

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

SPANSION INC., *et al.*,¹

Debtors.

Chapter 11

Case No.: 09-10690 (KJC)

Jointly Administered

Related to Docket No. 2700

Hearing Date: February 24, 2010, 10 a.m.

**NOTICE OF THE AD HOC EQUITY COMMITTEE'S AMENDED WITNESS AND
EXHIBIT LIST IN CONNECTION WITH THE HEARING ON CONFIRMATION OF
THE DEBTORS' SECOND AMENDED JOINT PLAN OF REORGANIZATION**

The Ad Hoc Committee of Equity Security Holders (the "Ad Hoc Equity Committee") of Spansion, Inc. ("Spansion", and, together with its affiliated debtors, the "Debtors"), hereby files this notice of the Ad Hoc Equity Committee's Amended Witness and Exhibit List in Connection with the Hearing on Confirmation of the Debtors' Second Amended Joint Plan of Reorganization (this "Witness and Exhibit List"), in connection with the hearing (the "Confirmation Hearing") scheduled to be held on February 24, 2010, at 10:00 a.m. before the Honorable Kevin J. Carey, at the United States Bankruptcy Court for the District of Delaware, 824 North Market Street, Fifth Floor, Wilmington, Delaware 19801. The Ad Hoc Equity Committee is providing copies of (i) the Witness and Exhibit List and (ii) copies of such exhibits to counsel to the Debtors, the official committee of unsecured creditors, the group of certain holders of 11.25% unsecured notes due 2016 issued by Spansion LLC that refers to itself as "Senior Noteholders Informal Group", the ad hoc committee of convertible noteholders and the Office of the United States Trustee.

¹ 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 each of the Debtors is 915 DeGuigne Dr., Sunnyvale, CA 94085.

WITNESSES

The Ad Hoc Equity Committee may call Jonathan Brownstein as a witness. The Ad Hoc Equity Committee reserves the right to supplement its list of witnesses prior to the Confirmation Hearing, and reserves the right to call as a witness any person identified on any witness list provided by any other party in connection with the Confirmation Hearing.

EXHIBITS

The Ad Hoc Equity Committee may offer into evidence any one or more of the following exhibits:

Exhibit AHEC-1	Convert Committee's Motion to Vacate Disclosure Statement Order, dated January 22, 2010 (including all exhibits)
Exhibit AHEC-2	Joinder of Ad Hoc Equity Committee to Convert Committee's Motion to Vacate Disclosure Statement Order, dated January 25, 2010 (including Exhibit A – chart of conflicting statements, Exhibit B – Management Letter (from Latham & Watkins), dated November 10, 2009, and Exhibit C – Ratings Agency Presentation, dated December 10, 2009).
Exhibit AHEC-3	Objection to Confirmation filed by Ad Hoc Equity Committee, dated January 26, 2010 (including Exhibit A – Declaration of John Stark, Schedule I – Oppenheimer Comparison of Presentations to Disclosure Statement)
Exhibit AHEC-4	Ad Hoc Equity Committee's First Request for Documents (served upon Debtors), dated October 16, 2009
Exhibit AHEC-5	September 2009 Creditor Presentation
Exhibit AHEC-6	January 2010 Bank Presentation
Exhibit AHEC-7	Transcript of January 12, 2010 Bank Meeting
Exhibit AHEC-8	Owsley Report in Support of Confirmation, submitted January 20, 2010
Exhibit AHEC-9	Liquidation Analysis (Expert Report of John Brincko), dated January 20, 2010
Exhibit AHEC-10	Blackstone Expert Report, dated January 27, 2010
Exhibit AHEC-11	Jefferies Spansion Enterprise Valuation Report, dated January 27, 2010
Exhibit AHEC-12	Oppenheimer Critique Report, dated January 31, 2010
Exhibit AHEC-13	Oppenheimer Expert Report, dated November 13, 2009
Exhibit AHEC-14	Disclosure Statement, dated October 26, 2000 (including all exhibits and attachments thereto)
Exhibit AHEC-15	Amended Disclosure Statement, dated November 25, 2009 (including all exhibits and attachments thereto)
Exhibit AHEC-16	Second Amended Disclosure Statement, dated December 16, 2009 (including all exhibits and attachments thereto)
Exhibit AHEC-17	Order Approving Second Amended Disclosure Statement, entered December 18, 2000

Exhibit AHEC-18	Santa Clara County 2009 Real Estate Assessment Roll Information for: APN: 205-21-001, relating to property located at 915 De Guigne Drive, Sunnyvale, California
Exhibit AHEC-19	Santa Clara County 2008 Real Estate Assessment Roll Information for: APN: 205-21-001, relating to property located at 915 De Guigne Drive, Sunnyvale, California
Exhibit AHEC-20	Santa Clara County 2007 Real Estate Assessment Roll Information for: APN: 205-21-001, relating to property located at 915 De Guigne Drive, Sunnyvale, California
Exhibit AHEC-21	Appraisal of Spansion Real Property located in Sunnyvale, California (to be provided)
Exhibit AHEC-22	Expert Report of Todd Sirras (Semler Brossy Consulting Group), Employee Equity Incentive Program, dated January 20, 2010
Exhibit AHEC-23	Leadership Program presentation, dated November 2009 (Randy Furr, Chief Financial Officer, Spansion, Inc.)
Exhibit AHEC-24	TaxNetUSA: Travis County Property Information (tax assessment information relating to the Debtors' real and personal property in Austin, Texas)
Exhibit AHEC-25 * new exhibit	Participation of Claim Agreement, dated January 28, 2010, between Citigroup Financial Products Inc. and Silver Lake Sumeru Fund, L.P.
Exhibit AHEC-26 * new exhibit	Participation of Claim Agreement, dated February 2, 2010, between Citigroup Financial Products Inc. and Silver Lake Credit Fund, L.P.

The Ad Hoc Equity Committee may also offer into evidence any and all documents identified as potential exhibits by any party intending to participate at the Hearing. The Ad Hoc Equity Committee reserves the right to supplement this Witness and Exhibit List prior to the Hearing.

JUDICIAL NOTICE; REBUTTAL EVIDENCE

The Ad Hoc Equity Committee may request the Court to take judicial notice of all pleadings heretofore filed in these cases, all exhibits admitted in all proceedings heretofore held in these cases, all proceedings heretofore held in these cases, and all other documents on file in these cases in the office of the Clerk of this Court.

The Ad Hoc Equity Committee reserves the right to call other witnesses and to introduce other evidence in rebuttal to any testimony or evidence put forth by any other party.

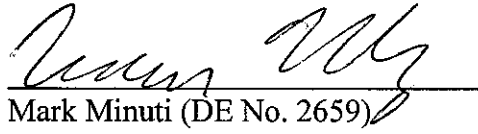
NOTICE

This Notice has been transmitted by electronic mail to: (i) counsel to the Debtors; (ii) counsel to the FRN Consortium; (iii) counsel to the Creditors' Committee; (iv) counsel to the Ad Hoc Committee of Convertible Noteholders; (v) counsel to the Senior Noteholders Informal Group; and (vi) the Office of the United States Trustee. The Ad Hoc Equity Committee submits no other or further notice is required.

Dated: February 24, 2010
Wilmington, DE

Respectfully submitted,

SAUL EWING LLP



Mark Minuti (DE No. 2659)
mminuti@saul.com
Lucian B. Murley (DE No. 4892)
lmurley@saul.com
222 Delaware Avenue, Suite 1200
P.O. Box 1266
Wilmington, DE 19899
Telephone: (302) 421-6840
Facsimile: (302) 421-5973

-and-

QUINN EMANUEL URQUHART,
OLIVER & HEDGES, LLP
Susheel Kirpalani (admitted *pro hac vice*)
susheelkirpalani@quinnemanuel.com
Scott C. Shelley (admitted *pro hac vice*)
scottshelley@quinnemanuel.com
Maria Granovsky (DE No. 4709)
mariagranovsky@quinnemanuel.com
51 Madison Avenue, 22nd Floor
New York, NY 10010
Telephone: (212) 849-7000
Facsimile: (212) 849-7100

*Co-counsel to the Ad Hoc Committee of Equity
Security Holders of Spansion Inc.*