

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

In re:

SPANSION INC., *et al.*,<sup>1</sup>

Debtors.

Chapter 11

Case No.: 09-10690 (KJC)

Jointly Administered

**Objection Deadline: August 10, 2009 at 4:00 p.m.**

**FOURTH MONTHLY APPLICATION OF LATHAM & WATKINS LLP  
FOR COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT  
OF EXPENSES AS COUNSEL TO THE DEBTORS AND DEBTORS-IN-POSSESSION  
FOR THE PERIOD FROM JUNE 1 THROUGH JUNE 30, 2009**

Name of Applicant:

Latham & Watkins LLP

Authorized to Provide  
Professional Services to:

Debtors and Debtors-in-Possession

Date of Retention:

March 24, 2009, *Nunc Pro Tunc* to Petition  
Date, March 1, 2009

Period for which compensation and  
reimbursement is sought:

June 1, 2009 through June 30, 2009

Amount of Compensation sought as actual,  
reasonable and necessary:

\$919,602.00  
(80% = \$735,681.60)

Amount of Expense Reimbursement sought as  
actual, reasonable and necessary:

\$10,147.19

This is an:  monthly  interim  final application

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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 each Debtor is 915 DeGuigne Dr., Sunnyvale, CA 94085.

**PREVIOUS MONTHLY APPLICATIONS\***

		Requested		Approved	
Date Filed	Period Covered	Fees	Expenses	Fees	Expenses
5/8/09 amended on 5/15/09	March 2, 2009 - March 31, 2009	\$1,252,704.50 (80% = \$1,002,163.60)	\$41,150.32	\$1,252,014.50 (80% = \$1,001,611.60)	\$40,381.54
5/22/09	April 1, 2009 - April 31, 2009	\$941,168.50 (80% = \$752,934.80)	\$25,981.29	\$941,168.50 (80% = \$752,934.80)	\$25,981.29
6/25/09	May 1, 2009- May 31, 2009	\$1,026,584.75	\$23,905.34	\$1,026,584.75 (80% = \$821,267.80)	\$23,905.34

**SUMMARY OF COMPENSABLE TIME**

Name of Professional Person	Position of Applicant	Date of Hire	Bar Year	Area of Expertise	Hourly Billing Rate	Ttl. Hours Billed	Total Compensation
John J Huber	Partner	5/1/1986	1975	Corporate Finance	\$975.00	0.60	\$585.00
Christian Nouel	Partner	10/1/2001	1989	Tax	\$960.00	2.00	\$1,920.00
Götz T Wiese	Partner	8/1/2001	1996	Tax	\$960.00	1.80	\$1,728.00
Samuel R Weiner	Partner	11/16/1987	1987	Transactional Tax	\$955.00	10.00	\$9,550.00
Michael S Lurey	Partner	6/12/1970	1971	Insolvency	\$930.00	177.60	\$165,168.00
Michael S Lurey (Travel)	Partner	6/12/1970	1971	Insolvency	\$465.00	4.60	\$2,139.00
Stephen M Brown	Partner	5/12/2003	1993	Tax	\$930.00	0.80	\$744.00
Tommaso Amirante	Partner	1/1/2008	1997	Corporate	\$910.00	0.50	\$455.00
Antonio Coletti	Partner	8/4/2008	1997	Corporate	\$910.00	0.20	\$182.00
Alexander F Cohen	Partner	4/1/2009	1988	Corporate	\$900.00	0.60	\$540.00
Linda M Inscoe	Partner	8/18/1986	1986	Litigation	\$885.00	0.20	\$177.00
Wayne S Flick	Partner	10/1/1990	1990	Litigation	\$885.00	12.60	\$11,151.00
Mark S Pulliam	Partner	8/31/1981	1981	Employment Law	\$860.00	19.40	\$16,684.00
Kuang Hung Tang	Counsel	7/1/2005	1997	Corporate	\$860.00	0.50	\$430.00

\* Consideration and approval of the 20% holdback will be reviewed by this Court after receiving a Final Report by the Fee Auditor according to the Order entered on July 13, 2009 Appointing Fee Auditor And Establishing Related Procedures Concerning The Payment Of Compensation And Reimbursement Of Expenses Of Professionals And Members Of Official Committee And Consideration Of Fee Applications. [D.I. 780].

<b>Name of Professional Person</b>	<b>Position of Applicant</b>	<b>Date of Hire</b>	<b>Bar Year</b>	<b>Area of Expertise</b>	<b>Hourly Billing Rate</b>	<b>Ttl. Hours Billed</b>	<b>Total Compensation</b>
G. Andrew Lundberg	Partner	12/1/1982	1983	Insurance Coverage Litigation	\$830.00	2.10	\$1,743.00
Sandhya P Chandrasekhar	Counsel	9/8/1998	1990	Tax	\$825.00	0.40	\$330.00
Gregory O Lunt	Partner	9/12/1994	1994	Insolvency	\$800.00	173.10	\$138,480.00
Gregory O Lunt (Travel)	Partner	9/12/1994	1994	Insolvency	\$400.00	9.80	\$3,920.00
Joseph M Yaffe	Partner	12/4/1995	1994	Benefits and Compensation	\$800.00	5.80	\$4,640.00
Kimiharu Shidara	Associate	6/11/2007	1998	Mergers & Acquisitions	\$790.00	59.90	\$47,321.00
Tad J Freese	Partner	9/19/1994	1994	Company Representation	\$755.00	4.40	\$3,322.00
Patrick E Gibbs	Partner	10/2/1995	1995	Securities Litigation and Professional Liability	\$755.00	1.30	\$981.50
Norma Studt	Partner	12/1/2000	2001	Litigation	\$755.00	0.30	\$226.50
Anthony R Klein	Partner	2/15/2002	1990	Technology Transactions	\$755.00	25.50	\$19,252.50
Satoshi Karashima	Partner	10/20/2003	1993	Mergers & Acquisitions	\$755.00	6.00	\$4,530.00
Jeffrey R Ii	Partner	10/23/2006	1988	Benefits and Compensation	\$730.00	9.60	\$7,008.00
Lionel Vuidard	Associate	10/1/2001	2002	Employment Law	\$700.00	0.60	\$420.00
Gaia Guizzetti	Associate	6/9/2008	2002	Corporate	\$675.00	7.90	\$5,332.50
Amy Quartarolo	Associate	9/23/2002	2002	Intellectual Property Litigation	\$675.00	93.40	\$63,045.00
Kathryn P Donovan	Associate	4/21/2008	2007	Tax	\$670.00	0.80	\$536.00
Matteo Ludovico Vitali	Associate	6/23/2008	2003	Corporate	\$650.00	1.30	\$845.00
James A Metz	Associate	9/20/2004	2004	Tax	\$650.00	1.60	\$1,040.00
Matthias Rubner	Partner	10/1/2001	1999	Employment Law	\$620.00	4.80	\$2,976.00
Robert W Phillips	Partner	10/11/1999	1999	Corporate Finance	\$600.00	35.80	\$21,480.00
Ofer Lion	Associate	9/23/2002	2002	Transactional Tax	\$560.00	24.90	\$13,944.00
Kimberly A Posin	Associate	9/23/2002	2002	Insolvency	\$530.00	158.70	\$84,111.00
Richard Chul Kim	Associate	4/14/2008	2000	Unassigned	\$505.00	5.50	\$2,777.50

<b>Name of Professional Person</b>	<b>Position of Applicant</b>	<b>Date of Hire</b>	<b>Bar Year</b>	<b>Area of Expertise</b>	<b>Hourly Billing Rate</b>	<b>Ttl. Hours Billed</b>	<b>Total Compensation</b>
Myriam de Gaudusson	Associate	2/1/2007	2002	Employment Law	\$500.00	7.00	\$3,500.00
Saori Kawakami	Associate	1/1/2009	2008	Unassigned	\$500.00	5.70	\$2,850.00
Jared M Schott	Associate	9/17/2007	2007	Unassigned	\$500.00	75.30	\$37,650.00
Cindy F Leeper	Associate	9/20/2004	2004	Corporate	\$480.00	11.20	\$5,376.00
Kelsey N Wright	Associate	4/21/2008	2008	Unassigned	\$445.00	21.20	\$9,434.00
Jennifer A Zimbhoff	Associate	1/27/2008	2008	Unassigned	\$445.00	11.30	\$5,028.50
Vincent Y F Jiang	Consultant	5/22/2006	---	---	\$410.00	1.60	\$656.00
Jessica L Hubley	Associate	10/27/2008	2008	Unassigned	\$350.00	31.20	\$10,920.00
Benjamin Berman	Associate	10/12/2007	2007	Unassigned	\$350.00	114.30	\$40,005.00
Mary Elizabeth Heard	Associate	11/12/2007	2008	Unassigned	\$350.00	96.80	\$33,880.00
Gregory R Packer	Associate	9/29/2008	2008	Unassigned	\$350.00	186.90	\$65,415.00
David B Hazlehurst	Associate	9/29/2008	2008	Unassigned	\$350.00	13.60	\$4,760.00
Shawn C Anderson	Other Professional	5/26/2009	---	---	\$300.00	0.30	\$90.00
Sabina Jacobs	Other Professional	5/26/2009	---	---	\$300.00	52.80	\$15,840.00
Kent S Heinzman	Para-Professional	1/18/2005	---	---	\$315.00	1.00	\$315.00
Kathryn Bowman	Para-Professional	10/22/2001	---	---	\$295.00	82.30	\$24,278.50
Colleen M Rico	Para-Professional	11/18/2002	---	---	\$260.00	14.00	\$3,640.00
Chigusa Takada	Para-Professional	12/1/2007	---	---	\$250.00	13.80	\$3,450.00
Rose M Adams	Other Professional	5/29/2001	---	---	\$230.00	1.70	\$391.00
Catherine H Meller	Other Professional	4/1/1996	---	---	\$230.00	0.50	\$115.00
Scott L Prosky	Other Professional	3/24/1997	---	---	\$230.00	0.90	\$207.00
Michelle Jeffers	Para-Professional	8/3/1998	---	---	\$225.00	38.60	\$8,685.00
Fayiza Abbas	Para-Professional	2/21/2006	---	---	\$220.00	12.10	\$2,662.00
Michael K Soriano	Other Professional	9/15/1986	---	---	\$195.00	1.80	\$351.00
Leonard R Perez	Other Professional	3/3/1997	---	---	\$185.00	2.10	\$388.50
<b>Grand Total</b>						<b>1,662.90</b>	<b>\$919,602.00</b>
<b>Blended Rate</b>							<b>\$ 553.01</b>

### COMPENSATION BY PROJECT CATEGORY

<b>Matter</b>	<b>Project Category</b>	<b>Total Hours</b>	<b>Fees</b>
0035	General Case Administration	124.70	\$36,616.50
0036	Financing Matters & Cash Collateral, Including Related	20.00	\$10,016.00
0037	Business Operations	76.50	\$42,734.50
0038	Meetings with Creditors Committee & Creditors	29.50	\$25,651.00
0039	Secured Creditor Matters	22.50	\$13,342.00
0040	Bankruptcy Court Admin. & Contested Matters	248.60	\$164,148.00
0041	Employment & Fee Applications for Latham	21.60	\$7,983.50
0042	Emp & Appl For Debtors' Other Professionals	104.50	\$41,610.00
0043	Executory Contract Matters & Related Pleadings	113.00	\$47,694.00
0044	Asset Analysis & Recovery & Related Pleadings	9.40	\$3,290.00
0045	Asset Disposition, Including Related Pleadings	43.90	\$24,358.50
0047	Neutron Matters	0.40	\$140.00
0048	Claims Administration and Objections	22.60	\$10,881.50
0049	Fee/Employment Objections by Debtor to Other Firms	1.50	\$815.00
0050	Plan and Disclosure Statement Matters	101.40	\$76,477.00
0051	Tax Matters	55.80	\$33,137.00
0052	Securities Law Matters	15.90	\$8,963.50
0053	Employee Benefits/Pensions/Related Pleadings	107.00	\$71,421.50
0054	Non Bankruptcy Court Litigation	2.00	\$590.00
0055	Spansion Japan Matters	133.40	\$89,229.50
0056	Other Foreign Operations and Subsidiaries Matters	17.40	\$9,074.00
0057	WARN Act Claim	38.80	\$20,577.00
0058	IP Litigation and Related Matters	68.70	\$46,674.50
0059	Corporate Governance and Related Matters	24.80	\$19,038.00
0060	Schedules and Statement of Financial Affairs	196.20	\$76,668.50

<b>Matter</b>	<b>Project Category</b>	<b>Total Hours</b>	<b>Fees</b>
0061	Travel Time	14.40	\$6,059.00
0062	SEC Filings	17.30	\$10,619.00
0063	Non-Litigation IP Matters	26.10	\$19,597.50
0065	FINRA	5.00	\$2,195.50
Total		1,662.90	\$919,602.00

### **EXPENSE SUMMARY**

<b>Expense Category</b>	<b>Total Expenses</b>
Airfare	\$1,823.55
Binding	\$2.00
Color Copying	\$296.00
Dining Service	\$11.00
Docket Research	\$148.70
Document Support	\$648.00
Federal Express	\$156.71
Ground Transportation - Local	\$1,225.21
Ground Transportation - Out Of Town	\$743.24
Internal Messenger/Pouch	\$27.50
Lexis	\$544.02
Meals - Local	\$41.74
Meals - Out Of Town	\$341.39
Parking - Local	\$350.00
Parking - Out Of Town	\$80.00
Photocopying (at \$0.10 Per Page)	\$275.20
Postage	\$6.20
Scanning	\$65.85
Supplies/Office Expense	\$10.77
Telecopying (at \$1.00 Per Page)	\$15.95
Telephone	\$980.45
Trip Expenses - Lodging	\$1,378.20
Westlaw	\$975.51
Total	\$10,147.19

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

In re:

SPANSION INC., *et al.*,<sup>1</sup>

Debtors.

Chapter 11

Case No.: 09-10690 (KJC)

Jointly Administered

**Objection Deadline: August 10, 2009 at 4:00 p.m.**

**FOURTH MONTHLY APPLICATION OF LATHAM & WATKINS LLP  
FOR COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT  
OF EXPENSES AS COUNSEL TO THE DEBTORS AND DEBTORS-IN-POSSESSION  
FOR THE PERIOD FROM JUNE 1 THROUGH JUNE 30, 2009**

Latham & Watkins LLP ("**L&W**" or the "**Applicant**"), counsel to the above-captioned debtors and debtors-in-possession (the "**Debtors**"), hereby submits this Fourth Monthly Application (the "**Application**") for compensation for services rendered and reimbursement of expenses as counsel to the Debtors for the period from June 1, 2009 through June 30, 2009 (the "**Application Period**") pursuant to 11 U.S.C. §§ 330 and 331. In support hereof, L&W respectfully represents as follows:

1. This Application is made pursuant to (i) Sections 327(a) and 328(a) of Chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101 *et seq.* (the "**Bankruptcy Code**"); (ii) Rules 2014 and 2016 of the Federal Rules of Bankruptcy Procedure (the "**Bankruptcy Rules**"); (iii) the United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. § 330, dated January 30, 1996 (the "**U.S. Trustee Guidelines**"); (iv) the Order establishing procedures for interim monthly compensation

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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 each Debtor is 915 DeGuigne Dr., Sunnyvale, CA 94085.

and reimbursement of expenses of professionals (“**Interim Compensation Procedures**”) entered April 24, 2009 (Docket No. 333); and (v) the Order Authorizing Employment and Retention of Latham & Watkins LLP as Attorneys for the Debtors and Debtors in Possession *Nunc Pro Tunc* to the Petition Date (the “**Retention Order**”) (Docket No. 159).

2. By this Application, L&W requests allowance and approval of interim compensation in the amount of \$919,602.00 in fees, and reimbursement of actual and necessary expenses<sup>2</sup> in the amount of \$10,147.19 for the Application Period. If a Certificate of No Objection is filed in relation to this Application, L&W will seek payment for 80% of the fees from the Application Period (\$735,681.60), as well as all expenses.

#### **BACKGROUND**

3. On March 1, 2009 (the “**Petition Date**”), the Debtors each filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code (collectively, the “**Chapter 11 Cases**”) in the United States Bankruptcy Court for the District of Delaware (the “**Bankruptcy Court**”). The Debtors are operating their businesses and managing their properties as debtors-in-possession pursuant to Sections 1107(a) and 1108 of the Bankruptcy Code.

4. On March 4, the Court entered an Order directing the joint administration of the Debtors’ Chapter 11 Cases under the case of Spansion Inc., Case No. 09-10690. (Docket No. 58).

5. On March 12, the Office of the United States Trustee appointed an official committee of unsecured creditors for the Chapter 11 Cases (the “**Creditors Committee**”). (Docket No. 106).

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<sup>2</sup> A limited number of expenses from April and May also are included in the June Expense Report. These expenses were not included in the previous April or May invoices.



6. On March 1, L&W filed the Application Of The Debtors Pursuant To Section 327(a) of the Bankruptcy Code For Authorization To Employ And Retain Latham & Watkins LLP as Attorneys For The Debtors And Debtors In Possession *Nunc Pro Tunc* To The Petition Date (Docket No. 17).

7. On March 23, L&W filed the Supplemental Declaration of Michael S. Lurey in Support of Application of the Debtors for an Order Authorizing the Employment and Retention of Latham & Watkins LLP as Attorneys for the Debtors and Debtors-in-Possession Pursuant to 11 U.S.C. 327(a) *Nunc Pro Tunc* to the Petition Date (Docket No. 151).

8. On March 24, the Court entered the Retention Order.

9. On April 6, L&W filed the Second Supplemental Declaration Of Michael S. Lurey In Support Of Application Of The Debtors For An Order Authorizing The Employment And Retention Of Latham & Watkins LLP As Attorneys For The Debtors And Debtors-In-Possession Pursuant To 11 U.S.C. Section 327(a) *Nunc Pro Tunc* To The Petition Date (Docket No. 383).

### **Jurisdiction**

10. This Court has jurisdiction over the Application under 28 U.S.C. § 1334. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2).

11. The statutory bases for the relief requested herein are Sections 105(a), 330 and 331 of the Bankruptcy Code.

### **Terms and Conditions of Compensation**

12. Subject to Court approval, L&W seeks payment of compensation on an hourly basis, plus reimbursement of actual, necessary expenses incurred by L&W during the Application Period. The rates charged by L&W in this case are consistent with the rates L&W

charges other clients who are not debtors in chapter 11 cases for services rendered by the professionals and paraprofessionals rendering services to the Debtors.

13. A summary of the hours spent, the names of each professional and paraprofessional rendering services to the Debtors during the Application Period, L&W's guideline hourly rates for such individuals and the total value of time incurred by each of the L&W professionals and paraprofessionals rendering services to the Debtors is included at the beginning of this Application. A copy of the computer generated time entries reflecting the time recorded for these services, organized in project billing categories in accordance with the U.S. Trustee Guidelines is attached hereto as Exhibit A. A statement of expenses incurred by L&W during the Application Period is attached hereto as Exhibit B. L&W will charge copying at \$0.10 per page. All time entries and requested expenses are in compliance with the applicable Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the "**Local Rules**").<sup>3</sup>

14. All services for which compensation is requested and expenses for which reimbursement is requested are reasonable and necessary and were performed for and on behalf of the Debtors during the Application Period.

### **SERVICES PERFORMED**

15. The work performed by L&W and the time spent between June 1, 2009 and June 30, 2009 is summarized as follows:

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<sup>3</sup> L&W has also attempted to ensure that this Application complies with the U.S. Trustee Guidelines. To the extent the U.S. Trustee Guidelines conflict with the Local Rules, the Application complies with the Local Rules. L&W will supplement this Application with additional detail or information upon request.

### **General Case Administration (0035)**

L&W spent 124.7 hours at a cost of \$36,616.50 regarding matters related to general case administration, including coordinating the filing and service of motions, logistics and overview and management of the Chapter 11 Cases.

### **Financing Matters & Cash Collateral, Including Related Pleadings (0036)**

L&W spent 20.0 hours at a cost of \$10,016.00 regarding matters related to the Debtors' cash collateral motion, the order thereon and follow-up motions related to cash collateral.

### **Business Operations (0037)**

L&W spent 76.5 hours at a cost of \$42,734.50 regarding matters related to the Debtors' business operations, including matters related to the Debtors' vendors, customers, equipment, leases, payments to officers and business plans.

### **Meetings with Creditors Committee & Creditors (0038)**

L&W spent 29.5 hours at a cost of \$25,651.00 regarding meetings and other communications with the Creditors Committee and other creditors of the Debtors. The subject matter of such communications included the business plan, meetings, hearings, motions and document requests.

### **Secured Creditor Matters (0039)**

L&W spent 22.5 hours at a cost of \$13,342.00 regarding matters related to the Debtors' secured creditors, including communicating with and preparing for and attending meetings with the Ad Hoc Consortium of Floating Rate Noteholders, responding to diligence requests, matters related to the valuation of collateral, and matters related to liens.

**Bankruptcy Court Admin. & Contested Matters (0040)**

L&W spent 248.6 hours at a cost of \$164,148.00 regarding matters related to Court administration and contested matters, including preparing and responding to many pleadings in connection with the Chapter 11 Cases, preparing for and attending the Omnibus Hearings, researching and providing responses to inquiries regarding Bankruptcy Court policies and procedures, and reviewing and responding to objections and other informal comments.

**Employment & Fee Applications for Latham (0041)**

L&W spent 21.6 hours at a cost of \$7,983.50 regarding matters related to the employment and fee applications of L&W, including drafting and filing the fee application for May.

**Employment & Applications for Debtors' Other Professionals (0042)**

L&W spent 104.5 hours at a cost of \$41,610.00 regarding matters related to the employment of and applications for the Debtors' other professionals, including the drafting and filing of retention applications, and fee applications, and the employment of ordinary course professionals.

**Executory Contract Matters & Related Pleadings (0043)**

L&W spent 113.0 hours at a cost of \$47,694.00 regarding matters related to the Debtors' executory contracts. The work included reviewing and analyzing contracts and leases regarding consigned goods, real property, intellectual property, goods, and services, as well as drafting and filing motions to assume, reject or partially reject certain contracts and leases.

**Asset Analysis & Recovery & Related Pleadings (0044)**

L&W spent 9.4 hours at a cost of \$3,290.00 regarding matters related to asset analysis and recovery, valuation issues, and work on pleadings related to the purchase or sale of assets.

**Asset Disposition, Including Related Pleadings (0045)**

L&W spent 43.9 hours at a cost of \$24,358.50 regarding matters related to asset disposition, including the evaluation of strategic options and related documents.

**Neutron Matters (0047)**

L&W spent .4 hours at a cost of \$140.00 related to Neutron matters.

**Claims Administration and Objections (0048)**

L&W spent 22.6 hours at a cost of \$10,881.50 regarding matters related to reclamation, consigned goods, the claims bar date notice, other claims administration and objections to claims.

**Fee/Employment OBJ. by Debtor to Other Firms (0049)**

L&W spent 1.5 hours at a cost of \$815.00.00 regarding matters related to possible objection to the employment of other firms.

**Plan and Disclosure Statement Matters (0050)**

L&W spent 101.4 hours at a cost of \$76,477.00 regarding matters related to a potential plan of reorganization for the Debtors, including plan term sheet and timeline, related negotiations and starting to draft a plan of reorganization.

**Tax Matters (0051)**

L&W spent 55.80 hours at a cost of \$33,137.00 regarding tax matters, including property taxes, tax liens and other tax issues.

**Securities Law Matters (0052)**

L&W spent 15.9 hours at a cost of \$8,963.50 regarding matters related to securities law matters, including matters related to compliance with regulations.

**Employee Benefits/Pensions/Related Pleadings (0053)**

L&W spent 107.0 hours at a cost of \$71,421.50 regarding matters related to the Debtors' employee benefit and pension plans and the matters related to the motion to approve the Debtors' proposed incentive plans..

**Non-Bankruptcy Court Litigation (0054)**

L&W spent 2.0 hours at a cost of \$590.00 regarding matters related to non-bankruptcy court litigation matters.

**Spanion Japan Matters (0055)**

L&W spent 113.4 hours at a cost of \$89,229.50 regarding matters related to Spanion Japan, including Spanion Japan's Chapter 15 filing, the Debtors' relationship with Spanion Japan and Spanion Japan's secured creditors.

**Other Foreign Operations and Subsidiaries Matters (0056)**

L&W spent 17.4 hours at a cost of \$9,074.00 regarding matters related to the Debtors' foreign operations and foreign subsidiary matters.

**Warn Act Claim (0057)**

L&W spent 38.8 hours at a cost of \$20,577.00 regarding matters related to the Warn Act litigation initiated against the Debtors including legal research and discovery..

**IP Litigation and Related Matters (0058)**

L&W spent 68.7 hours at a cost of \$46,674.50 regarding matters related to intellectual property litigation, including the Samsung, Fast Memory and Tessera litigations.

**Corporate Governance and Related Matters (0059)**

L&W spent 24.8 hours at a cost of \$19,038.00 regarding matters related to the Debtors' corporate governance and related matters, including preparation for, advice and attendance at Board of Directors meetings.

**Schedules and Statement of Financial Affairs (0060)**

L&W spent 196.2 hours at a cost of \$76,668.50 collecting information and assisting the Debtors in preparing to file their Schedules and Statements of Financial Affairs.

**Travel Time (0061)**

L&W spent 14.4 hours at a cost of \$6,059.00 for travel time, with the hourly rates for the services of attorneys and paraprofessionals charging time to this Category reduced by fifty percent (50%) in accordance with the Local Rules.

**SEC Filings (0062)**

L&W spent 17.3 hours at a cost of \$10,619.00 regarding matters related to SEC filings.

**Non-Litigation IP Matters (0063)**

L&W spent 26.1 hours at a cost of \$19, 597.50 regarding matters related to non-litigation intellectual property matters.

**FINRA (0065)**

L&W spent 5.0 hours at a cost of \$2,195.50 regarding matters related to the Financial Industry Regulatory Authority ("FINRA").

**CALCULATION OF TIME AND FEES**

16. This is L&W's fourth monthly application for compensation for services rendered and reimbursement of expenses. It covers the period from June 1, 2009 through June 30, 2009. All professional services for which compensation is requested herein, and all reimbursement for expenses incurred, have been for services directly related to the Chapter 11 Cases and were

rendered for the benefit of the Debtors. No agreement or understanding exists between L&W and any other person for the sharing of compensation received or to be received in connection with these Chapter 11 Cases, other than as disclosed or authorized pursuant to Sections 327, 328, 330 and 331 of the Bankruptcy Code.

17. As set forth in the attached exhibits, L&W's attorneys and paraprofessionals have spent a total of 1874.2 hours providing necessary legal services to the Debtors. As a result, L&W requests compensation in the amount of \$919,602.00 for actual, necessary legal services performed as set forth in more detail in Exhibit A. In addition, L&W has expended the sum of \$10,147.19 for actual, necessary expenses incurred in representing the Debtors as set forth in more detail in Exhibit B.

18. In preparing this Application, L&W has calculated the amount of time spent by each attorney and paraprofessional in performing actual, necessary legal services for the Debtors. The data used came directly from computer printouts which are kept on each L&W client. The hourly rates charged are the hourly rates charged by L&W to its non-bankruptcy and bankruptcy clients. L&W worked to avoid any duplication of efforts between parties, and in instances where more than one attorney billed for a project, there was a need for multiple attorneys' involvement. Multiple representation in analogous circumstances has been approved. *See Berberena v. Coler*, 753 F.2d 629 (7th Cir. 1985); *In re Washington Mfg. Co.*, 101 B.R. 944 (Bankr. M.D. Tenn. 1989); *In re N-Ren Corp.*, 71 B.R. 488 (Bankr. S.D. Ohio 1987).

19. No compensation has been promised to L&W other than as disclosed or approved by this Court. L&W certifies that there is no agreement between it and any other party regarding the sharing of fees except with L&W's general partners, and L&W has not discussed or negotiated the amount of its fees with any party except its client. Finally, L&W represents that it



is and remains a disinterested party and does not hold any adverse relationship with the Debtors' estates.


**NOTICE**

20. L&W has provided notice of this Application to: (a) Spansion Inc., 915 DeGuigne Dr., Sunnyvale, CA 94085, Attn: Nancy Richardson; (b) Counsel to the Ad Hoc Committee of Holders of Spansion LLC's Senior Secured Floating Rate Notes Due 2013, Brown Rudnick LLP, Seven Times Square, New York, NY 10036, Attn: Robert J. Stark; (c) Counsel to the Creditors' Committee, Paul Hastings Janofsky & Walker, 75 East 55th St., New York, NY 10022, Attn: Luc Despins and Kristine M. Shryock; and (d) The Office of the United States Trustee for the District of Delaware, J. Caleb Boggs Federal Courthouse, 844 King Street, Suite 2207, Lockbox 35, Wilmington, DE 19801. In light of the nature of the relief requested, the Debtors submit that no further notice is required or needed under the circumstances.

**NO PRIOR REQUEST**

21. No prior request for the relief sought in this Application has been made to this or any other court.

Dated: July 24, 2009  
Los Angeles, California



Michael S. Lurey  
Latham & Watkins LLP  
355 South Grand Avenue  
Los Angeles, California 90071-1560

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

In re:

SPANSION INC., *et al.*,<sup>1</sup>

Debtors.

Chapter 11

Case No.: 09-10690 (KJC)

Jointly Administered

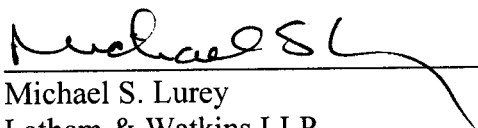
**CERTIFICATION**

I, Michael S. Lurey, an attorney admitted to practice before the courts of the State of California, certify that:

1. I am a partner of Latham & Watkins LLP. This certification is made in support of the Fourth Monthly Application Of Latham & Watkins LLP For Compensation For Services Rendered And Reimbursement Of Expenses As Counsel To The Debtors and Debtors-in-Possession For The Period From June 1, 2009 Through June 30, 2009 (the "Application") pursuant to 11 U.S.C. §§ 330 and 331. I have read the Application and know the contents thereof. The same are true to the best of my knowledge.

2. I have read the Application and the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the "Local Rules"), and I certify that the Application substantially complies with the Local Rules.

Dated: July 24, 2009  
Los Angeles, California



Michael S. Lurey  
Latham & Watkins LLP  
355 South Grand Avenue  
Los Angeles, California 90071-1560

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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 each Debtor is 915 DeGuigne Dr., Sunnyvale, CA 94085.