**DISTRIBUTION AGREEMENT**

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AMENDMENT NO. 2 TO THE AMENDED AND

RESTATED FUJITSU DISTRIBUTION AGREEMENT

DATED DECEMBER 21, 2005

This AMENDMENT NO. 2 (this "Amendment No. 2") to the Amended and Restated Fujitsu Distribution Agreement dated December 21, 2005, as amended effective as of October 1, 2007, originally entered into between Spansion Inc., a Delaware corporation ("Spansion") and Fujitsu Limited, a Japanese corporation ("Fujitsu") and succeeded to by Fujitsu Microelectronics Limited, a Japanese corporation ("FML") effective as of March 21, 2008 (the "Agreement"), is entered into as of the dates set forth below and effective as of September 30, 2008.

Whereas, Spansion and FML wish to further extend the Agreement, it is agreed that the Agreement shall be modified as follows:

1. The first sentence of Section **20.1 Term** of the Agreement is amended to read in its entirety as follows:

This Agreement will be effective as of the Effective Date, and will continue in full force and effect until the earlier of (a) the effective date of a new, successor distribution agreement between Spansion Japan Limited and Fujitsu Electronics Inc. ("New Agreement") or (b) January 25, 2009, unless terminated as set forth in this Section 20 ("**Term**").

All terms and conditions of the Agreement not specifically modified by this Amendment No. 2 shall remain unchanged and in full force and effect.

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| Spansion Inc. | | |  |  |  | Fujitsu Microelectronics Limited | | |
|  | | |  | |  | | | |
| /s/    Jeff Davis | | |  |  |  | /s/    Koichi Ishizaka | | |
| Name: |  | Jeff Davis |  |  |  | Name: |  | Koichi Ishizaka |
| Title: |  | Executive VP |  |  |  | Title: |  | Corporate Senior Vice President |
| Date: |  | 10/2/08 |  |  |  | Date: |  | September 26, 2008 |