

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

---

In re	:	CHAPTER 11
	:	
<b>SPANSION, INC., et al.</b> <sup>24</sup>	:	
Debtors	:	Case No. 09-10690 (KJC)
	:	Related Docket nos. 1044, 1104, 1250, 1265

---

**ORDER**

AND NOW, this 18<sup>th</sup> day of December, 2009, upon consideration of the Motion for Appointment of an Official Committee of Equity Security Holders (the "Motion") brought by the Ad Hoc Committee of Equity Security Holders, and the objections thereto, after a hearing on notice, and for the reasons set forth in the foregoing Memorandum, it is hereby **ORDERED** and **DECREED** that Motion is **DENIED**.

BY THE COURT:

  
\_\_\_\_\_  
KEVIN J. CAREY  
UNITED STATES BANKRUPTCY JUDGE

cc: Michael R. Lastowski, Esquire<sup>1</sup>

---

<sup>24</sup>The 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, as Delaware limited liability company; and Spansion International, Inc., a Delaware corporation (the "Debtors" or "Spansion").

<sup>1</sup>Counsel shall serve a copy of this Order and the accompanying Memorandum upon all interested parties and file a Certificate of Service with the Court.