

UNITED STATES BANKRUPTCY COURT  
DISTRICT OF DELAWARE

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: **Chapter 11**  
: **Case No. 08-12229 (MFW)**  
: **(Jointly Administered)**  
: **Re: Docket No. 888**  
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*In re*  
WASHINGTON MUTUAL, INC., et al.,<sup>1</sup>  
  
Debtors.

**ORDER PURSUANT TO SECTIONS 327(e) AND 328(a) OF  
THE BANKRUPTCY CODE AND BANKRUPTCY RULE 2014  
AUTHORIZING THE EMPLOYMENT AND RETENTION OF QUINN  
EMANUEL URQUHART OLIVER & HEDGES, LLP AS SPECIAL LITIGATION  
AND CONFLICTS COUNSEL TO THE DEBTORS *NUNC PRO TUNC* TO APRIL 3, 2009**

Upon the application, dated April 8, 2009 (the "Application"), of Washington Mutual, Inc. ("WMI") and WMI Investment Corp. ("WMI Investment"), as debtors and debtors in possession (together, the "Debtors"), for entry of an order pursuant to sections 327(e) and 328(a) of title 11 of the United States Code (the "Bankruptcy Code") and Rule 2014 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), authorizing the Debtors to employ and retain Quinn Emanuel Urquhart Oliver & Hedges, LLP ("Quinn Emanuel"), as special litigation and conflicts counsel to the Debtors, *nunc pro tunc* to April 3, 2009;<sup>2</sup> and upon the Declaration of Susheel Kirpalani, Esq. (the "Kirpalani Declaration"), a partner at Quinn Emanuel, which is annexed to the Application as Exhibit "A;" and the Court being satisfied, based on the representations made in the Application and in the Kirpalani Declaration, that Quinn Emanuel represents no interest adverse to the Debtors' or the Debtors' estates with respect

<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.

<sup>2</sup> Capitalized terms used and not otherwise defined herein shall have the meanings ascribed to them in the Application.



to the matters upon which they are to be engaged, under section 327 of the Bankruptcy Code, as modified by section 1107(b) of the Bankruptcy Code, and that their employment is necessary and in the best interests of the Debtors' estates; the terms of the engagement are reasonable terms for the purposes of section 328(a) of the Bankruptcy Code; and the Court having jurisdiction to consider the Application and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334; and consideration of the Application 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 Application having been provided to the parties listed therein, and it appearing that no other or further notice need be provided; and the Court having determined that the relief sought in the Application is necessary and 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 Application 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 Application is granted; and it is further

ORDERED that, in accordance with sections 327(e) and 328(a) of the Bankruptcy Code, Bankruptcy Rule 2014, and Rule 2014-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware, the Debtors are authorized to employ and retain Quinn Emanuel, as special litigation and conflicts counsel to the Debtors on the terms set forth in the Application and this order, *nunc pro tunc* to April 3, 2009, in the above-captioned cases; and it is further

ORDERED that Quinn Emanuel shall be compensated in accordance with the procedures set forth in sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, the

Local Rules, this order, that certain Amended Administrative Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals dated November 14, 2008, and any other applicable orders of this Court; and it is further

ORDERED that, during the pendency of any of the Debtors' chapter 11 cases, this Court shall retain jurisdiction with respect to any matters, claims, rights or disputes arising from or related to the implementation or enforcement of this Order.

Dated: Wilmington, Delaware

May 18, 2009

  
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THE HONORABLE MARY F. WALRATH  
UNITED STATES BANKRUPTCY JUDGE