

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

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: **Chapter 11**  
: **Case No. 08-12229 (MFW)**  
: **(Jointly Administered)**  
: **Re: Docket No. 74**  
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**ORDER APPROVING THE INFORMATION ACCESS  
AGREEMENT BETWEEN THE DEBTORS AND  
THE FEDERAL DEPOSIT INSURANCE CORPORATION**

Upon the motion, dated November 25, 2008 (the "Motion"), of Washington Mutual, Inc. ("WMI") and WMI Investment Corp. ("WMI Investment"), as debtors and debtors in possession (collectively, the "Debtors"), for entry of an order, pursuant to sections 105(a), 107(b), 363(b) and 542(e) of title 11 of the United States Code (the "Bankruptcy Code"), seeking approval of that certain letter agreement, dated November 19, 2008, by and between the Debtors and the Federal Deposit Insurance Corporation (the "FDIC Information Access Agreement"), which is attached as Exhibit "A" to the Motion, all as more fully set forth in the Motion; 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 therein 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 parties listed therein, and it appearing that no other or further notice

<sup>1</sup> 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.



need be provided; and 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 therefor, it is

ORDERED that the Motion is granted; and it is further

ORDERED that the FDIC Information Access Agreement is approved in its entirety; and it is further

ORDERED that, pursuant to Federal Rule of Evidence 502(d), the Debtors' disclosure of any privileged documents, records, or other information to the FDIC pursuant to the FDIC Information Access Agreement, and the FDIC's disclosure of any privileged documents, records, or other information to the Debtors, shall not be a waiver of such privilege in any other federal or state proceeding; and it is further

ORDERED that, except as provided in the preceding paragraph with respect to F.R.E. 502(d), nothing in the FDIC Information Access Agreement or this Order shall: (a) alter the discovery rights of the plaintiffs in the Matter of Washington Mutual Securities Litigation, Lead Case No. C08-1826 MJP (the "Securities Litigation"); (b) alter the rights of any person or entity, to the extent bound by the stipulated protective order entered in the Securities Litigation, or obligations of any party to the stipulated protective order entered in the Securities Litigation; (c) preclude plaintiffs in the Securities Litigation from challenging any assertion of confidentiality or privilege; or (d) alter any existing obligation to preserve documents; and it is further

ORDERED that this Court shall retain sole and exclusive jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation, and/or enforcement of this Order and the FDIC information Access Agreement.

Dated: December 16, 2008  
Wilmington, Delaware

  
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THE HONORABLE MARY F. WALRATH  
UNITED STATES BANKRUPTCY JUDGE