

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

In re:

SPANSION INC., *et al.*,

Debtors.

Chapter 11

Case No.: 09-10690 (KJC)

Jointly Administered

**NOTICE OF DEADLINE FOR FILING OF PROOFS OF CLAIMS INCLUDING, WITHOUT
LIMITATION, THOSE ASSERTED UNDER 11 U.S.C. § 503(B)(9)**

TO: ALL POTENTIAL HOLDERS OF CLAIMS AGAINST THE DEBTORS (AS LISTED BELOW)

Please take notice that on May 27, 2009, the United States Bankruptcy Court for the District of Delaware (the “Court”), having jurisdiction over the Debtors’ chapter 11 cases, entered an order (the “Bar Date Order”) establishing **September 4, 2009, at 4:00 p.m. (prevailing Eastern Time)** (the “Bar Date”), as the last date and time for each person or entity (other than any governmental unit (as defined in 11 U.S.C. § 101(27))) to file a proof of claim (“Proof of Claim” or “Proofs of Claims,” as applicable) based on any prepetition claim against any of the Debtors, including, without limitation, any request for allowance of an administrative expense claim under 11 U.S.C. § 503(b)(9).

The Bar Date Order also established **August 28, 2009, at 4:00 p.m. (prevailing Eastern Time)** (the “Government Bar Date”), as the last date and time for each governmental unit (as defined in 11 U.S.C. § 101(27)) to file a Proof of Claim based on any prepetition claim against any of the Debtors, including, without limitation, any request for allowance of an administrative expense claim under 11 U.S.C. § 503(b)(9).

The Bar Date Order, the Bar Date (or the Government Bar Date, as applicable) and the procedures set forth below for the filing of Proofs of Claims apply to all claims against the Debtors that arose prior to March 1, 2009, the date on which each of the Debtors commenced cases (the “Petition Date”) under chapter 11 of title 11 of the United States Code.

**YOU ARE RECEIVING THIS NOTICE BECAUSE YOU MAY HAVE OR ASSERT A CLAIM AGAINST
ONE OR MORE OF THE DEBTORS IN THE ABOVE-CAPTIONED CHAPTER 11 CASES.
THEREFORE, YOU SHOULD READ THIS NOTICE CAREFULLY AND DISCUSS IT WITH YOUR
ATTORNEY. IF YOU DO NOT HAVE AN ATTORNEY, YOU MAY WISH TO CONSULT ONE.**

General Information about the Debtors’ Cases. The Debtors’ cases are being jointly administered under case number 09-10690 (KJC). No request for the appointment of a trustee or examiner has been made in these chapter 11 cases. On March 12, 2009, the United States Trustee for the District of Delaware appointed an official committee of unsecured creditors pursuant to 11 U.S.C. § 1102(a)(1).

Individual Debtor Information

The mailing address for each Debtor is 915 DeGuigne Dr., Sunnyvale, CA 94085. The table below lists the respective case number and the last four digits of the federal tax identification number for each Debtor:

Debtor	Case No.	EID# (Last 4 Digits)
Spansion Inc.	09-10690 (KJC)	8239
Spansion Technology LLC	09-10691 (KJC)	3982
Spansion LLC	09-10692 (KJC)	0482
Cerium Laboratories	09-10694 (KJC)	0482
Spansion International Inc.	09-10693 (KJC)	7542

A CLAIMANT SHOULD CONSULT AN ATTORNEY IF THE CLAIMANT HAS ANY QUESTIONS, INCLUDING WHETHER SUCH CLAIMANT SHOULD FILE A PROOF OF CLAIM.

1. SEPARATE BAR DATE FOR THOSE ASSERTING CLAIMS RELATED TO EXECUTORY CONTRACTS, UNEXPIRED LEASES, VOIDABLE TRANSFERS AND ASSESSMENT OF CERTAIN TAXES. Any entity asserting a Claim (as defined below) by reason of the rejection of an executory contract or unexpired lease, the recovery of a voidable transfer and/or the assessment of certain taxes, pursuant to 11 U.S.C. §§ 502(g), 502(h) or 502(i), must file a Proof of Claim on or before the later of (i) the Bar Date or (ii) the first business day that is at least sixty (60) calendar days after (a) the mailing to the entity of notice of the entry of any order approving the rejection of such executory contract or unexpired lease or the avoidance of such transfer or (b) the date that the tax Claim arises under Section 502(i) of the Bankruptcy Code.

2. PERSONS OR ENTITIES WHO MUST FILE A PROOF OF CLAIM. Any person or entity that has or asserts a Claim which arose prior to the Petition Date, including, without limitation, a claim under 11 U.S.C. § 503(b)(9), must file a Proof of Claim on or before the Bar Date or Government Bar Date, as applicable, to share in the Debtors' estates, except that persons or entities holding or asserting the following types of prepetition claims against any of the Debtors are *not* required to file a proof of claim *with respect to such claim or interest*:

- (a) a claim against any of the Debtors for which a proof of claim has already been filed with Epiq Bankruptcy Solutions, LLC, the Debtors' claim agent;
- (b) a claim that is listed in the applicable Debtor's schedules of assets and liabilities (the "Schedules") and is not described as "disputed," "contingent" or "unliquidated" provided that the creditor agrees with the amount and nature of the claim as scheduled;
- (c) an administrative expense claim pursuant to 11 U.S.C. § 503(b), except for unpaid claims being asserted under 11 U.S.C. § 503(b)(9);
- (d) an administrative expense claim for post-petition fees and expenses incurred by any professional pursuant to 11 U.S.C. §§ 330, 331, and 503(b);
- (e) a claim (or portion thereof) that has been paid by the Debtors, including, without limitation, any claim (or portion thereof) paid pursuant to the Debtors' authority under any court order;
- (f) a claim of a Debtor against another Debtor;
- (g) a claim that has been allowed by an order of this Court entered on or before the Bar Date or the Government Bar Date, as applicable;
- (h) an equity security interest (such as common stock, preferred stock, warrants, or stock options) in any of the Debtors, provided, however, that any interest holder who wishes to assert a claim against any of the Debtors based on any transaction in or relating to any interests in the Debtors, including, but not limited to, a claim for damages or rescission based on the purchase or sale of interests, must file a proof of claim on or prior to the Bar Date; and
- (i) a claim for repayment of principal and interest under notes issued from time to time by the Debtors under indentures (the "Indentures"); provided, however, that the indenture trustees under the Indentures shall not be exempt from the requirement to file Proofs of Claim on account of such claims on or before the Bar Date.

Any entity exempted from filing a proof of claim pursuant to (a) through (h) above, however, must still timely file a proof of claim for any other claim that does not fall within the exclusions provided by (a) through (h). As set forth in subsection (e) above, creditors need not file a proof of claim with respect to any amounts paid by the Debtors. To the extent that any amounts paid by the Debtors to a creditor are subject to disgorgement

pursuant to a postpetition trade agreement or otherwise, that creditor shall have until the later of the Bar Date and sixty (60) days from the date of any disgorgement to file a proof of claim for the disgorged amount.

Acts or omissions of the Debtors that arose before the Petition Date may give rise to Claims against the Debtors that must be filed by the Bar Date or the Government Bar Date, as applicable, notwithstanding that such Claims may not have matured or become fixed or liquidated prior to the Petition Date.

Under 11 U.S.C. § 101(5) and as used herein, the word “Claim” means a: (A) right to payment, whether or not such right is reduced to judgment, liquidated, unliquidated, fixed, contingent, matured, unmatured, disputed, undisputed, legal, equitable, secured, or unsecured; or (B) right to an equitable remedy for breach or performance if such breach gives rise to a right to payment, whether or not such right to an equitable remedy is reduced to judgment, fixed, contingent, matured, unmatured, disputed, undisputed, secured, or unsecured.

THE FACT THAT YOU HAVE RECEIVED THIS NOTICE DOES NOT MEAN THAT YOU HAVE A CLAIM OR THAT THE DEBTORS OR THE COURT BELIEVE THAT YOU HAVE A CLAIM. YOU SHOULD NOT FILE A PROOF OF CLAIM IF YOU DO NOT HAVE A CLAIM AGAINST ANY OF THE DEBTORS.

3. WHEN AND WHERE TO FILE. All Proofs of Claims must be filed so as to be actually **received** no later than 4:00 p.m. (prevailing Eastern time) by the Debtors’ claims agent, Epiq Bankruptcy Solutions, LLC (“Epiq”), on or before the Bar Date or the Government Bar Date, as applicable, as follows:

<u>If by first-class mail:</u> Spancion Inc. Claims Processing Center c/o Epiq Bankruptcy Solutions, LLC FDR Station, P.O. Box 5285 New York, NY 10150-5285	<u>If by Hand Delivery or Overnight mail:</u> Spancion Inc. Claims Processing Center c/o Epiq Bankruptcy Solutions, LLC 757 Third Avenue, 3rd Floor New York, NY 10017
---	--

Proofs of Claims will be deemed timely filed only if **actually received** by Epiq on or before the Bar Date or the Government Bar Date, as applicable. Proofs of Claim may **not** be delivered by facsimile, telecopy, or electronic mail transmission.

Claimants wishing to receive acknowledgment that their Proofs of Claim were received by Epiq must submit (i) a copy of the Proof of Claim and (ii) a self-addressed, stamped envelope (in addition to the original Proof of Claim sent to Epiq).

4. CONTENTS OF A PROOF OF CLAIM. If you intend to file a Proof of Claim, you must complete and submit a Proof of Claim Form available online at <http://chapter11.epiqsystems.com/spancion> under the “Key Documents” tab.

Your Proof of Claim Form must (i) be signed; (ii) be written in the English language; (iii) be denominated in lawful currency of the United States; (iv) indicate the particular Debtor against which the Claim is asserted, and (v) be submitted with copies of any supporting documentation or an explanation of why any such documentation is not available. If you assert a Claim against more than one of the Debtors, or have a different Claim against each of the Debtors, a separate Proof of Claim Form must be filed with respect to each Debtor. **If you are filing a Claim under 11 U.S.C. § 503(b)(9), you must check the “Other” in Box 5 of the Proof of Claim Form and designate the Claim as one under 11 U.S.C. § 503(b)(9). For each Claim under 11 U.S.C. § 509(b)(9), attach to the Proof of Claim Form a supplemental statement setting forth with specificity (i) the date of shipment of the goods you contend the Debtors received within twenty (20) days before the Petition Date; (ii) the date, place, and method (including carrier name) of delivery of the goods you contend the Debtors received within twenty (20) days before the Petition Date; (iii) the value of the goods you contend the Debtors received within the 20 days before the Petition Date; and (iv) whether you timely made a demand to reclaim such goods under 11 U.S.C. § 546(c), and, if so, include any documentation identifying such demand.**

Each Proof of Claim must state a claim against only one Debtor and clearly indicate the Debtor against which the claim is asserted. To the extent more than one Debtor is listed on the Proof of Claim, such claim will be treated as if filed only against the first-listed Debtor. Each proof of claim **must** identify the Debtor against which a claim is asserted. A proof of claim filed under the joint administration case number (Case No. 09-10690 (KJC)), or otherwise without identifying a Debtor, will be deemed as filed only against Spansion Inc.

5. Consequences of Failure to File Proof of Claim by the Bar Date or the Government Bar Date, as applicable. Any creditor who fails to file a Proof of Claim in the form and manner set forth in the Bar Date Order and this Notice or that fails to do so on or before the Bar Date, or, if such creditor is a government unit, the Government Bar Date, for any Claim such creditor holds or wishes to assert against any of the Debtors (including, without limitation, any claim under 11 U.S.C. § 509(b)) will forever be barred, estopped and enjoined from asserting such Claim against any of the Debtors and their respective estates, and shall not be treated as a creditor with respect to such Claim for the purposes of voting and distribution, and the Debtors and their property shall be forever discharged from any and all indebtedness or liability with respect to such Claim. The holder of such Claim shall not be permitted to vote on any chapter 11 plan or participate in any distribution in the Debtors' chapter 11 cases on account of such Claim, or to receive further notices regarding such Claim or with respect to the Debtors' chapter 11 cases.

6. Contingent Claims. Acts or omissions of any of the Debtors, if any, that occurred prior to the Petition Date, including, without limitation, acts or omissions related to any indemnity agreement, guarantee, services provided to or rendered by any of the Debtors, or goods provided to or by any of the Debtors, may give rise to claims against one or more of the Debtors notwithstanding the fact that such claims (or any injuries on which they may be based) may be contingent or may not have matured or become fixed or liquidated prior to the Petition Date. Therefore, any person or entity that holds a claim or potential claim against any of the Debtors, no matter how remote, contingent, or unliquidated must file a Proof of Claim on or before the Bar Date or the Government Bar Date, as applicable.

7. Reservation of Rights. Nothing contained in this notice is intended or should be construed as a waiver of any of the Debtors' rights, including without limitation, their rights to: (a) dispute, or assert offsets or defenses against, any filed claim or any claim listed or reflected in the Schedules as to the nature, amount, liability or classification thereof; (b) subsequently designate any scheduled claim as disputed, contingent or unliquidated; and (c) otherwise amend or supplement the Schedules. In addition, nothing contained herein is intended or should be construed as an admission of the validity of any claim against the Debtors or an approval, assumption or rejection of any agreement, contract or lease under Bankruptcy Code § 365.

8. Additional Information. If you have questions concerning the filing or processing of Claims, you may contact the Debtors' claims agent, Epiq, at (646) 282-2500. If you require additional information regarding the filing of a Proof of Claim, you may contact counsel for the Debtors in writing at the addresses below.

Michael R. Lastowski (No. 3892)
Richard W. Riley (No. 4052)
Sommer L. Ross (No. 4598)
DUANE MORRIS, LLP
1100 North Market Street, Suite 1200
Wilmington, Delaware 19801

Michael S. Lurey (Admitted *Pro Hac Vice*)
Gregory O. Lunt (Admitted *Pro Hac Vice*)
Kimberly A. Posin (Admitted *Pro Hac Vice*)
LATHAM & WATKINS LLP
355 South Grand Avenue
Los Angeles, California 90071-1560

ATTORNEYS FOR THE DEBTORS AND DEBTORS-IN-POSSESSION