

UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re	:	CHAPTER 11
	:	
SPANSION, INC., et al. ¹	:	
Debtors	:	Case No. 09-10690 (KJC)
	:	
	:	Related D.I. 2065, 2391, 2915

U.S. Bank National Association, as trustee,	:	
Plaintiff,	:	Adv. Pro. No. 09-52274
	:	
vs.	:	Related D.I. 5, 14
	:	

Wilmington Trust Company, Spansion,	:
Inc., Spansion Technology LLC, Spansion	:
LLC, Cerium Laboratories LLC and	:
Spansion International, Inc.	:
Defendants	:

ORDER

AND NOW, this 1st day of April, 2010, upon consideration of:

- (i) The *Ad Hoc* Committee of Convertible Noteholders' Emergency Motion for Order (a) Vacating Order Approving Debtors' Disclosure Statement Pursuant to Fed.R.Bankr.P. 9024 and Adjourning Confirmation Hearing and (b) Directing Appointment of Trustee or Examiner Pursuant to 11 U.S.C. §§1104(a)(1) and (2) and 1104(c)(2) (D.I. 2391) (the "Motion to Vacate");
- (ii) The request for confirmation of the Debtors' Second Amended Joint Plan of Reorganization (as Amended) dated February 23, 2010 (D.I. 2915) (the "Plan").

¹The Debtors being jointly administered in this case pursuant to an Order dated March 4, 2009, are: Spansion, Inc., a Delaware corporation; Spansion Technology, LLC, a Delaware limited liability company; Spansion LLC, a Delaware limited liability company; Cerium Laboratories, LLC, a Delaware limited liability company; and Spansion International, Inc., a Delaware corporation (the "Debtors" or "Spansion").

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- (iii) The Plaintiff's Motion for Summary Judgment in *U.S. Bank National Association, as Trustee v. Wilmington Trust Company et al* (Adv. No. 09-52274)(D.I. 14) (the "Summary Judgment Motion"),

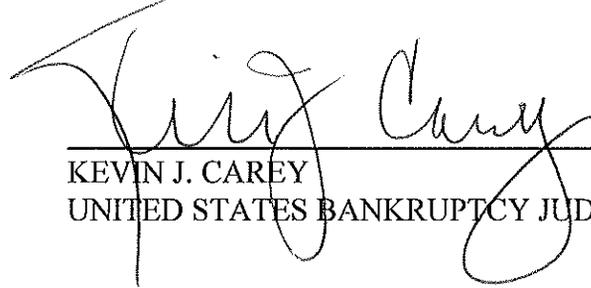
and the responses and objections thereto, and after a hearing held on February 24, 25, and 26, 2010, and March 1 and 2, 2010, and for the reasons set forth in the foregoing Opinion on Confirmation, it is hereby **ORDERED** and **DECREED** that:

1. The Motion to Vacate is **DENIED**,
2. The request for confirmation of the Plan, in its present form, is **DENIED**, for the reasons stated in the Opinion, and all other objections to the Plan are hereby **OVERRULED**;
3. The Senior Noteholders' motion seeking a standstill of certain dates in the Disclosure Statement Order (D.I. 2065) is **DISMISSED** as moot;
4. A status hearing will be held on **April 6, 2010** at 1:00 p.m. in Bankruptcy Courtroom No. 5, 824 Market Street, Fifth Floor, Wilmington, Delaware; and
5. In Adversary Proceeding No. 09-52274,
 - (A) the Defendant's motion to dismiss the adversary complaint pursuant to Fed.R.Civ.P. 12(b)(1) and Fed.R.Bankr.P. 7012(b)(1), or in the alternative, for abstention pursuant to 28 U.S.C. §1334(c)(1) (D.I. 5) is **DENIED**;
 - (B) the Plaintiff's Motion for Summary Judgment is hereby **GRANTED** and it is hereby **DECLARED** that the New Spansion Common Stock that the Debtors propose to distribute under the Plan is not a Permitted Junior Security as that term is defined and used in Section 11.10 of the

Subordinated Indenture.²

This Opinion and Order shall be docketed in both the main bankruptcy case and in Adversary Proceeding No. 09-52274.

BY THE COURT:



KEVIN J. CAREY
UNITED STATES BANKRUPTCY JUDGE

cc: Michael R. Lastowski, Esquire³

²All capitalized terms not defined in this Order shall have the meanings ascribed to them in the Opinion.

³Counsel shall serve a copy of this Order and the accompanying Opinion on Confirmation upon all interested parties and file a Certificate of Service with the Court.