

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

-----X
In re: : Chapter 11 Case No.
WASHINGTON MUTUAL, INC., et al.,¹ : 08-12229 (MFW)
Debtors. : (Jointly Administered)
-----X Re: Docket No. 155

**INTERIM ORDER PURSUANT TO
SECTIONS 105(a) AND 362 OF THE BANKRUPTCY CODE
(i) ESTABLISHING NOTIFICATION PROCEDURES AND APPROVING
RESTRICTIONS ON CERTAIN TRANSFERS OF INTERESTS
IN THE DEBTORS' ESTATES, AND (ii) SCHEDULING A FINAL HEARING**

Upon the motion, dated October 24, 2008 (the "Motion")² of Washington Mutual, Inc. ("WMI") and WMI Investment Corp. ("WMI Investment"), as debtors and debtors in possession (collectively, the "Debtors"), pursuant to sections 105(a) and 362 of title 11 of the United States Code (the "Bankruptcy Code"), seeking entry of an interim order (the "Interim Order") to (i) establish notification procedures and approve restrictions on transfers of certain equity interests in WMI, as more fully described in the Motion, and (ii) schedule a final hearing; and the Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334; and consideration of the Motion and the relief requested being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion having been provided to the Notice Parties; it appearing that no other or further notice need be provided; and

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 All capitalized terms not expressly defined herein shall have the meaning ascribed to them in the Motion.



the Court having determined that the relief sought in the Motion is in the best interests of the Debtors, their creditors and all parties in interest; and the Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and upon all of the proceedings had before the Court and after due deliberation and sufficient cause appearing therefore, it is FOUND that:

1. The consolidated net operating tax loss carryforwards (“NOLs”) and certain other tax attributes (together with NOLs, the “Tax Attributes”) of WMI and its subsidiaries are property of the Debtors’ estates and are protected by the automatic stay prescribed in section 362 of the Bankruptcy Code;³

2. Unrestricted trading of certain equity interests in WMI during the pendency of the bankruptcy case could severely limit the Debtors’ ability to utilize the Tax Attributes for purposes of title 26 of the United States Code (the “Tax Code”), as set forth in the Motion;

3. The notification procedures and restrictions on transfers of WMI’s common stock, certain classes of preferred stock and options to acquire such stock are necessary and proper to preserve the Tax Attributes and are therefore in the best interests of the Debtors, their estates, and their creditors; and

4. The relief requested in the Motion is authorized under sections 105(a) and 362 of the Bankruptcy Code.

THEREFORE, IT IS:

ORDERED that the Motion is granted on an interim basis; and it is further

³ The Debtors do not intend the relief requested in the Motion to affect the rights, titles and interests, if any, of WMB or WMBfsb.

ORDERED that, until further order of this Court to the contrary, effective as of the date of the filing of the Motion, any acquisition, disposition, or other transfer in violation of the restrictions set forth herein shall be null and void *ab initio* as an act in violation of the automatic stay prescribed in section 362 of the Bankruptcy Code and pursuant to this Court's equitable power prescribed in section 105(a) of the Bankruptcy Code; and it is further

ORDERED that the following procedures and restrictions shall apply to trading in WMI Stock (as defined below) and are approved:

- (1) Notice of Substantial WMI Stock Ownership. Any person or entity that beneficially owns, at any time on or after the filing date of the Motion, WMI Stock in an amount sufficient to qualify such person or entity as a Substantial Equityholder (as defined below) shall file with the Court, and serve upon the Debtors, Debtors' counsel, the Creditors' Committee's counsel, and counsel to Washington Mutual, Inc. Noteholder Group, a Notice of Substantial Stock Ownership (a "Substantial Ownership Notice"), in the form attached hereto as Exhibit "1," specifically and in detail describing the WMI Stock ownership of such person or entity, on or before the date that is the later of: (a) ten (10) days after the entry of the Court's order or (b) ten (10) days after that person or entity qualifies as a Substantial Equity Holder. At the holder's election, the Substantial Ownership Notice to be filed with the Court may be redacted to exclude such holder's taxpayer identification number and the number of shares of WMI Stock that such holder beneficially owns.
- (2) Acquisition of WMI Stock or Options. At least twenty (20) calendar days prior to the proposed date of any transfer of equity securities (including Options, as defined below, to acquire such securities) that would result in an increase in the amount of WMI Stock beneficially owned by any person or entity that currently is or becomes a Substantial Equityholder or that would result in a person or entity becoming a Substantial Equityholder (a "Proposed Equity Acquisition Transaction"), such person, entity or Substantial Equityholder (a "Proposed Equity Transferee") shall file with the Court, and serve upon the Debtors, Debtors' counsel, the Creditors' Committee's counsel, and counsel to Washington Mutual, Inc. Noteholder Group, a Notice of Intent to Purchase, Acquire or Otherwise Accumulate WMI Stock (an "Equity Acquisition Notice"), in the form attached hereto as Exhibit "2," specifically and in detail describing the proposed transaction in which WMI Stock would be acquired. At the holder's election, the Equity Acquisition Notice to be filed with the Court may be redacted to exclude such holder's taxpayer identification number and the number of shares of WMI Stock that such holder beneficially owns and proposes to purchase or otherwise acquire.

- (3) Disposition of WMI Stock or Options. At least twenty (20) calendar days prior to the proposed date of any transfer of equity securities (including Options to acquire such securities) that would result in a decrease in the amount of WMI Stock beneficially owned by a Substantial Equityholder or that would result in a person or entity ceasing to be a Substantial Equityholder (a "Proposed Equity Disposition Transaction") and together with a Proposed Equity Acquisition Transaction, a "Proposed Equity Transaction"), such person, entity or Substantial Equityholder (a "Proposed Equity Transferor") shall file with the Court, and serve upon the Debtors, Debtors' counsel, the Creditors' Committee's counsel, and counsel to Washington Mutual, Inc. Noteholder Group, a Notice of Intent to Sell, Trade or Otherwise Transfer WMI Stock (an "Equity Disposition Notice"), in the form attached hereto as Exhibit "3," specifically and in detail describing the proposed transaction in which WMI Stock would be transferred. At the holder's election, the Equity Disposition Notice to be filed with the Court may be redacted to exclude such holder's taxpayer identification number and the number of shares of WMI Stock that such holder beneficially owns and proposes to sell or otherwise transfer.
- (4) Objection Procedures. The Debtors and the Creditors' Committee shall have fifteen (15) calendar days after the filing of an Equity Acquisition Notice or an Equity Disposition Notice (the "Equity Objection Deadline"), as the case may be, to file with the Court and serve on a Proposed Equity Transferee or a Proposed Equity Transferor, as the case may be, an objection to any proposed transfer of WMI Stock described in such Equity Acquisition Notice or Equity Disposition Notice on the grounds that such transfer may adversely affect the Debtors' ability to utilize the Tax Attributes (an "Equity Objection") as a result of an "ownership change" under section 382 or section 383 of the Tax Code.
- e) If the Debtors or the Creditors' Committee file an Equity Objection by the Equity Objection Deadline, then the Proposed Equity Acquisition Transaction or the Proposed Equity Disposition Transaction shall not be effective unless approved by a final and nonappealable order of this Court.
 - f) If the Debtors or the Creditors' Committee do not file an Equity Objection by the Equity Objection Deadline, or if the Debtors and the Creditors' Committee provide written authorization to the Proposed Equity Transferor approving the Proposed Equity Acquisition Transaction or the Proposed Equity Disposition Transaction, as the case may be, prior to the Equity Objection Deadline, then such Proposed Equity Acquisition Transaction or the Proposed Equity Disposition Transaction, as the case may be, may proceed solely as specifically described in the Equity Acquisition Notice or the Equity Disposition Notice. Any further Proposed Equity Transaction proposed by the Proposed Equity Transferor or Proposed Equity Transferee, as the case may be, shall be the subject

of additional notices as set forth herein and an additional twenty (20) calendar day waiting period.

- (5) Unauthorized Transactions in WMI Stock or Options. Effective as of the date of the Motion and until further order of the Court to the contrary, any acquisition, disposition or other transfer of WMI Stock in violation of the procedures set forth herein shall be null and void *ab initio* as an act in violation of the automatic stay under sections 362 and 105(a) of the Bankruptcy Code.
- (6) Definitions. For purposes of this Interim Order:
- a) Substantial Equityholder. A “Substantial Equityholder” is any person or entity that beneficially owns at least:
- (i) 80,700,000 shares of WMI’s common stock (“WMI Common Stock”) (representing approximately 4.75% of all issued and outstanding shares of WMI’s common stock); or
- (ii) 4.50% of the total number of outstanding shares of WMI’s 7.75% Series R Non-Cumulative Perpetual Convertible Preferred Stock, as of the date immediately prior to the date of filing of the Equity Acquisition Notice or the Equity Disposition Notice;⁴ or
- (iii) 4.75% of the total number of outstanding shares of any of the following classes of WMI preferred stock: Series I Perpetual Non-Cumulative Fixed-to-Floating Rate; Series J Perpetual Non-Cumulative Fixed Rate; Series L Perpetual Non-Cumulative Fixed-to-Floating Rate; Series M Perpetual Non-Cumulative Fixed-to-Floating Rate; and Series N Perpetual Non-Cumulative Fixed-to-Floating Rate;
- b) Beneficial Ownership. “Beneficial ownership” (or any variation thereof of WMI Stock and Options to acquire WMI Stock) shall be determined in accordance with applicable rules under section 382 of the Tax Code, the U.S. Department of Treasury regulations (“Treasury Regulations”) promulgated thereunder and rulings issued by the Internal Revenue Service, and, thus, to the extent provided in those rules, from time to time shall include, without limitation, (i) direct and indirect ownership (*e.g.*, a holding company would be considered to beneficially own all stock owned or acquired by its subsidiaries), (ii) ownership by a holder’s family members and any group of persons acting pursuant to a formal or

⁴ Because the Series R has conversion rights, the application of a lower percentage (4.5% rather than 4.75%) allows a cushion for the reduced number of shares of preferred stock that may be outstanding as of the actual acquisition or disposition of the shares that are the subject of the Equity Acquisition Notice or the Equity Disposition Notice.

informal understanding to make a coordinated acquisition of stock and (iii) in certain cases, the ownership of an Option to acquire WMI Stock;

- c) Option. An "Option" to acquire stock includes any contingent purchase, warrant, convertible debt, put, stock subject to risk of forfeiture, contract to acquire stock, or similar interest regardless of whether it is contingent or otherwise not currently exercisable; and
- d) WMI Stock. "WMI Stock" shall mean WMI Common Stock, the 7.75% Series R Non-Cumulative Convertible Preferred Stock, and any of the following classes of WMI preferred stock: Series I Perpetual Non-Cumulative Fixed-to-Floating Rate; Series J Perpetual Non-Cumulative Fixed Rate; Series L Perpetual Non-Cumulative Fixed-to-Floating Rate; Series M Perpetual Non-Cumulative Fixed-to-Floating Rate; and Series N Perpetual Non-Cumulative Fixed-to-Floating Rate. For the avoidance of doubt, by operation of the definition of beneficial ownership, an owner of an Option to acquire WMI Stock may be treated as the owner of such WMI Stock.

ORDERED that any person or entity acquiring, disposing of, or transferring WMI Stock in violation of the restrictions set forth herein, or failing to comply with the Equity Acquisition Notice or Equity Disposition Notice requirements, as may be the case, shall be subject to such sanctions as the Court may consider appropriate pursuant to this Court's equitable power prescribed in section 105(a) of the Bankruptcy Code; and it is further

ORDERED that the notice substantially in the form annexed hereto as Exhibit "3" is approved; and it is further

ORDERED that the Debtors shall (1) serve notice of the entry of this Interim Order, substantially in the form annexed hereto as Exhibit "4," by facsimile, electronic mail or overnight mail on the Notice Parties (the "Interim Procedures Notice"), (2) post the Interim Procedures Notice on the website established by the Debtors' claim agent, Kurtzman Carson Consultants, LLC, at <http://www.kccllc.net>, and (3) submit a notice of the entry of this Interim

Order for publication on the Bloomberg newswire service and (4) cause the Interim Procedures Notice to be published once in each of The Wall Street Journal (National Edition) and The New York Times (National Edition); and it is further

ORDERED that, upon receipt of the Interim Procedures Notice, (i) any transfer agents shall send the Interim Procedures Notice to all holders of WMI Stock registered with the transfer agent, (ii) any registered holder shall, in turn, provide the Interim Procedures Notice to any holder for whose account the registered holder holds WMI Stock, and (iii) any holder shall, in turn, provide the Interim Procedures Notice to any person or entity for whom the holder holds WMI Stock; and it is further

ORDERED that nothing herein shall preclude any person or entity that desires to purchase or transfer any WMI Stock from requesting relief from this Interim Order in this Court subject to the Debtors' rights to oppose such relief; and it is further

ORDERED that notice of the Motion as provided therein shall be deemed good and sufficient notice of the Motion; and it is further

ORDERED that objections (the "Objections"), if any, to the relief requested in the Motion, must be in writing, conform to the Federal Rules of Bankruptcy Procedure and the Local Rules of the Bankruptcy Court, and be filed with the Clerk of the Bankruptcy Court, 824 Market Street, 3rd Floor, Wilmington, Delaware 19801, and served upon (a) the Debtors, c/o Alvarez & Marsal, 100 Pine Street, Suite 900, San Francisco, California 94111 (Attention: Bill Kosturos); (b) Weil, Gotshal & Manges LLP, , 767 Fifth Avenue, New York, New York 10153 (Attention: Marcia L. Goldstein, Esq., Brian S. Rosen, Esq., and Michael F. Walsh, Esq.), as counsel to the Debtors; (c) Richards Layton & Finger, One Rodney Square, 920 North King Street, Wilmington, Delaware 19801 (Attention: Mark D. Collins, Esq.), as counsel to the Debtors; (d)

Simpson Thacher & Bartlett LLP, 425 Lexington Avenue, New York, New York 10017-3954 (Attention: Lee A. Meyerson, Esq. and Maripat Alpuche, Esq.), as special counsel to the Debtors; (e) Akin Gump Strauss Hauer & Feld LLP, One Bryant Park, New York, New York, 10036 (Attention: Fred S. Hodara, Esq. and Daniel H. Golden, Esq.), as counsel to the Creditors' Committee; (f) White & Case LLP, 1155 Sixth Avenue, New York, New York 10036 (Attention: Thomas E. Lauria, Esq. and Gerard Uzzi, Esq.), as counsel to the Washington Mutual Inc. Noteholder Group; and (g) the U.S. Trustee, 844 King Street, Suite 2207, Lockbox 35, Wilmington, Delaware 19801 (Attention: Joseph J. McMahon, Jr., Esq.) so as to be received no later than 4:00 p.m. (prevailing Eastern Time) on November 7, 2008 (the "Objection Deadline"); and it is further

ORDERED that, if timely Objections are received, a hearing shall be held on November 14, 2008, at 10:30 a.m. (prevailing Eastern Time), to consider, on a final basis, the relief requested in the Motion; and it is further

ORDERED that, if no Objections are timely filed, served, and received in accordance with this Interim Order, the Debtors shall submit to the Court a final order granting the relief requested in the Motion; and it is further

ORDERED that the requirements set forth in this Interim Order are in addition to the requirements of Bankruptcy Rule 3001(e), applicable securities, corporate, and other laws, and do not excuse compliance therewith; and it is further

ORDERED that the Court shall retain jurisdiction with respect to any matters, claims, rights or disputes arising from or related to the implementation of this Interim Order; and it is further

ORDERED that the relief granted in this Interim Order is intended solely to permit the Debtors and the Creditors' Committee to protect, preserve and maximize the value of the Tax Attributes. Accordingly, except to the extent the Interim Order expressly conditions or restricts trading in equity interests in the Debtors, nothing in this Interim Order or in the Motion shall or shall be deemed to prejudice, impair or otherwise alter or affect the rights of any holders of interests in the Debtors, including in connection with the treatment of any such interests during the pendency of the Debtors' bankruptcy cases.

Dated: Wilmington, Delaware
Nov. 6, 2008



THE HONORABLE MARY F. WALRATH
UNITED STATES BANKRUPTCY JUDGE

Exhibit 1

Substantial Ownership Notice

IN THE UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE

-----X
In re: : Chapter 11 Case No.
WASHINGTON MUTUAL, INC., et al.,¹ : 08-12229 (MFW)
Debtors. : (Jointly Administered)
-----X

NOTICE OF SUBSTANTIAL STOCK OWNERSHIP

PLEASE TAKE NOTICE THAT [Name of Shareholder] hereby provides notice (the "Notice"), that, as of [Date], [Name of Shareholder] beneficially owns:

- (i) _____ shares of ("WMI") common stock (the "WMI Common Stock") and/or Options to acquire _____ shares of WMI Common Stock,
- (ii) _____ shares of WMI's 7.75% Series R Non-Cumulative Perpetual Convertible Preferred Stock (the "Series R Convertible Preferred") and/or Options to acquire _____ shares of Series R Convertible Preferred,
- (iii) _____ shares of WMI's Series I Perpetual Non-Cumulative Fixed-to-Floating Rate Preferred (the "Series I Preferred Stock") and/or Options to acquire _____ shares of Series I Preferred Stock,
- (iv) _____ shares of WMI's Series J Perpetual Non-Cumulative Fixed Rate Preferred (the "Series J Preferred Stock") and/or Options to acquire _____ shares of Series J Preferred Stock,
- (v) _____ shares of WMI's Series L Perpetual Non-Cumulative Fixed-to-Floating Rate Preferred (the "Series L Preferred Stock") and/or Options to acquire _____ shares of Series L Preferred Stock,
- (vi) _____ shares of WMI's Series M Perpetual Non-Cumulative Fixed-to-Floating Rate Preferred (the "Series M Preferred Stock") and/or Options to acquire _____ shares of Series M Preferred Stock,

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.

(vii) _____ shares of WMI's Series N Perpetual Non-Cumulative Fixed-to-Floating Rate Preferred (the "Series N Preferred Stock") and/or Options to acquire _____ shares of Series N Preferred Stock,

PLEASE TAKE FURTHER NOTICE THAT the taxpayer identification number of [Name of Shareholder] is _____.

PLEASE TAKE FURTHER NOTICE that, under penalties of perjury, [Name of Shareholder] hereby declares that it has examined this Notice and accompanying attachments (if any), and, to the best of its knowledge and belief, this Notice and any attachments which purport to be part of this Notice are true, correct and complete.

PLEASE TAKE FURTHER NOTICE that, pursuant to that certain Interim Order or that certain Final Order, as applicable, under 11 U.S.C. §§ 105(a) and 362, establishing notification procedures and approving restrictions on certain transfers of interests in the Debtors' estates, this Notice is being (A) filed with the United States Bankruptcy Court for the District of Delaware, 824 Market Street, 5th Floor, Wilmington, Delaware 19801, and (B) served upon (i) the Debtors, c/o Alvarez & Marsal, 100 Pine Street, Suite 900, San Francisco, California 94111 (Attn: Bill Kosturos); (ii) Weil, Gotshal & Manges LLP, attorneys for the Debtors, 767 Fifth Avenue, New York, New York 10153 (Attn: Marcia L. Goldstein, Esq., Brian S. Rosen, Esq., and Michael F. Walsh, Esq.); (iii) Richards Layton & Finger, One Rodney Square, 920 North King Street, Wilmington, Delaware 19801 (Attention: Mark D. Collins, Esq.); (iv) Simpson Thacher, 425 Lexington Avenue, New York, New York 10017-3954 (Attention: Lee A. Meyerson, Esq. and Maripat Alpuche, Esq.); (v) Akin Gump Strauss Hauer & Feld LLP, One Bryant Park, New York, New York 10036 (Attention: Fred S. Hodara, Esq.); (vi) White & Case LLP, 1155 Sixth Avenue, New York, New York 10036 (Attention: Thomas E. Lauria, Esq. and Gerard Uzzi, Esq.), as counsel to the Washington Mutual Inc. Noteholder Group; and (vii) the U.S. Trustee, 844 King Street, Suite 2207, Lockbox 35, Wilmington, Delaware 19801 (Attention: Joseph J. McMahon, Jr., Esq.).

For purposes of this Notice, (i) "WMI Stock" shall mean WMI Common Stock, Series R Convertible Preferred, Series I Preferred Stock, Series J Preferred Stock, Series L Preferred Stock, Series M Preferred Stock, and Series N Preferred Stock, together, and (ii) "Ownership" (or any variation thereof of WMI Stock and Options to acquire WMI Stock) shall be determined in accordance with applicable rules under section 382 of title 26 of the United States Code (the "Tax Code"), the U.S. Department of Treasury regulations ("Treasury Regulations") promulgated thereunder and rulings issued by the Internal Revenue Service, and, thus, to the extent provided in those rules, from time to time shall include, without limitation, (i) direct and indirect ownership (e.g., a holding company would be considered to beneficially own all stock owned or acquired by its subsidiaries), (ii) ownership by a holder's family members and any group of persons acting pursuant to a formal or informal understanding to make a coordinated acquisition of stock and (iii) in certain cases, the ownership of an Option to acquire WMI Stock, (iii) any variation of the term "Ownership" (e.g., Own) shall have the same meaning and (iv) an "Option" to acquire stock includes any contingent purchase, warrant, convertible debt, put, stock subject to risk of forfeiture, contract to acquire stock or similar interest, regardless of whether it is contingent or otherwise not currently exercisable.

Respectfully submitted,

(Name of Shareholder)

By: _____

Name: _____

Title: _____

Address: _____

Telephone: _____

Facsimile: _____

Date: _____

Exhibit 2

Equity Acquisition Notice

IN THE UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE

	X	
In re:	:	Chapter 11 Case No.
WASHINGTON MUTUAL, INC., <u>et al.</u> , ¹	:	08-12229 (MFW)
Debtors.	:	(Jointly Administered)
	X	

**NOTICE OF INTENT TO PURCHASE, ACQUIRE
OR OTHERWISE ACCUMULATE WMI STOCK**

PLEASE TAKE NOTICE THAT [Name of Prospective Acquirer] hereby provides notice (the "Notice") of its intention to purchase, acquire or otherwise accumulate one or more shares of Washington Mutual, Inc. ("WMI") common stock (the "WMI Common Stock"), WMI's 7.75% Series R Non-Cumulative Perpetual Convertible Preferred Stock (the "Series R Convertible Preferred"), WMI's Series I Perpetual Non-Cumulative Fixed-to-Floating Rate Preferred (the "Series I Preferred Stock"), WMI's Series J Perpetual Non-Cumulative Fixed Rate Preferred (the "Series J Preferred Stock"), WMI's Series L Perpetual Non-Cumulative Fixed-to-Floating Rate Preferred (the "Series L Preferred Stock"), WMI's Series M Perpetual Non-Cumulative Fixed-to-Floating Rate Preferred (the "Series M Preferred Stock"), WMI's Series N Perpetual Non-Cumulative Fixed-to-Floating Rate Preferred (the "Series N Preferred Stock") and, together with WMI Common Stock and all of the Preferred Stock listed above, "WMI Stock") or an Option (as defined below) with respect to any of the foregoing (the "Proposed Transfer").

PLEASE TAKE FURTHER NOTICE THAT [Name of Prospective Acquirer] currently beneficially owns:

- (i) _____ shares of WMI Common Stock and/or Options to acquire _____ shares of WMI Common Stock,
- (ii) _____ shares of Series R Convertible Preferred and/or Options to acquire _____ shares of Series R Convertible Preferred,
- (iii) _____ shares of Series I Preferred Stock and/or Options to acquire _____ shares of Series I Preferred Stock,

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.

- (iv) _____ shares of Series J Preferred Stock and/or Options to acquire _____ shares of Series J Preferred Stock,
- (v) _____ shares of Series L Preferred Stock and/or Options to acquire _____ shares of Series L Preferred Stock,
- (vi) _____ shares of Series M Preferred Stock and/or Options to acquire _____ shares of Series M Preferred Stock,
- (vii) _____ shares of Series N Preferred Stock and/or Options to acquire _____ shares of Series N Preferred Stock,

PLEASE TAKE FURTHER NOTICE THAT, pursuant to the Proposed Transfer, [Name of Prospective Acquirer] proposes to purchase, acquire or otherwise accumulate:

- (i) _____ shares of WMI Common Stock and/or Options to acquire _____ shares of WMI Common Stock,
- (ii) _____ shares of Series R Convertible Preferred and/or Options to acquire _____ shares of Series R Convertible Preferred,
- (iii) _____ shares of Series I Preferred Stock and/or Options to acquire _____ shares of Series I Preferred Stock,
- (iv) _____ shares of Series J Preferred Stock and/or Options to acquire _____ shares of Series J Preferred Stock,
- (v) _____ shares of Series L Preferred Stock and/or Options to acquire _____ shares of Series L Preferred Stock,
- (vi) _____ shares of Series M Preferred Stock and/or Options to acquire _____ shares of Series M Preferred Stock,
- (vii) _____ shares of Series N Preferred Stock and/or Options to acquire _____ shares of Series N Preferred Stock,

If the Proposed Transfer is permitted to occur, [Name of Prospective Acquirer] will own:

- (i) _____ shares of WMI Common Stock and/or Options to acquire _____ shares of WMI Common Stock,
- (ii) _____ shares of Series R Convertible Preferred and/or Options to acquire _____ shares of Series R Convertible Preferred,

- (iii) _____ shares of Series I Preferred Stock and/or Options to acquire _____ shares of Series I Preferred Stock,
- (iv) _____ shares of Series J Preferred Stock and/or Options to acquire _____ shares of Series J Preferred Stock,
- (v) _____ shares of Series L Preferred Stock and/or Options to acquire _____ shares of Series L Preferred Stock,
- (vi) _____ shares of Series M Preferred Stock and/or Options to acquire _____ shares of Series M Preferred Stock,
- (vii) _____ shares of Series N Preferred Stock and/or Options to acquire _____ shares of Series N Preferred Stock,

PLEASE TAKE FURTHER NOTICE THAT the taxpayer identification number of [Name of Prospective Acquirer] is _____.

PLEASE TAKE FURTHER NOTICE that, under penalties of perjury, [Name of Prospective Acquirer] hereby declares that it has examined this Notice and accompanying attachments (if any), and, to the best of its knowledge and belief, this Notice and any attachments which purport to be part of this Notice are true, correct and complete.

PLEASE TAKE FURTHER NOTICE that, pursuant to that certain Interim Order or that certain Final Order, as applicable, under 11 U.S.C. §§ 105(a) and 362, establishing notification procedures and approving restrictions on certain transfers of interests in the Debtors' estates, this Notice is being (A) filed with the United States Bankruptcy Court for the District of Delaware, 824 Market Street, 5th Floor, Wilmington, Delaware 19801, and (B) served upon (i) the Debtors, c/o Alvarez & Marsal, 100 Pine Street, Suite 900, San Francisco, California 94111 (Attn: Bill Kosturos); (ii) Weil, Gotshal & Manges LLP, attorneys for the Debtors, 767 Fifth Avenue, New York, New York 10153 (Attn: Marcia L. Goldstein, Esq., Brian S. Rosen, Esq., and Michael F. Walsh, Esq.); (iii) Richards Layton & Finger, One Rodney Square, 920 North King Street, Wilmington, Delaware 19801 (Attention: Mark D. Collins, Esq.); (iv) Simpson Thacher, 425 Lexington Avenue, New York, New York 10017-3954 (Attention: Lee A. Meyerson, Esq. and Maripat Alpuche, Esq.); (v) Akin Gump Strauss Hauer & Feld LLP, One Bryant Park, New York, New York 10036 (Attention: Fred S. Hodara, Esq.); (vi) White & Case LLP, 1155 Sixth Avenue, New York, New York 10036 (Attention: Thomas E. Lauria, Esq. and Gerard Uzzi, Esq.), as counsel to the Washington Mutual Inc. Noteholder Group; and (vii) the U.S. Trustee, 844 King Street, Suite 2207, Lockbox 35, Wilmington, Delaware 19801 (Attention: Joseph J. McMahon, Jr., Esq.).

PLEASE TAKE FURTHER NOTICE that the Debtors and the Creditors' Committee have fifteen (15) calendar days after the filing of this Notice to object to the Proposed Transfer described herein. If the Debtors or the Creditors' Committee file an objection, such Proposed Transfer will not be effective unless approved by a final and nonappealable order of the Court. If the Debtors and the Creditors' Committee do not object within such fifteen (15) calendar day period, or if the Debtors and the Creditors' Committee provide written

authorization approving the Proposed Transfer prior to the end of such fifteen (15) calendar day period, then such Proposed Transfer may proceed solely as specifically described in this Notice.

PLEASE TAKE FURTHER NOTICE that any further transactions contemplated by [Name of Prospective Acquirer] that may result in [Name of Prospective Acquirer] purchasing, acquiring or otherwise accumulating shares of WMI Stock (or Options with respect thereto) will each require an additional notice filed with the Court to be served in the same manner as this Notice.

For purposes of this Notice, (i) "Ownership" (or any variation thereof of WMI Stock and Options to acquire WMI Stock) shall be determined in accordance with applicable rules under section 382 of title 26 of the United States Code (the "Tax Code"), the U.S. Department of Treasury regulations ("Treasury Regulations") promulgated thereunder and rulings issued by the Internal Revenue Service, and, thus, to the extent provided in those rules, from time to time shall include, without limitation, (i) direct and indirect ownership (*e.g.*, a holding company would be considered to beneficially own all stock owned or acquired by its subsidiaries), (ii) ownership by a holder's family members and any group of persons acting pursuant to a formal or informal understanding to make a coordinated acquisition of stock and (iii) in certain cases, the ownership of an Option to acquire WMI Stock, (ii) any variation of the term "Ownership" (*e.g.*, Own) shall have the same meaning and (iii) an "Option" to acquire stock includes any contingent purchase, warrant, convertible debt, put, stock subject to risk of forfeiture, contract to acquire stock or similar interest, regardless of whether it is contingent or otherwise not currently exercisable.

Respectfully submitted,

(Name of Prospective Acquirer)

By: _____

Name: _____

Title: _____

Address: _____

Telephone: _____

Facsimile: _____

Date: _____

Exhibit 3

Equity Disposition Notice

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

	-	
	x	
	:	
In re:	:	Chapter 11 Case No.
	:	
WASHINGTON MUTUAL, INC., et al.,¹	:	08-12229 (MFW)
	:	
Debtors.	:	(Jointly Administered)
	:	
	-	
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**NOTICE OF INTENT TO SELL, TRADE
OR OTHERWISE TRANSFER WMI STOCK**

PLEASE TAKE NOTICE THAT [Name of Prospective Seller] hereby provides notice of its intention to sell, trade or otherwise transfer one or more shares of Washington Mutual, Inc. ("WMI") common stock (the "WMI Common Stock") or WMI's Series R 7.75% Non-Cumulative Perpetual Convertible Preferred Stock (the "Series R Convertible Preferred"), WMI's Series I Perpetual Non-Cumulative Fixed-to-Floating Rate Preferred (the "Series I Preferred Stock"), WMI's Series J Perpetual Non-Cumulative Fixed Rate Preferred (the "Series J Preferred Stock"), WMI's Series L Perpetual Non-Cumulative Fixed-to-Floating Rate Preferred (the "Series L Preferred Stock"), WMI's Series M Perpetual Non-Cumulative Fixed-to-Floating Rate Preferred (the "Series M Preferred Stock"), WMI's Series N Perpetual Non-Cumulative Fixed-to-Floating Rate Preferred (the "Series N Preferred Stock" and, together with WMI Common Stock and all of the Preferred Stock listed above, "WMI Stock") or an Option (as defined below) with respect to any of the foregoing (the "Proposed Transfer").

PLEASE TAKE FURTHER NOTICE THAT [Name of Prospective Seller] currently owns:

- (i) _____ shares of WMI Common Stock and/or Options to acquire _____ shares of WMI Common Stock,
- (ii) _____ shares of Series R Convertible Preferred and/or Options to acquire _____ shares of Series R Convertible Preferred,
- (iii) _____ shares of Series I Preferred Stock and/or Options to acquire _____ shares of Series I Preferred Stock,

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.

(iv) _____ shares of Series J Preferred Stock and/or Options to acquire _____ shares of Series J Preferred Stock,

(v) _____ shares of Series L Preferred Stock and/or Options to acquire _____ shares of Series L Preferred Stock,

(vi) _____ shares of Series M Preferred Stock and/or Options to acquire _____ shares of Series M Preferred Stock,

(vii) _____ shares of Series N Preferred Stock and/or Options to acquire _____ shares of Series N Preferred Stock,

PLEASE TAKE FURTHER NOTICE THAT, pursuant to the Proposed Transfer, [Name of Prospective Seller] proposes to sell, trade or otherwise transfer:

(i) _____ shares of WMI Common Stock and/or Options to acquire _____ shares of WMI Common Stock,

(ii) _____ shares of Series R Convertible Preferred and/or Options to acquire _____ shares of Series R Convertible Preferred,

(iii) _____ shares of Series I Preferred Stock and/or Options to acquire _____ shares of Series I Preferred Stock,

(iv) _____ shares of Series J Preferred Stock and/or Options to acquire _____ shares of Series J Preferred Stock,

(v) _____ shares of Series L Preferred Stock and/or Options to acquire _____ shares of Series L Preferred Stock,

(vi) _____ shares of Series M Preferred Stock and/or Options to acquire _____ shares of Series M Preferred Stock,

(vii) _____ shares of Series N Preferred Stock and/or Options to acquire _____ shares of Series N Preferred Stock,

own: If the Proposed Transfer is permitted to occur, [Name of Prospective Seller] will

(i) _____ shares of WMI Common Stock and/or Options to acquire _____ shares of WMI Common Stock,

(ii) _____ shares of Series R Convertible Preferred and/or Options to acquire _____ shares of Series R Convertible Preferred,

(iii) _____ shares of Series I Preferred Stock and/or Options to acquire _____ shares of Series I Preferred Stock,

(iv) _____ shares of Series J Preferred Stock and/or Options to acquire _____ shares of Series J Preferred Stock,

(v) _____ shares of Series L Preferred Stock and/or Options to acquire _____ shares of Series L Preferred Stock,

(vi) _____ shares of Series M Preferred Stock and/or Options to acquire _____ shares of Series M Preferred Stock,

(vii) _____ shares of Series N Preferred Stock and/or Options to acquire _____ shares of Series N Preferred Stock,

PLEASE TAKE FURTHER NOTICE THAT the taxpayer identification number of [Name of Prospective Seller] is _____.

PLEASE TAKE FURTHER NOTICE that, under penalties of perjury, [Name of Prospective Seller] hereby declares that it has examined this Notice and accompanying attachments (if any), and, to the best of its knowledge and belief, this Notice and any attachments which purport to be part of this Notice are true, correct and complete.

PLEASE TAKE FURTHER NOTICE that, pursuant to that certain Interim Order or that certain Final Order, as applicable, under 11 U.S.C. §§ 105(a) and 362, establishing notification procedures and approving restrictions on certain transfers of interests in the Debtors' estates, this Notice is being (A) filed with the United States Bankruptcy Court for the District of Delaware, 824 Market Street, 5th Floor, Wilmington, Delaware 19801, and (B) served upon (i) the Debtors, c/o Alvarez & Marsal, 100 Pine Street, Suite 900, San Francisco, California 94111 (Attn: Bill Kosturos); (ii) Weil, Gotshal & Manges LLP, attorneys for the Debtors, 767 Fifth Avenue, New York, New York 10153 (Attn: Marcia L. Goldstein, Esq., Brian S. Rosen, Esq., and Michael F. Walsh, Esq.); (iii) Richards Layton & Finger, One Rodney Square, 920 North King Street, Wilmington, Delaware 19801 (Attention: Mark D. Collins, Esq.); (iv) Simpson Thacher, 425 Lexington Avenue, New York, New York 10017-3954 (Attention: Lee A. Meyerson, Esq. and Maripat Alpuche, Esq.); (v) Akin Gump Strauss Hauer & Feld LLP, One Bryant Park, New York, New York 10036 (Attention: Fred S. Hodara, Esq.); (vi) White & Case LLP, 1155 Sixth Avenue, New York, New York 10036 (Attention: Thomas E. Lauria, Esq. and Gerard Uzzi, Esq.), as counsel to the Washington Mutual Inc. Noteholder Group; and (vii) the U.S. Trustee, 844 King Street, Suite 2207, Lockbox 35, Wilmington, Delaware 19801 (Attention: Joseph J. McMahon, Jr., Esq.).

PLEASE TAKE FURTHER NOTICE that the Debtors and the Creditors' Committee have fifteen (15) calendar days after the filing of this Notice to object to the Proposed Transfer described herein. If the Debtors or the Creditors' Committee file an objection, such Proposed Transfer will not be effective unless approved by a final and nonappealable order of

the Court. If the Debtors and the Creditors' Committee do not object within such fifteen (15) calendar day period, or if the Debtors and the Creditors' Committee provide written authorization approving the Proposed Transfer prior to the end of such fifteen (15) calendar day period, then such Proposed Transfer may proceed solely as specifically described in this Notice.

PLEASE TAKE FURTHER NOTICE that any further transactions contemplated by [Name of Prospective Seller] that may result in [Name of Prospective Seller] selling, trading or otherwise transferring shares of WMI Stock (or an Option with respect thereto) will each require an additional notice filed with the Court to be served in the same manner as this Notice.

For purposes of this Notice, (i) "Ownership" (or any variation thereof of WMI Stock and Options to acquire WMI Stock) shall be determined in accordance with applicable rules under section 382 of title 26 of the United States Code (the "Tax Code"), the U.S. Department of Treasury regulations ("Treasury Regulations") promulgated thereunder and rulings issued by the Internal Revenue Service, and, thus, to the extent provided in those rules, from time to time shall include, without limitation, (i) direct and indirect ownership (e.g., a holding company would be considered to beneficially own all stock owned or acquired by its subsidiaries), (ii) ownership by a holder's family members and any group of persons acting pursuant to a formal or informal understanding to make a coordinated acquisition of stock and (iii) in certain cases, the ownership of an Option to acquire WMI Stock, (ii) any variation of the term "Ownership" (e.g., Own) shall have the same meaning and (iii) an "Option" to acquire stock includes any contingent purchase, warrant, convertible debt, put, stock subject to risk of forfeiture, contract to acquire stock or similar interest, regardless of whether it is contingent or otherwise not currently exercisable.

Respectfully submitted,

(Name of Prospective Seller)

By: _____

Name: _____

Title: _____

Address: _____

Telephone: _____

Facsimile: _____

Date: _____

Exhibit 4

Interim Procedures Notice

UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE

-----X
In re : Chapter 11 Case No.
WASHINGTON MUTUAL, INC., et al.,¹ : 08-12229 (MFW)
Debtors. : (Jointly Administered)
-----X

**NOTICE OF INTERIM
ORDER ESTABLISHING NOTIFICATION
PROCEDURES AND APPROVING RESTRICTIONS ON
CERTAIN TRANSFERS OF INTERESTS IN THE DEBTORS' ESTATES**

TO ALL PERSONS OR ENTITIES WITH EQUITY INTERESTS IN WASHINGTON
MUTUAL, INC.:

PLEASE TAKE NOTICE that, on September 26, 2008, Washington Mutual, Inc.. (“WMI”)² and WMI Investment Corp. (“WMI Investment”), as debtors and debtors in possession (collectively, the “Debtors” and together with WMI’s wholly-owned non-debtor domestic subsidiaries, “WaMu”), commenced cases under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”). Section 362(a) of the Bankruptcy Code operates as a stay of any act to obtain possession of property of the Debtors’ estates or to exercise control over property of the Debtors’ estates.

PLEASE TAKE FURTHER NOTICE that, on [], 2008, the United States Bankruptcy Court for the District of Delaware (the “Court”), having jurisdiction over these chapter 11 cases, upon motion of the Debtors (the “Motion”), entered an interim order (i) finding that WaMu’s consolidated net operating loss carryforwards (“NOLs”) and certain other tax attributes (together with the NOLs, the “Tax Attributes”) are property of the Debtors’ estates and are protected by section 362(a) of the Bankruptcy Code;³ (ii) finding that trading in WMI’s common stock, certain classes of preferred stock or options to acquire such stock could severely limit the Debtors’ ability to use the Tax Attributes for purposes of title 26 of the United States

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 All capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Motion.

³ The Debtors do not intend the relief requested in the Motion to affect the rights, titles and interests, if any, of WMB or WMBfsb.

Code (the "Tax Code"); and (iii) approving the procedures as set forth herein to preserve the Tax Attributes pursuant to sections 105(a) and 362(a) of the Bankruptcy Code *retroactively effective as of the date of the filing of the Motion* (the "Interim Order"). **ANY ACQUISITION, DISPOSITION OR OTHER TRANSFER IN VIOLATION OF THE RESTRICTIONS SET FORTH BELOW SHALL BE NULL AND VOID *AB INITIO* AS AN ACT IN VIOLATION OF THE AUTOMATIC STAY UNDER SECTIONS 105(A) AND 362 OF THE BANKRUPTCY CODE.**

PLEASE TAKE FURTHER NOTICE that the following procedures and restrictions have been approved by the Court and shall apply to holding and trading in WMI Stock (as defined in Section 5(d) below):

- (1) Notice of Substantial WMI Stock Ownership. Any person or entity that beneficially owns, at any time on or after the filing date of the Motion, WMI Stock in an amount sufficient to qualify such person or entity as a Substantial Equityholder (as defined below) shall file with the Court, and serve upon the Debtors, Debtors' counsel, the Creditors' Committee's counsel, and counsel to Washington Mutual, Inc. Noteholder Group, a Notice of Substantial Stock Ownership (a "Substantial Ownership Notice"), in the form attached hereto as Exhibit "1," specifically and in detail describing the WMI Stock ownership of such person or entity, on or before the date that is the later of: (a) ten (10) days after the entry of the Court's order or (b) ten (10) days after that person or entity qualifies as a Substantial Equity Holder. At the holder's election, the Substantial Ownership Notice to be filed with the Court may be redacted to exclude such holder's taxpayer identification number and the number of shares of WMI Stock that such holder beneficially owns.
- (2) Acquisition of WMI Stock or Options. At least twenty (20) calendar days prior to the proposed date of any transfer of equity securities (including Options, as defined below, to acquire such securities) that would result in an increase in the amount of WMI Stock beneficially owned by any person or entity that currently is or becomes a Substantial Equityholder or that would result in a person or entity becoming a Substantial Equityholder (a "Proposed Equity Acquisition Transaction"), such person, entity or Substantial Equityholder (a "Proposed Equity Transferee") shall file with the Court, and serve upon the Debtors, Debtors' counsel, the Creditors' Committee's counsel, and counsel to Washington Mutual, Inc. Noteholder Group, a Notice of Intent to Purchase, Acquire or Otherwise Accumulate WMI Stock (an "Equity Acquisition Notice"), in the form attached hereto as Exhibit "2," specifically and in detail describing the proposed transaction in which WMI Stock would be acquired. At the holder's election, the Equity Acquisition Notice to be filed with the Court may be redacted to exclude such holder's taxpayer identification number and the number of shares of WMI Stock that such holder beneficially owns and proposes to purchase or otherwise acquire.
- (3) Disposition of WMI Stock or Options. At least twenty (20) calendar days prior to the proposed date of any transfer of equity securities (including Options to

acquire such securities) that would result in a decrease in the amount of WMI Stock beneficially owned by a Substantial Equityholder or that would result in a person or entity ceasing to be a Substantial Equityholder (a "Proposed Equity Disposition Transaction" and together with a Proposed Equity Acquisition Transaction, a "Proposed Equity Transaction"), such person, entity or Substantial Equityholder (a "Proposed Equity Transferor") shall file with the Court, and serve upon the Debtors, Debtors' counsel, the Creditors' Committee's counsel, and counsel to Washington Mutual, Inc. Noteholder Group, a Notice of Intent to Sell, Trade or Otherwise Transfer WMI Stock (an "Equity Disposition Notice"), in the form attached hereto as Exhibit "3," specifically and in detail describing the proposed transaction in which WMI Stock would be transferred. At the holder's election, the Equity Disposition Notice to be filed with the Court may be redacted to exclude such holder's taxpayer identification number and the number of shares of WMI Stock that such holder beneficially owns and proposes to sell or otherwise transfer.

- (4) Objection Procedures. The Debtors and the Creditors' Committee shall have fifteen (15) calendar days after the filing of an Equity Acquisition Notice or an Equity Disposition Notice (the "Equity Objection Deadline"), as the case may be, to file with the Court and serve on a Proposed Equity Transferee or a Proposed Equity Transferor, as the case may be, an objection to any proposed transfer of WMI Stock described in such Equity Acquisition Notice or Equity Disposition Notice on the grounds that such transfer may adversely affect the Debtors' ability to utilize the Tax Attributes (an "Equity Objection") as a result of an "ownership change" under section 382 or section 383 of the Tax Code.
- a) If the Debtors or the Creditors' Committee file an Equity Objection by the Equity Objection Deadline, then the Proposed Equity Acquisition Transaction or the Proposed Equity Disposition Transaction shall not be effective unless approved by a final and nonappealable order of this Court.
 - b) If the Debtors or the Creditors' Committee do not file an Equity Objection by the Equity Objection Deadline, or if the Debtors and the Creditors' Committee provide written authorization to the Proposed Equity Transferor approving the Proposed Equity Acquisition Transaction or the Proposed Equity Disposition Transaction, as the case may be, prior to the Equity Objection Deadline, then such Proposed Equity Acquisition Transaction or the Proposed Equity Disposition Transaction, as the case may be, may proceed solely as specifically described in the Equity Acquisition Notice or the Equity Disposition Notice. Any further Proposed Equity Transaction proposed by the Proposed Equity Transferor or Proposed Equity Transferee, as the case may be, shall be the subject of additional notices as set forth herein and an additional twenty (20) calendar day waiting period.

- (5) Unauthorized Transactions in WMI Stock or Options. Effective as of the date of the Motion and until further order of the Court to the contrary, any acquisition, disposition or other transfer of WMI Stock in violation of the procedures set forth herein shall be null and void *ab initio* as an act in violation of the automatic stay under sections 362 and 105(a) of the Bankruptcy Code.
- (6) Definitions. For purposes of the Interim Order:
- a) Substantial Equityholder. A “Substantial Equityholder” is any person or entity that beneficially owns at least:
- (i) 80,700,000 shares of WMI’s common stock (“WMI Common Stock”) (representing approximately 4.75% of all issued and outstanding shares of WMI Common Stock); or
- (ii) 4.50% of the total number of outstanding shares of WMI’s 7.75% Series R Non-Cumulative Perpetual Convertible Preferred Stock, as of the date immediately prior to the date of filing of the Equity Acquisition Notice or the Equity Disposition Notice;⁴ or
- (iii) 4.75% of the total number of outstanding shares of any of the following classes of WMI preferred stock: Series I Perpetual Non-Cumulative Fixed-to-Floating Rate; Series J Perpetual Non-Cumulative Fixed Rate; Series L Perpetual Non-Cumulative Fixed-to-Floating Rate; Series M Perpetual Non-Cumulative Fixed-to-Floating Rate; and Series N Perpetual Non-Cumulative Fixed-to-Floating Rate;
- b) Beneficial Ownership. “Beneficial ownership” (or any variation thereof of WMI Stock and Options to acquire WMI Stock) shall be determined in accordance with applicable rules under section 382 of the Tax Code, the U.S. Department of Treasury regulations (“Treasury Regulations”) promulgated thereunder and rulings issued by the Internal Revenue Service, and, thus, to the extent provided in those rules, from time to time shall include, without limitation, (i) direct and indirect ownership (*e.g.*, a holding company would be considered to beneficially own all stock owned or acquired by its subsidiaries), (ii) ownership by a holder’s family members and any group of persons acting pursuant to a formal or informal understanding to make a coordinated acquisition of stock and (iii) in certain cases, the ownership of an Option to acquire WMI Stock;

⁴ Because the Series R has conversion rights, the application of a lower percentage (4.5% rather than 4.75%) allows a cushion for the reduced number of shares of preferred stock that may be outstanding as of the actual acquisition or disposition of the shares that are the subject of the Equity Acquisition Notice or the Equity Disposition Notice.

- c) Option. An "Option" to acquire stock includes any contingent purchase, warrant, convertible debt, put, stock subject to risk of forfeiture, contract to acquire stock, or similar interest regardless of whether it is contingent or otherwise not currently exercisable; and
- d) WMI Stock. "WMI Stock" shall mean WMI Common Stock, the 7.75% Series R Non-Cumulative Convertible Preferred Stock, and any of the following classes of WMI preferred stock: Series I Perpetual Non-Cumulative Fixed-to-Floating Rate; Series J Perpetual Non-Cumulative Fixed Rate; Series L Perpetual Non-Cumulative Fixed-to-Floating Rate; Series M Perpetual Non-Cumulative Fixed-to-Floating Rate; and Series N Perpetual Non-Cumulative Fixed-to-Floating Rate. For the avoidance of doubt, by operation of the definition of beneficial ownership, an owner of an Option to acquire WMI Stock may be treated as the owner of such WMI Stock.

FAILURE TO FOLLOW THE PROCEDURES SET FORTH IN THIS NOTICE WILL CONSTITUTE A VIOLATION OF THE AUTOMATIC STAY PRESCRIBED BY SECTION 362 OF THE BANKRUPTCY CODE.

ANY PROHIBITED ACQUISITION, DISPOSITION OR OTHER TRANSFER OF WMI STOCK IN VIOLATION OF THE INTERIM ORDER WILL BE NULL AND VOID *AB INITIO* AND MAY LEAD TO CONTEMPT, COMPENSATORY DAMAGES, PUNITIVE DAMAGES, OR SANCTIONS BEING IMPOSED BY THE BANKRUPTCY COURT.

PLEASE TAKE FURTHER NOTICE that any person or entity that desires to acquire an interest restricted by the Interim Order may request relief for cause at any time and the Debtors may oppose such relief.

PLEASE TAKE FURTHER NOTICE that the requirements set forth in this Notice are in addition to the requirements of Bankruptcy Rule 3001(e) and applicable securities, corporate, and other laws, and do not excuse compliance therewith.

PLEASE TAKE FURTHER NOTICE that a final hearing to determine whether the procedures described herein will be approved on a final basis will be held on November 14, 2008 at 10 a.m. (prevailing Eastern Time).

Dated: Wilmington, Delaware
_____, 2008

BY ORDER OF THE COURT