

UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE

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: **Chapter 11**
: **Case No. 08-12229 (MFW)**
: **(Jointly Administered)**
: **D.I. 12, 13, 14, 15, 16**
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In re
WASHINGTON MUTUAL, INC., et al.,¹
Debtors.

**AMENDED DECLARATION OF STEWART M. LANDEFELD IN SUPPORT
OF THE DEBTORS' CHAPTER 11 PETITIONS AND FIRST-DAY MOTIONS**

I, Stewart M. Landefeld, being fully sworn, hereby declare that the following is true to the best of my knowledge, information, and belief:

1. On October 1, 2008, I submitted a Declaration in Support of the Debtors' Chapter 11 Petitions and First-Day Motions (the "Declaration") in connection with the above-referenced chapter 11 cases [D.I. 13]. In an effort to clarify the Declaration's description of the events preceding the Bank Receivership, I submit this supplemental declaration.²

2. Paragraph 23 of the Declaration is deleted and the following is inserted in lieu thereof (with changes noted in italics):

In the midst of these downgrades, the *OTS* assigned WaMu a supervisory rating of overall condition – commonly referred to as a CAMELS rating –

¹ The Debtors in these chapter 11 cases along with the last four digits of each Debtor's federal tax identification number are: (i) Washington Mutual, Inc. (3725); and (ii) WMI Investment Corp. (5395). The Debtors' principal offices are located at 1301 Second Avenue, Seattle, Washington 98101.


² Capitalized terms not defined but used herein shall have the meaning ascribed to them in the Declaration.



of four, the second lowest rating on a scale of one to five.³ To qualify for primary credit from the Federal Reserve Bank's Discount Window (the "Discount Window"), a depository institution must be able to demonstrate that it is in sound financial condition. To this end, the Federal Reserve Bank performs ongoing reviews of an institution's condition using the CAMELS rating and capitalization data. An institution assigned a composite CAMELS rating of four is ineligible to receive primary credit from the Discount Window unless an ongoing examination or other supplemental information indicates adequate capitalization and improvement sufficient to be deemed "sound." *WaMu was able, however, to receive secondary credit from the Discount Window of the Federal Reserve Bank of San Francisco after it had lost its primary creditor status, and was able to maintain borrowings up to the time of its seizure by the FDIC upon modified and more restricted borrowing terms.*

3. Except as expressly modified or clarified herein, the Declaration remains unchanged and reflects, to the best of my knowledge, information regarding the circumstances that compelled the commencement of these chapter 11 cases.

WASHINGTON MUTUAL, INC.

By: 

Name: Stewart M. Landefeld
Title: Executive Vice President

³ Upon information and belief, the components of a bank's condition that factor into its CAMELS rating include: (C) Capital Adequacy; (A) Asset Quality; (M) Management; (E) Earnings; (L) Liquidity; and (S) Sensitivity to market risk (since 1997).