainer; and

**FURTHER RESOLVD**, that the law firm of Duane Morris LLP be, and hereby is, retained as Delaware counsel for the Company, in connection with the commencement and maintaining of such proceedings under a general retainer; and

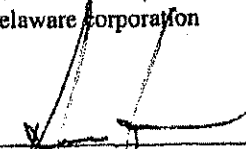
**FURTHER RESOLVED**, that the Authorized Officers be, and each of them hereby is, authorized to employ and retain such further legal, financial, accounting and bankruptcy services firms as may be deemed necessary or appropriate by the Authorized Officers or any of them so acting; and

**FURTHER RESOLVED**, that the Authorized Officers of the Company and any employees or agents (including counsel) designated by or directed by any such officers, be, and each hereby is, authorized and empowered in the name and on behalf of the Company to cause the Company and such of its affiliates as management deems appropriate to file such other authorized agreements, instruments and documents as may be necessary, appropriate or desirable in connection with a bankruptcy case and to make such authorized motions and other filings with the Bankruptcy Court, and do all other things, as may be or become necessary, appropriate or desirable for the successful confirmation of the plan of reorganization; and

**FURTHER RESOLVED**, that any actions heretofore taken by any Authorized Officer of the Company in connection with any of the foregoing resolutions be, and hereby are, ratified, confirmed and approved.

**IN WITNESS WHEREOF**, I have hereunto set my hand this 1st day of March, 2009.

SPANSION INC.,  
a Delaware corporation

By:   
Dario Sacomani  
Executive Vice President and Chief Financial Officer

## ANNEX I

Spansion Inc.  
Spansion LLC  
Spansion Technology LLC  
Spansion International, Inc.  
Cerium Laboratories LLC



IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re:

SPANSION INC., a Delaware corporation,<sup>1</sup>

Debtor.

Chapter 11

Case No.: \_\_\_\_\_

Joint Administration Requested

**CONSOLIDATED LIST OF CREDITORS HOLDING 65 LARGEST UNSECURED CLAIMS**

The following is a list of creditors holding the 65 largest unsecured claims against the above-captioned Debtor and certain affiliated entities that have simultaneously commenced chapter 11 cases in this Court (collectively, the "**Debtors**"). This list has been prepared on a consolidated basis from the unaudited books and records of the Debtors. The list reflects amounts from the Debtors' books and records as of January 2009. The list is prepared in accordance with Fed. R. Bank. P. 107(d) for filing in the Debtors' chapter 11 cases. This list does not include (1) persons who come within the definitions of "insider" set forth in 11 U.S.C. Section 101 or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the largest unsecured claims. The information herein shall not constitute an admission of liability by, nor is it binding on, any Debtor. Moreover, nothing herein shall affect any Debtor's right to challenge the amount or characterization of any claim at a later date.

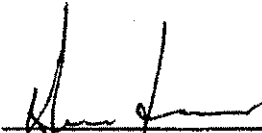
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<sup>1</sup> The Debtors in these cases, along with the last four digits of each Debtor's federal tax identification number, are: Spansion, Inc., a Delaware corporation (8239); Spansion Technology LLC, a Delaware limited liability company (3982); Spansion LLC, a Delaware limited liability company (0482); Cerium Laboratories LLC, a Delaware limited liability company (0482), and Spansion International, Inc., a Delaware corporation (7542). The mailing address for Spansion Inc., is 915 DeGuigne Dr., Sunnyvale, CA 94085.

I, Dario Sacomani, the Executive Vice President and Chief Financial Officer Spansion Inc., declare under penalty of perjury that I have reviewed the consolidated list of creditors holding the 65 largest unsecured claims submitted herewith, and that the list is true and correct to the best of my information and belief.

Dated: March 1, 2009

  
\_\_\_\_\_  
Dario Sacomani

**SPANSION**

<i>Name of creditor and complete mailing address, including zip code</i>	<i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	<i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>Amount of claim (if secured, also state value of security)</i>  <b>Disputed Unliquidated Contingent</b>
<p>U.S. Bank National Association Corporate Trust Services 100 Wall Street, Suite 1600 New York, NY 10005</p> <p>Wilmington Trust 520 Madison Ave., 33<sup>rd</sup> Floor New York, NY 10022</p>	<p>Attn: James E. Murphy Tel: 1.212.361.6174 Fax: 1.212.514.6841</p> <p>Attn: James J. McGinley Tel: 1.212.415.0522 Fax: 1.212.415.0513 Email: jmcginley@wilmingtontrust.com</p>	<p>Senior Notes due 2016</p> <p>Exc Senior Sub Debentures due 2016</p>	<p>\$457,000,000</p> <p>Contingent Unliquidated</p>
<p>Fidelity Management &amp; Research Co 82 Devonshire Street Boston, MA 02109</p>	<p>Tel: 1.617.563.7000 Fax: 1.617.476.4001</p>	<p>Senior Notes due 2016 Exc Senior Sub Debentures due 2016</p>	<p>\$69,001,000</p> <p>Contingent Unliquidated</p>
<p>ChipMOS TECHNOLOGIES (Bermuda) LTD. 11F No 3 Lane 91 Dongmei Hsinchu, 300 Taiwan</p>	<p>Tel: 1.886 3 571 6088 Fax: 1.886 3 571 6070 Web Site: <a href="http://www.chipmos.com.tw">http://www.chipmos.com.tw</a></p>	<p>Vendor</p>	<p>\$57,724,440</p> <p>Disputed</p>
<p>TEL U.S. Holdings and TEA Headquarters 2400 Grove Blvd. Austin, TX 78741</p>	<p>Tel: 1.512.424.1000 Fax: 1.512.424.1001</p>	<p>Trade debt – supplier Vendor</p>	<p>\$49,449,727</p> <p>Disputed</p>

<i>Name of creditor and complete mailing address, including zip code</i>	<i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	<i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>Amount of claim (if secured, also state value of security)</i>  <b>Disputed Unliquidated Contingent</b>
Tokyo Electron Europe Headquarters Pioneer, Crawley Business Quarter, Fleming Way, Crawley West Sussex RH10 9QL England, U.K.	Tel: +44.(0).1293.655800 Fax: +44.(0).1293.655888		
AIG Global Investment Group, Inc. 70 Pine Street New York, NY 10270	Tel: 1.212.770.7000 Fax: 1.212.458.2200	Senior Notes due 2016 Exc Senior Sub Debentures due 2016	\$33,825,000  Contingent Unliquidated
Murata Electronics North America, Inc. Corporate Headquarters 2200 Lake Park Drive Smyrna, GA 30080-7604	Tel: 1.770.436.1300 Fax: 1.770.436.3030	Trade debt – supplier	\$19,400,000  Disputed
MFS Investment Management 500 Boylston Street Boston, MA 02116-3741	Tel: 1.877.969.6077 Fax: 1.617.350.2189	Senior Notes due 2016	\$17,300,000  Contingent Unliquidated
Brigade Capital Management, LLC 717 5 <sup>th</sup> Ave, 12 <sup>th</sup> Floor New York, NY 10022-8112	Tel: 1.212.754.6401 Tel: 1.516.521.0397 Fax: unknown	Senior Notes due 2016	\$14,650,000  Contingent Unliquidated
TSMC North America Inc. 2585 Jct Ave San Jose, CA 95134	Tel: 1.408.382.8000 Fax: 1.408.382.8008 Web Site: www.tsmc.com File#30141	Vendor	\$13,290,216  Disputed

<i>Name of creditor and complete mailing address, including zip code</i>	<i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	<i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>Amount of claim (if secured, also state value of security)</i>  <b>Disputed Unliquidated Contingent</b>
Goldman Sachs Asset Management LP 85 Broad Street New York, NY 10004	Tel: 1.212.902.1000 Fax: 1.212.357.5281	Senior Notes due 2016	\$12,625,000  Contingent Unliquidated
Whitebox Advisors, LLC 3033 Excelsior Blvd. Minneapolis, MN 55416	Tel: 1.612.253.6030 Fax: 1.612.253.6100	Exc Senior Sub Debentures due 2016	\$11,363,000  Contingent Unliquidated
KLA-Tencor California SensArray Division 5451 Patrick Henry Dr. Santa Clara, CA 95054  KLA-Tencor Texas - Photomask Business Unit 7500 Rialto Blvd., Bld One Suite 100 Austin, TX 78735	Tel: 1.408.986.5600 Fax: 1.408.986.5601  Tel: 1.512.462.6200 Fax: 1.512.462.6260	Vendor	\$10,624,245  Disputed
Verigy Ltd. No. 1 Yishun Ave 7 Singapore 768923	Tel: (+65) 6755.2033 Fax: +65.6556.295 Fax: #65.6270.8372	Trade debt – supplier	\$10,200,000  Disputed
Euroclear Bank 1 Boulevard du Roi Albert II B-1210 Brussels, Belgium	Tel: +32 (0)2 326 1211 Fax: +32 (0)2 326 1287	Senior Notes due 2016	\$10,100,000  Contingent Unliquidated
T Rowe Price Associates, Inc. 100 East Pratt Street Baltimore, Maryland 21202	Tel: 1.410.345.3603 Tel: 1.410.345.2000 Fax: 1.410.345.2394 Fax: 1.410.345.6575	Senior Notes due 2016	\$9,777,000  Contingent Unliquidated

<i>Name of creditor and complete mailing address, including zip code</i>	<i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	<i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>Amount of claim (if secured, also state value of security)</i>  <b>Disputed Unliquidated Contingent</b>
Aehr Test Systems (USA, Corporate Headquarters) 400 Kato Terrace Fremont, CA. 94539	Tel: 1.510.623.9400 Fax: 1.510.623.9450	Vendor	\$9,684,134  Disputed
JPMorgan Securities, Inc. 270 Park Avenue, New York, NY 10017	Tel: 1.212.270.6000 Fax: 1.212.270.1648	Exc Senior Sub Debentures due 2016	\$9,079,000  Contingent Unliquidated
Loews Corp. 667 Madison Avenue New York, NY 10065-8087	Tel: 1.212.521.2000 Fax: 1.212.521.2525	Senior Notes due 2016	\$8,500,000  Contingent Unliquidated
Form Factor, Inc. Attn: Accounts Receivable Dept 33758 San Francisco, CA 94139	Tel: 1.925.290.4055 Fax: 1.925.294.8147	Vendor	\$8,135,822
FormFactor, Inc. 7545 Longard Road Livermore, CA 94551	Tel: 1.925.290.4000 Fax: 1.925.290.4010		
Saifun Semiconductors Ltd 2350 Mission College Blvd., #1070 Santa Clara, CA 95094	Tel: 1.408.982.5888 Fax: Unknown	Vendor	\$7,294,734  Disputed
Saifun Semiconductors Ltd. 6 Arie Regev Street Sappir Industrial Park Netanya, 42504 Israel	Tel.: +972.(0) 9.892.8444 Fax: +972. (0) 9.892.8445		

<i>Name of creditor and complete mailing address, including zip code</i>	<i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	<i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>Amount of claim (if secured, also state value of security)</i>  <b>Disputed Unliquidated Contingent</b>
<p>Applied Materials, Inc. 3050 Bowers Avenue Santa Clara, CA 95054</p> <p>Applied Materials, Inc. 974 East Arques Ave. Sunnyvale, CA 94085</p> <p>Applied Materials, Inc. Dept LA 21161 Pasadena, CA 91185-1161</p> <p>Applied Materials, Inc. P O Box 7777 W0850 Philadelphia, PA 19175</p>	<p>Tel: 1.408.727.5555 Fax: 1.408.748.9943</p> <p>Tel: 1.408.727.5555 Tel: 1.425.557 1000 Fax: 1.425.557 1055</p>	Vendor	<p>\$7,089,502</p> <p>Disputed</p>
<p>UBS Securities, LLC 299 Park Avenue New York, NY 10171</p>	<p>Tel: 1.212.821.4000 Fax: 1.212.821.4490</p>	Senior Notes due 2016	<p>\$7,000,000</p> <p>Contingent Unliquidated</p>
<p>Northwestern Investment Management Co. 720 East Wisconsin Avenue Milwaukee WI 53202</p>	<p>Tel: 1.414.271.4444 Fax: 1.414.665.7124</p>	Exc Senior Sub Debentures due 2016	<p>\$6,000,000</p> <p>Contingent Unliquidated</p>
<p>Winbond Electronics Corp No. 8, Keya Rd. I, Central Taiwan Science Park, Taichung County, 428, Taiwan, R.O.C.</p> <p>Winbond Electronics Corporation America 2727 N. First Street, San Jose, CA 95134</p>	<p>Tel: 886.4.25218168 Fax: 886.2.87513578</p> <p>Tel: 1.408.943.6666 Fax: 1.408.544.1789</p>	Vendor	<p>\$5,973,839</p> <p>Disputed</p>

<i>Name of creditor and complete mailing address, including zip code</i>	<i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	<i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>Amount of claim (if secured, also state value of security)</i>  <b>Disputed Unliquidated Contingent</b>
CS Securities (Europe) 11 Madison Avenue New York, NY 10010-3629	Tel: 1.212.325.2000 Fax: 1.212.325.6665	Senior Notes due 2016	\$5,500,000  Contingent Unliquidated
Toppan Photomasks, Inc. 131 Old Settlers Boulevard Round Rock, TX 78664	Tel: 1.512.310.6500 Fax: 1.512.310.6544	Trade debt – supplier Vendor	\$7,953,154  Disputed
Highland Capital Management LP 9 West 57 <sup>th</sup> St., 38 <sup>th</sup> Floor New York, NY 10019	Tel 1.212.792.6900 Fax: 1.212.792.6920	Senior Notes due 2016	\$5,000,000  Contingent Unliquidated
Kandenko Co., Ltd. 4-8-33, Shibaura, Minato-ku TOKYO, Japan	Tel: 03.4431.2111	Trade debt – supplier	\$4,600,000  Disputed
Tokyo Electron Device Limited Yokohama East Square, 1-4, Kinko-Cho, Kanagawa-Ku, Yokohama City, Kanagawa 221-0056 Japan  Tokyo Electron Device Ltd 1, Higashikata-Machi, Tsuzuki-Ku Yokohama, 14 2240045 Japan	Tel: 81.454747000 Tel: 81.454434400 Fax: 81.454434050  Tel: 81 45474 7035 Fax: 81 45474 5617	Trade debt – supplier	\$4,400,000  Disputed
Pacific Investment Management Co LLC (PIMCO) 1345 Avenue of the Americas New York, NY 10105-4800	Tel: 1.212.739.3000 Fax: 1.212.739.3926	Exc Senior Sub Debentures due 2016	\$3,750,000  Contingent Unliquidated



<i>Name of creditor and complete mailing address, including zip code</i>	<i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	<i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>Amount of claim (if secured, also state value of security)</i>  <b>Disputed Unliquidated Contingent</b>
Deutsche Bank AG 60 Wall Street New York, NY	Tel: 1.212.250.2500 Fax: 1.212.250.4429	Senior Notes due 2016	\$3,683,000  Contingent Un liquidated
AMD One AMD Place P.O. Box 3453 Sunnyvale, CA 94088-3453  AMD Austin, Lone Star Advanced Micro Devices 7171 Southwest Pkwy Austin, TX 78735	Tel: 1.408.749.4000 Fax: 1.408.749.4291  Tel: 1.512.602.1000 Fax: 1.512.602.4100	Vendor	\$3,442,970  Disputed
AMD Inc. 5204 East Ben White Blvd. Austin, Texas 78741  AMD GmbH Karl-Hammerschmidt Strasse 34 Dornach B. 85609 Munchen, Germany	Tel: 1.512.602.2045 Fax: Unknown Attn: M.A. Oakes  Tel: 49 (0) 89 45053.0 Fax: 49 (0) 89.406490	Vendor	\$817,722  Contingent Unliquidated
Micron Technology, Inc. 8000 S. Federal Way P.O. Box 6 Boise, ID 83707-0006	Tel: 1.208.368.4465 Fax: 1.208.368.4435	Vendor	\$3,419,205.61  Disputed
Oppenheimer Funds, Inc. 12100 East ILIFF Avenue, Suite 300 Aurora, Colorado 80014	Tel: 1.888.470.0862 Fax: 1.303.768.1500	Senior Notes due 2016	\$3,000,000  Contingent Unliquidated

<i>Name of creditor and complete mailing address, including zip code</i>	<i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	<i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>Amount of claim (if secured, also state value of security)</i>  <b>Disputed Unliquidated Contingent</b>
Barclays Capital, Inc. 200 Park Avenue, #3W New York, NY 10166	Tel: 1.212.680.6400 Tel: 1.212.526.2179 Fax: 1.646.758.4476	Exc Senior Sub Debentures due 2016	\$2,621,000  Contingent Unliquidated
Banc of America Leasing & Capital 555 California Street Suite 400 San Francisco, CA 94104	Tel: 1.415.765.7349 Fax: 1.415.765.7418	Vendor	\$2,458,333  Disputed
Lehman Brothers, Inc. c/o Weil, Gotshall, & Manges 767 Fifth Street New York, NY 10153	Tel: 1.212.310.8000 Fax: 1.212.310.8007	Senior Notes due 2016 Exc Senior Sub Debentures due 2016	\$4,900,000  Contingent Unliquidated
Highbridge Capital Management 9 W 57th St., 27th Fl New York, NY 10019	Tel: 1.212.287.4900 Fax: 1.212.287.4915	Exc Senior Sub Debentures due 2016	\$2,200,000  Contingent Unliquidated
Galaxy Capital Trading Ltd Folio Chambers P O Box 800 Road Town, Tortola D8 V61110	Tel: 284.494.7065 Fax: 284 494 8356	Senior Notes due 2016	\$2,000,000  Contingent Unliquidated

<i>Name of creditor and complete mailing address, including zip code</i>	<i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	<i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>Amount of claim (if secured, also state value of security)</i>  <b>Disputed Unliquidated Contingent</b>
Siltronic Corporation 27620 Farmington road, #208 Farmington Hills, MI 48334  Siltronic Corporation 7200 NW Front Avenue Portland, Oregon 97210	Tel: 1.248.994.8723 Tel: 1.503.243.2020 Fax: Unknown	Vendor	\$1,832,482  Disputed
Tattersall Advisory Group Inc. (Evergreen) 6802 Paragon Place, Suite 200 Richmond, VA 23230	Tel: 1.804.289.2663 Fax: 1.804.285.7219	Senior Notes due 2016	\$1,697,000  Contingent Unliquidated
Qimonda Asia Pacific Pte. Ltd. 8 Kallang Sector Singapore 349282  Qimonda North America Corp. 1730 First St, M/S 15302 San Jose, CA 95112	Tel: +65 (6876)3888 Fax :+65 (6876)3688  Tel: 1.408.501.7000 Fax: 1.408.501.2444	Vendor	\$1,666,745  Disputed
King & Spalding LLP 333 Twin Dolphin Drive - Suite 400 Redwood Shores, CA 94065	Tel: 1.650.590.0700 Fax: 1.650.590.1900	Vendor	\$1,637,609  Disputed
Sonnenschein Nath & Rosenthal LLP 1301 K Street, NW East Tower, 6 <sup>th</sup> Floor Washington, DC 20005	Tel: 1.202.408.6400 Fax: 1.202.408.6399	Vendor	\$1,584,395  Disputed
QVT Financial LP 1177 Avenue Of The Americas New York, NY 10036	Tel: 1.212.221.9143 Fax: 1.917.934.4740	Senior Notes due 2016	\$1,533,300  Contingent Unliquidated

<i>Name of creditor and complete mailing address, including zip code</i>	<i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	<i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>Amount of claim (if secured, also state value of security)</i>  <b>Disputed Unliquidated Contingent</b>
DNS Electronics, LLC 820 Kifer Road, Suite B Sunnyvale, CA 94086	Tel: 1.408.523.9140 Fax: 1.408.523.9150	Vendor	\$1,484,532  Disputed
Nissin 17-1, Ginza 6-chome Chuo-ku Tokyo 104-8023, Japan	Tel: 03.3543 5523 Fax: +81. (0)3 3546 2669	Trade debt – supplier	\$1,400,000  Disputed
Novellus Systems, Inc. 4000 North First Street San Jose, CA 95134	Tel: 1.408.943.9700 Fax: 1.408.943.0202	Vendor	\$1,366,741  Disputed
HCL Technologies Ltd Corporate Office A-10/11, Sector - 3 Noida - 201 301, Uttar Pradesh, India	Tel.: +91.120.253.5071 Fax: +91.120.253.0591	Vendor	\$1,362,044  Disputed
Fidelix Co., Ltd. 2F SC First Bank Blvd. 6-8 Sunae-dong Bungang-gu, Seongnam-si Kyunggi-do, 463-825 South Korea	Tel: 82.31.785.3670 Fax: 82 31 785 3501	Vendor	\$1,261,959  Disputed
Cadence Design Systems, Inc. 2655 Seely Road Building 5 San Jose, CA 95134-1931	Tel.: 1.408.943.1234 Fax: 1.408.428.5001	Vendor	\$1,171,400  Disputed
Air Products and Chemicals, Inc. 7201 Hamilton Boulevard Allentown, PA 18195-1501	Tel: 1.610.481.4911 Fax: 1.610.481.5900	Vendor	\$1,089,100  Disputed

<i>Name of creditor and complete mailing address, including zip code</i>	<i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	<i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>Amount of claim (if secured, also state value of security)</i>  <b>Disputed Unliquidated Contingent</b>
Guggenheim Investment Management Co. 135 East 57th Street New York, NY 10022	Tel: 1.212.319.5001 Tel: 1.212.739.0700 Fax: Unknown	Senior Notes due 2016 Exc Senior Subordinated Debentures	\$974,000  Contingent Unliquidated
Elpida Memory, Inc. Headquarters: Sumitomo Seimei Yaesu Bldg. 3F, 2-1 Yaesu 2-chome, Chuo-ku, Tokyo 104-0028 JAPAN  Elpida Memory, Inc. Sunnyvale Office 1175 Sonora Court Sunnyvale, CA 94086 USA	Tel: +81.3.3281.1500 Fax: +81.3.3281.1776  Tel: 1.408.542.7000 Fax: 1.408.212.8130	Vendor	\$840,859  Disputed
Global Investment Advisors Squires Building Suite 117 721 US Highway One North Palm Beach, FL 33408	Tel: 1.561.881.9688 Fax: 1.561.881.9680	Senior Notes due 2016	\$825,000  Contingent Unliquidated
Ebara Technologies, Inc. 51 Main Avenue Sacramento, CA 95838  Ebara Technologies, Inc. 2157-H, O'Toole Avenue San Jose, CA 95131	Tel: 1.916.920.5451 Fax: 1.916.830.1900 Attn: Brian Castle  Tel: 1.408.325.7001 Fax: 1.916.830.1900	Vendor	\$805,588  Disputed
Cascade Microtech, Inc. 2430 NW 206th Avenue Beaverton, Oregon 97006, USA	Tel: 1.503.601.1000 Fax: 1.503.601.1002	Vendor	\$785,042  Disputed

<i>Name of creditor and complete mailing address, including zip code</i>	<i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	<i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>Amount of claim (if secured, also state value of security)</i>  <b>Disputed Unliquidated Contingent</b>
Volt File #53102 Los Angeles, CA 90074-3102	Tel: 1.714.921.5768 Fax: 1.714.921.7061	Vendor	\$771,764  Disputed
International Sematech 2706 Montopolis Drive Austin, Texas 78741	Tel: 1.512.356.3500 Fax: 1.512.356.3135	Vendor	\$750,000  Disputed
Reich & Tang Asset Management, LLC 600 Fifth Ave New York, NY 10020	Tel: 1.212.265.3398 Tel: 1.800.676.6779 Fax: Unknown	Senior Notes	\$750,000  Contingent Unliquidated
McKinsey & Company, Inc. The Cira Centre 2929 Arch Street, Suite 1400 Philadelphia PA 19104-2892  McKinsey & Company, Inc. Taunustor 2 60311 Frankfurt am Main Germany	Tel: 1.215.594.4500 Fax : 1.215.594.4478  Tel : 49 (69) 71 62 0 Fax : 49 (69) 71 62 5700	Vendor	\$708,000  Disputed
Conti Temic (Continental) Microelectronic GMBH Postfach 10 09 54 Ingolstadt 85009 Germany  Continental Teves, Inc. One Continental Drive, Auburn Hills, MI 48326, USA	Tel: +49 841 8810 Fax: +49 841 81 2265  Tel: 1.248.393.5300 Fax: 1.248.393.5301	Warranty claimant	Contingent unliquidated disputed

<i>Name of creditor and complete mailing address, including zip code</i>	<i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	<i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>Amount of claim (if secured, also state value of security)</i>  <b>Disputed Unliquidated Contingent</b>
<p>Robert Bosch Attn. CLP9 11970 Pellicano, Suite 100 El Paso, TX 79936</p> <p>Robert Bosch LLC 38000 Hills Tech Drive Farmington Hills, MI 48331</p>	<p>Tel: 1.915.872.0272 Fax: Unknown</p> <p>Tel: 1.248.876.1000 Fax: 1.248.876.1116</p>	<p>Warranty claimant</p>	<p>Contingent unliquidated disputed</p>

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re:  SPANSION INC., a Delaware corporation, <sup>1</sup>  Debtor.	Chapter 11  Case No.: _____  Joint Administration Requested
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**LIST OF EQUITY SECURITY HOLDERS**

In accordance with Rule 1007(a)(1) and 1007(a)(3) of the Federal Rules of Bankruptcy Procedure, the Debtor submits the List of Equity Security Holders attached hereto, representing the record holders as of February 23, 2009.

I, Dario Sacomani, the Executive Vice President and Chief Financial Officer of Spansion Inc., declare under penalty of perjury that I have reviewed the List of Equity Security Holders submitted herewith, and that the list is true and correct to the best of my information and belief.

Dated: March 1, 2009

  
\_\_\_\_\_  
Dario Sacomani

<sup>1</sup> The Debtors in these cases, along with the last four digits of each Debtor's federal tax identification number, are: Spansion Inc., a Delaware corporation (8239); Spansion Technology LLC, a Delaware limited liability company (3982); Spansion LLC, a Delaware limited liability company (0482); Cerium Laboratories LLC, a Delaware limited liability company (0482), and Spansion International, Inc., a Delaware corporation (7542). The mailing address for Spansion Inc., is 915 DeGuigne Dr., Sunnyvale, CA 94085.



HOLDER IDENTIFIER	Full Name	Address	C01_CLASS_ TOTAL	T01_CLASS_ TOTAL
C0000001121	Mirage B V B A	Attn Pierre-Paul De Schaezen, Rue Royale 97 (4th Floor), BRUSSELS 13-1000	0	10000
C0000001139	Adi & Gai Ltd	4 Ahi Dakar Street, RAANANA 43259	0	1903780
C0000000027	Amd Investments Inc	Attnl Faina Medzonsky, One Amd Place, SUNNYVALE CA 94088	14037910	0
C0000000281	Benson Bagley Jr	Box 330093, HOUSTON TX 77233	3000	0
C0000001180	Batya & Yoseph Ltd	4 Ahi Dakar Street, RAANANA 43259	0	476444
C0000000116	Brown Brothers Harriman & Co	140 Broadway, NEW YORK NY 10005	0	10021
D0000000019	Cede & Co	PO Box 20, Bowling Green Stn, NEW YORK NY 10274	118569925	0
C0000002151	Zeev Cohen	Bareket 17b Pob 10033, ZICHRON YAAKOV 30900	0	2800
C0000001881	Robert B Dana	6 Howard Street, LARCHMONT NY 10538-2716	0	1465
C0000001112	Boaz Eitan	4 Ahi Dakar Street, RAANANA 43259	0	4920440
C0000001155	Tally Eitan	4 Ahi Dakar Street, RAANANA 43259	0	26666
C0000000272	Fujitsu Microelectronics Limited	Shinjuku Daiichi Seimei Bulicing, 2-7-1 Nishi-Shinjuku, Shinjuku-Ku, Tokyo	18352934	0
C0000000191	International Business Machines	C/O Deutsche Bank Securities Inc, Attn Mark Radovanovich, Venture Capital Services, One South Street 13th Floor, BALTIMORE MD 21202	1607717	0
C0000000108	Morris Jesion	9 Midvale Road, DOWNSVIEW ON M3H 3H8	3000	0
C0000000051	Leslie R Kennedy	1425 54th Ave, SACRAMENTO CA 95822-4705	1	0
C0000000248	Kt Concord Venture Fund (Israel)	Lp, 85 Medinat Hauehudim Street, HERZELYIA, 46140	0	43207
C0000001546	K T Concord Venture Fund (Israel)	Lp, 85 Medinat Hauehudim Street, HERZELYIA, 46140	0	43235
C0000000230	Ludo (Holdings) Ltd	C/O Yaron Mehula, 11 Hamanofm Street, HERZELYIA 46725	0	17310
C0000001929	Yoav Millet	626 White Pine Road, FRANKLIN LAKES NJ 07417-1119	0	1465
C0000001996	Paolo Pavan	54 Via Ganaceto, 41100 MODENA	7238	0
C0000001724	Yesha Primas	16 Derech Hayam Street, HAIFA 34741	0	3332
C0000002054	Judith Richter & Jacob Richter Ten Com	Jacob Richter Ten Com, 19 Muli Hayam, ARSUF 16920	424204	0
C0000000078	Joanne Z Rungaitis	33 Berkley Ave, JOLIET IL 60433-1558	110	0
C0000000183	Saifun Semiconductors Ltd	915 Deguigne Dr, SUNNYVALE CA 94085	0	274776
C0000001821	Semel Investments Ltd	32 Ben Yehuda Street, TEL AVIV 63805	12725	0
C0000001147	Sharon & Yoav Ltd	4 Ahi Dakar Street, RAANANA 43259	0	1429336
C0000000302	Alice L Shaw	14140 Plum Island Dr, FORT MYERS FL 33919	1000	0
C0000000299	William F Shaw	14140 Plum Island Dr, FORT MYERS FL 33919	1000	0
C0000001163	Shikmat Eitan Ltd	4 Ahi Dakar Street, RAANANA 43259	0	1200000
C0000001210	Tamir Fishman Trusts 2004 Ltd In Trust For Kobi Rozengarten	Platinum Tower 21 Ha'arbaa Street, TEL AVIV 64739	0	158510
C0000001244	Tamir Fishman Trusts 2004 Ltd In Trust For David Genish	Platinum Tower 21 Ha'arbaa Street, TEL AVIV 64739	0	1000
C0000000221	Tbs Group Ltd	C/O Ran Elyasaf, 5 Hagefen Street, RAANANA 45543	0	5400
C0000002615	Marshall Wolf	Box 7059, Church St Station, NEW YORK NY 10008	2	0
C0000000094	Pak Hong Yeung & Nancy Yeung Jt Ten	Nancy Yeung Jt Ten, 11146 Barman Ave, CULVER CITY CA 90230	300	0
C0000001171	Yonatan & Maya Ltd	4 Ahi Dakar Street, RAANANA 43259	0	952892
C0000000213	York Holdings Ltd	C/O Ran Elyasaf, 5 Hagefen Street, RAANANA 45543	0	4636