

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

	X	
	:	
<i>In re</i>	:	Chapter 11
	:	
WASHINGTON MUTUAL, INC., et al. ¹	:	Case No. 08-12229 (MFW)
	:	
Debtors.	:	Jointly Administered
	X	
	:	
JPMORGAN CHASE BANK, NATIONAL ASSOCIATION	:	Adversary Proceeding No. 09-50551
	:	
Plaintiff	:	
	:	
- against -	:	
	:	
WASHINGTON MUTUAL, INC. AND WMI INVESTMENT CORP.,	:	JURY TRIAL DEMANDED FOR COUNTERCLAIMS 15 – 18
	:	
Defendants for all claims,	:	
	:	
- and-	:	
	:	
FEDERAL DEPOSIT INSURANCE CORPORATION,	:	Re: Docket No. 1
	:	
Additional Defendant for Interpleader claim.	:	
	X	

**DEBTORS' ANSWER AND COUNTERCLAIMS IN
RESPONSE TO THE COMPLAINT OF JPMORGAN CHASE BANK, N.A.**

¹ The Debtors in these Chapter 11 cases and the last four digits of each Debtor's federal tax identification numbers are: (i) Washington Mutual, Inc. (3725) and (ii) WMI Investment Corp. (5395). The Debtors continue to share their principal offices with the employees of JPMorgan Chase located at 1301 Second Avenue, Seattle, Washington 98101.



DEBTORS' ANSWER

Debtors Washington Mutual, Inc. ("WMI") and WMI Investment Corp. ("WMI Investment," and, together with WMI, the "Debtors" or "Counterclaims-Plaintiffs"), by their undersigned counsel, for their Answer And Counterclaims To The Complaint Of JPMorgan Chase Bank, N.A. ("JPMorgan Chase" or "Counterclaims-Defendant") dated March 24, 2009 (the "Complaint"), hereby respond as follows:

INTRODUCTION

Having obtained the largest deposit and new customer base ever seized by the Federal Deposit Insurance Corporation ("FDIC", and, as receiver, the "FDIC-Receiver"), in exchange for paying a token percentage of such deposits, JPMorgan Chase now seeks to further line its pockets at the expense of WMI by grabbing assets above and beyond the assets it already acquired at a fire-sale price. This Court should not permit JPMorgan Chase to raid the most significant remaining assets of the Debtors when these assets were never owned by the former bank subsidiaries of WMI. The assets in dispute in this adversary proceeding are and have always been property of the Debtors' estates which, by definition, could not have been transferred to JPMorgan Chase without this Court's approval because they became property of the estate pursuant to section 541 of title 11 of the United States Code (as amended, the "Bankruptcy Code").

Although JPMorgan Chase is correct to seek this Court's ruling as to whether it could take assets that belong to the Debtors' estates, launching this adversary proceeding is nothing but a transparent attempt to put its proofs of claims that were filed with this Court (at least ten of which seek exactly the relief sought in this action) in front of other creditors. As JPMorgan Chase well knows, the Debtors' human resources have been drained and they are operating at a significant informational disadvantage given the loss of employees and the substantial amount of historical books and records taken by JPMorgan Chase as part of the sale. Recognizing, however, the central

role this action will have on recoveries to the Debtors' creditors and shareholders, the Debtors do not seek to delay disposition of these core estate property questions and hereby file their answer (the "Answer") and assert counterclaims (the "Counterclaims") in response to the Complaint, reserving their right under Federal Rule of Bankruptcy Procedure 7013 to amend this pleading to assert additional counterclaims after the Debtors complete their investigation of all of the facts concerning JPMorgan Chase's actions, including pre-petition dealings with the Debtors.

With respect to the issues squarely placed before the Court in this adversary proceeding, JPMorgan Chase seeks numerous rulings that lie at the heart of this Court's core jurisdiction. The Complaint concerns the administration of the Debtors' estates, seeks allowance of JPMorgan Chase's claims, and seeks to "quiet title" as to disputed property interests, all while purporting to absolve JPMorgan Chase from any potential liability under the Bankruptcy Code's avoidance powers. The Debtors respectfully request that the Court not permit JPMorgan Chase to obtain a windfall at the expense of the Debtors' significant creditor and shareholder constituency (which already face the prospect of considerable losses) and thereby thwart any realistic prospect of recoveries pursuant to a confirmable Chapter 11 plan.

GENERAL DENIAL

Except as otherwise expressly admitted, Debtors deny each and every allegation in the Complaint, including, without limitation, any allegations contained in the preamble, prayer, headings, and subheadings of the Complaint. Pursuant to Federal Rule of Civil Procedure 8(b)(6), as made applicable to this action by Federal Rule of Bankruptcy Procedure 7008, averments in the Complaint to which no responsive pleading is required shall be deemed as denied. Debtors expressly reserve the right to seek to amend and/or supplement this Answer, as may be necessary.

Complaint 1: JPMorgan Chase brings this action in order to ensure that JPMorgan Chase and its subsidiaries are not divested of their assets

and interests purchased in good faith from the Federal Deposit Insurance Corporation ("FDIC") as receiver (the "Receiver") for Washington Mutual Bank, Henderson Nevada ("WMB") under Title 12 of the United States Code pursuant to that certain Purchase and Assumption Agreement (Whole Bank) dated as of September 25, 2008, a true and correct copy of which is attached as Exhibit A hereto (the "P&A"). JPMC also brings this action for indemnification and recovery against the Debtors for certain liabilities that may be asserted against JPMorgan Chase as the successor by merger to Washington Mutual Bank, fsb, Utah ("WMB fsb"), a former subsidiary of WMB, or against other former subsidiaries of WMB that currently are subsidiaries of JPMorgan Chase.

Answer: Paragraph 1 of the Complaint characterizes the nature of the Complaint and therefore no response is required. To the extent a response is required, the Debtors deny knowledge or information sufficient to determine why JPMorgan Chase brought this action and therefore deny same. Debtors further respectfully refer the Court to the Purchase and Assumption Agreement Whole Bank, dated September 25, 2008 ("P&A Agreement") for the content thereof and deny the remainder of paragraph 1 of the Complaint.

Complaint 2: Under the P&A, JPMorgan Chase acquired the business and related assets of WMB, including ownership of all of WMB's direct and indirect subsidiaries, and all right, title and interest of the Receiver in those assets. As provided for in the P&A, JPMorgan Chase purchased "all of the Receiver's right, title and interest" to these assets, pursuant to and in accordance with the Federal Deposit Insurance Act, as amended (the "FDI Act"). Among the assets acquired by JPMorgan Chase under the P&A were certain assets that have been claimed by Washington Mutual, Inc. ("WMI", and collectively with WMI Investment Corp. ("WMI Investment"), the "Debtors").

Answer: Debtors deny the allegations set forth in paragraph 2 of the Complaint, except respectfully refer the Court to the P&A Agreement for the content thereof.

Complaint 3: Many of the assets the Debtors now improperly claim belong to them (but that JPMorgan Chase in fact acquired from the FDIC) have already been determined not to be the Debtors' property pursuant to the resolution procedures under Title 12. On December 30, 2008, the Debtors submitted claims in the Receivership for,

among other things, ownership of these assets. On January 23, 2009, the FDIC, as Receiver, disallowed the Debtors' claims. The Debtors elected not to appeal the disallowance of their claims to ownership of these assets. Rather, on March 20, 2009, the Debtors filed an action against the FDIC in the United States District Court for the District of Columbia, *Washington Mutual, Inc., et al. v. Federal Deposit Insurance Corporation*, Case No. 1:09-cv-00533 (the "District Court Action"), challenging to the disallowance of their claims and also claiming ownership of those assets. The Debtors have exercised their purported right to demand a trial by jury in the District Court Action.

Answer: Debtors deny the allegations set forth in paragraph 3 of the Complaint, except respectfully refer the Court to the proof of claim Debtors filed with the FDIC-Receiver on December 30, 2008 (the "Proof of Claim"), the FDIC-Receiver's notice dated January 23, 2009 (the "Disallowance Notice"), and the complaint filed in *Washington Mutual, Inc., et al. v. Federal Deposit Insurance Corporation*, Case No. 1:09-cv-00533 (the "DC Action"), for the content thereof. Debtors further admit and aver that the Disallowance Notice stated in part: "[I]f you do not agree with this disallowance, you have the right to file a lawsuit on your claim ... in the United States District (or Territorial) Court for the District within which the failed Institution's principal place of business was located or the United States District Court for the District of Columbia within 60 days from the date of this notice. **IF YOU DO NOT FILE A LAWSUIT ... BEFORE THE END OF THE 60-DAY PERIOD, THE DISALLOWANCE WILL BE FINAL, YOUR CLAIM WILL BE FOREVER BARRED AND YOU WILL HAVE NO FURTHER RIGHTS OR REMEDIES WITH RESPECT TO YOUR CLAIM.**" (Emphasis and capitalization in original.)

Complaint 4: The assets that are the subject of the Debtors' disallowed claims are also among the assets set forth in the Debtors' Schedules and Statements of Financial Affairs filed with this Court on December 19, 2008, January 27, 2009 and February 24, 2009 (collectively, the "Schedules"). Notwithstanding the assertions in the Schedules and the District Court Action, the assets put at issue by the Debtors are not property of the Debtors' estates under 11 U.S.C. § 541, nor are they property of the Receiver any longer, but rather the assets

are property of JPMC, which acquired them in good faith and for value from the FDIC pursuant to the FDI Act.

Answer: Debtors deny the allegations set forth in paragraph 4 of the Complaint, except respectfully refer the Court to the Disallowance Notice, and the Debtors' Schedules and Statements of Financial Affairs filed by the Debtors with this Court on December 19, 2008, January 27, 2009 and February 24, 2009, for the content thereof.

Complaint 5: In response to the Debtors' actions and in order to protect its economic interests in the assets the Debtors chose to put at issue in the District Court Action, JPMorgan Chase has filed this Complaint.

Answer: Paragraph 5 of the Complaint characterizes the nature of the Complaint and therefore no response is required. To the extent a response is required, Debtors deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 5 of the Complaint that concern JPMorgan Chase's putative motivations for filing the Complaint, and therefore deny same. Debtors otherwise deny the allegations set forth in paragraph 5 of the Complaint, except respectfully refer the Court to the Complaint for the content thereof.

Complaint 6: The assets of the Receiver that were sold to JPMC, as to which WMI has asserted rights or has refused to acknowledge JPMC's ownership, include (i) approximately \$4 billion in the aggregate face amount of Trust Securities (as defined below) contributed by WMI to WMB, the amount of which constitutes regulatory core capital of WMB; (ii) the right to tax refunds arising from overpayments attributable to operations of WMB and its subsidiaries for the 2008 tax year and prior tax years and net operating loss, net capital loss, and excess tax credit carrybacks from 2008 to prior tax years; (iii) approximately \$3.7 billion credited by book entry shortly prior to the receivership of WMB so as to create a purported deposit account at WMB fsb in the name of WMI without any apparent deposit of funds; (iv) at least \$234 million in tax refunds that belonged to WMB and/or WMB subsidiaries and were acquired by JPMorgan Chase under the P&A but were deposited to the credit of WMI in the days following the Receivership; (v) goodwill judgments that arise from pending and prior litigation; (vi) assets of certain trusts supporting deferred compensation arrangements covering the former and current

employees of WMB and its subsidiaries; and (vii) other assets of WMB, including Visa shares, intellectual property and contractual rights, as described below. The Debtors are also refusing to recognize the Receiver's ability to transfer to JPMorgan Chase certain tax qualified pension and 401(k) plans pursuant to which the trust assets are held for the exclusive benefit of participants, most of whom were WMB's employees.

Answer: Debtors deny the allegations set forth in paragraph 6 of the Complaint, except respectfully refer the Court to the P&A Agreement for the content thereof.

Complaint 7: The liabilities at issue in this adversary proceeding are liabilities that did not transfer to the Receiver or to JPMorgan Chase, but rather are liabilities of the Debtors that relate to acts, conduct or omissions of WMI in connection with events prior to the commencement of the receivership proceedings for WMB and for which WMB and/or its former subsidiaries would be entitled to indemnification and contribution from the Debtors as primary actors. These liabilities relate principally to (i) the issuance of "Trust Securities" with the aggregate face amount of approximately \$4 billion; (ii) so-called "deposit accounts," which in the aggregate were recorded as having a book balance of approximately \$4.3 billion as of the commencement of these Chapter 11 cases; and (iii) the restructuring and transfer of assets and liabilities among the Debtors and their former subsidiaries.

Answer: Debtors deny the allegations set forth in paragraph 7 of the Complaint.

Complaint 8: In this action, JPMorgan Chase seeks, pursuant to Title 12 and the P&A, (i) a declaration that, as the successor of the Receiver, it has or is entitled to full legal title to and the beneficial interest in the assets at issue, (ii) a declaration that it has lien rights against, and/or is entitled to setoff, recoupment and/or imposition of a constructive trust with respect to any amounts to which the Debtors may otherwise claim to be entitled, (iii) a declaration of the rights of JPMC to indemnification, contribution and/or reimbursement for amounts paid or advanced by JPMC or WMB with respect to any of the assets at issue that are not transferred to JPMC, and (iv) adjudication of any and all conflicting claims to the so-called "deposit accounts" and any funds in them. JPMorgan Chase intends to file its proofs of claim for the amounts, if any, that this Court may determine in this adversary proceeding constitute claims against the Debtors and their estates.

Answer: The first sentence of paragraph 8 of the Complaint characterizes the nature of the Complaint and therefore no response is required. To the extent a response is required, Debtors deny same and deny that JPMorgan Chase is entitled to any relief. Debtors admit that JPMorgan Chase has filed proofs of claim in the Debtors' cases and respectfully refer the Court to the proofs of claim for the content thereof, and further aver that JPMorgan Chase is entitled to no recovery on such proofs of claim.

PARTIES AND BACKGROUND RELATIONSHIPS

Complaint 9: Plaintiff JPMorgan Chase is a national banking association organized under the laws of the United States of America with its principal place of business in Columbus, Ohio. JPMorgan Chase is a wholly-owned subsidiary of JPMorgan Chase & Co., a corporation organized under the laws of the State of Delaware. JPMorgan Chase is the "Assuming Bank" as that term is defined in the P&A and is the successor to and good faith purchaser for value from the Receiver under the P&A and under Title 12 of the United States Code.

Answer: Debtors deny the allegations set forth in paragraph 9 of the Complaint, except respectfully refer the Court to the P&A Agreement for the content thereof, and deny knowledge or information sufficient to form a belief as to the truth of the allegations in the first two sentences of paragraph 9 of the Complaint and therefore deny same.

Complaint 10: Defendant WMI is a holding company incorporated in Washington with its principal place of business in Seattle, Washington and is one of the debtors and debtors-in-possession in these cases, having filed its voluntary petition for reorganization under chapter 11 of Title 11 of the United States Code on September 26, 2008 (the "Petition Date") before the United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court").

Answer: Debtors admit the allegations set forth in paragraph 10 of the Complaint.

Complaint 11: Defendant WMI Investment is a Delaware corporation with its principal place of business in Seattle, Washington and is the other debtor and debtor-in-possession in these cases.

Answer: Debtors admit the allegations set forth in paragraph 11 of the Complaint.

Complaint 12: Defendant FDIC is a federal corporation with its principal place of business in the District of Columbia. The FDIC is named as a defendant solely in connection with the interpleader claim.

Answer: Debtors admit the allegations set forth in the first sentence of paragraph 12 of the Complaint. The second sentence of paragraph 12 of the Complaint characterizes the nature of the Complaint and therefore no response is required. To the extent a response is required, Debtors deny same except respectfully refer the Court to the Complaint for the content thereof.

Complaint 13: At all times relevant hereto, WMI was a savings and loan holding company, WMI directly owned WMI Investment and directly or indirectly owned WMB and WMB's subsidiaries, including WMB fsb (WMB and WMB fsb as in existence prior to the Receivership are sometimes collectively referred to herein as the "Affiliated Banks").

Answer: Debtors deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 13 of the Complaint and therefore deny same, and aver that the undefined phrase "[a]ll times relevant hereto" renders the allegations vague and ambiguous, except admit that at certain times WMI was a savings and loan holding company that owned Washington Mutual Bank ("WMB"), and indirectly owned WMB's subsidiaries, including Washington Mutual Bank fsb ("WMB fsb"), and that WMI was the direct parent of WMI Investment.

Complaint 14: At all times relevant hereto, the Debtors, WMB and WMB's direct and indirect subsidiaries, including WMB fsb, were subject to regulation by the Office of Thrift Supervision ("OTS") and various other state and federal depository institutions regulatory agencies and banking authorities, including the FDIC, which insured the banks' deposits.

Answer: Debtors deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 14 of the Complaint and therefore deny same, and aver that the undefined phrase "[a]ll times relevant hereto" renders the allegations vague and ambiguous, except admit that at certain times WMI, WMB, and WMB fsb were subject to regulation by the Office of

Thrift Supervision ("OTS"), and WMI's banking and non-banking subsidiaries were also overseen by various federal and state authorities, including the FDIC.

Complaint 15: On September 25, 2008, the Director of the OTS by order number 200836, appointed the FDIC as Receiver for WMB and the Receiver took possession of WMB in a receivership proceeding under section 1821 of Title 12 of the United States Code (the "Receivership").

Answer: Debtors deny the allegations set forth in paragraph 15 of the Complaint, except respectfully refer the Court to order number 2008-36 for the content thereof, and admit that on September 25, 2008, the Director of OTS, by order number 2008-36, appointed the FDIC as receiver for WMB and advised that the receiver was immediately taking possession of WMB.

Complaint 16: On September 25, 2008, the FDIC, as Receiver and in its corporate capacity, also entered into a Purchase and Assumption transaction with JPMorgan Chase under the P&A, whereby JPMorgan Chase acquired substantially all of the assets and assumed the deposit liabilities (as defined in the P&A and under 12 U.S.C. § 1813(1)) and certain other liabilities of WMB's banking operations under the authority vested in the FDIC by Title 12.

Answer: Debtors deny the allegations set forth in paragraph 16 of the Complaint, except respectfully refer the Court to the P&A Agreement for the content thereof, and admit that after its appointment as receiver, the FDIC-Receiver and the FDIC in its corporate capacity sold certain of the assets of WMB, including the stock of WMB fsb, to JPMorgan Chase pursuant to the P&A Agreement.

Complaint 17: On September 26, 2008, at approximately 10:16 p.m., WMI and WMI Investment filed their voluntary petitions for relief under Chapter 11 of Title 11 of the United States Code (as amended, the "Bankruptcy Code") in the Bankruptcy Court, thereby commencing the Chapter 11 cases in which this adversary proceeding is filed.

Answer: Debtors admit the allegations set forth in paragraph 17 of the Complaint.

Complaint 18: On January 30, 2009, the Bankruptcy Court entered its order setting March 31, 2009 as the date by which all proofs of claim against the Debtors and their estates must be filed.

Answer: Debtors deny the allegations set forth in paragraph 18 of the Complaint, except respectfully refer the Court to the January 30, 2009 order for the content thereof.

Complaint 19: On February 24, 2009, the Debtors filed amended schedules in these cases.

Answer: Debtors deny the allegations set forth in paragraph 19 of the Complaint, except respectfully refer the Court to the Court dockets in "these cases" for the content thereof.

Complaint 20: On March 20, 2009, the Debtors commenced the District Court Action.

Answer: Debtors admit that on March 20, 2009 Debtors filed the complaint in the DC Action, and respectfully refer the Court to the complaint filed by the Debtors in the DC Action for the content thereof. Debtors further admit and aver that the FDIC-Receiver's Disallowance Notice stated in part: "[I]f you do not agree with this disallowance, you have the right to file a lawsuit on your claim ... in the United States District (or Territorial) Court for the District within which the failed Institution's principal place of business was located or the United States District Court for the District of Columbia within 60 days from the date of this notice. **IF YOU DO NOT FILE A LAWSUIT ... BEFORE THE END OF THE 60-DAY PERIOD, THE DISALLOWANCE WILL BE FINAL, YOUR CLAIM WILL BE FOREVER BARRED AND YOU WILL HAVE NO FURTHER RIGHTS OR REMEDIES WITH RESPECT TO YOUR CLAIM.**" (Emphasis and capitalization in original.)

JURISDICTION AND VENUE

Complaint 21: Since the Petition Date, the Debtors have been and continue to be authorized to operate their businesses and manage their properties as debtors-in-possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

Answer: Debtors admit that they have been and continue to be authorized to operate their businesses in accordance with applicable Bankruptcy Code sections, and respectfully refer the Court to the applicable Bankruptcy Code sections for the content thereof.

Complaint 22: On October 3, 2008, this Court entered an order pursuant to Federal Rule of Bankruptcy Procedure 1015(b) (collectively, the "Bankruptcy Rules") authorizing the joint administration of the Debtors' Chapter 11 cases.

Answer: Debtors admit the allegations set forth in paragraph 22 of the Complaint, and respectfully refer the Court to the October 3, 2008 order for the content thereof.

Complaint 23: This Court has jurisdiction over this adversary proceeding pursuant to 28 U.S.C. §§ 2201 and 2202, 28 U.S.C. § 1334, 28 U.S.C. § 157, and Bankruptcy Rule 7001.

Answer: The Debtors state that the allegations set forth in paragraph 23 of the Complaint state a conclusion of law to which no response is required, except admit and aver that one or more of the claims asserted in this proceeding are core proceedings pursuant to 28 U.S.C. § 157(b)(2), and otherwise respectfully refer the Court to 28 U.S.C. §§ 2201 and 2202, 28 U.S.C. § 1334, 28 U.S.C. § 157, and Federal Rule of Bankruptcy Procedure 7001, for the content thereof.

Complaint 24: Venue of this adversary proceeding in this Court is proper pursuant to 28 U.S.C. § 1409(a).

Answer: Debtors state that the allegations set forth in paragraph 24 of the Complaint state a conclusion of law as to which no response is required and respectfully refer the Court to 28 U.S.C. § 1409(a) for the content thereof.

STATEMENT OF FACTS

A. The Bank Failure And Acquisition

Complaint 25: On September 18, 2008, the OTS designated WMB as a "problem institution," thus subjecting it to closer control and scrutiny by the federal regulatory authorities and on September 25, 2008, the OTS placed WMB in receivership because of significant concerns over the safety and soundness of the institution. To ensure continuity of

operations, maximize public confidence and minimize cost to the public treasury, the FDIC ran an accelerated bidding process in accordance with statutorily mandated procedures under Title 12 that, subject to certain limited exceptions, resulted in the sale of all of the Receiver's right, title and interest to or in WMB's assets whether or not reflected on the books and records of WMB, to JPMorgan Chase pursuant to the terms of the P&A.

Answer: Debtors deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 25 of the Complaint to the extent they purport to characterize motivations of the OTS and of the FDIC, and Debtors therefore deny same. Debtors further state that the allegations set forth in paragraph 25 of the Complaint concerning Title 12 state a conclusion of law to which no response is required. To the extent a response is required, Debtors deny same, except respectfully refer the Court to Title 12 for the content thereof. Debtors otherwise deny the allegations set forth in paragraph 25 of the Complaint, except respectfully refer the Court to the P&A Agreement and to the putative document that purportedly "designate[d] WMB as a 'problem institution'" for the content thereof.

Complaint 26: At the time of the Receivership, WMB was the sixth largest bank in the United States, with 2207 branches, more than 43,000 employees, and more than 13 million depositors with more than \$140 billion of deposit liabilities insured by the FDIC.

Answer: Debtors deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 26 of the Complaint and therefore deny same.

Complaint 27: WMB also indirectly owned 100% of WMB fsb. WMB fsb or "the little bank" (as it has sometimes been called) had 26 offices to WMB's 2,207 and less than \$5 billion in customer deposits insured by the FDIC to WMB's more than \$140 billion.

Answer: Debtors deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 27 of the Complaint and therefore deny same.

Complaint 28: The FDIC's ability to promptly find a suitable acquirer of WMB's banking operations had significant economic and policy ramifications. This was a bank failure of unprecedented magnitude

that occurred in the midst of the most severe financial crisis in decades. Had the FDIC been unable to sell the assets of WMB, 13 million depositors would have lost their bank and the confidence of consumers in the banking system generally would likely have been further undermined. The protection of the title conveyed by the FDIC to institutions like JPMorgan Chase, who are encouraged to step into the breach and provide the stability and continuity necessary to avert a run on a failing bank and disruption of its services to the public, is critical to the ability of the regulators to manage bank failures under Title 12 and the government to administer an insurance fund that can maintain public confidence in the banking system.

Answer: The allegations set forth in paragraph 28 of the Complaint are argumentative and require no response. To the extent a response is required, Debtors deny same.

Complaint 29: That WMB stands as the largest bank failure in United States history stems in large part from the financial crisis and crisis of confidence that still grips the nation. In the ten days immediately prior to the Receivership, WMB experienced deposit outflows of more than \$16.7 billion, amounting to more than \$2 billion per banking business day, as its customers and even WMI itself were apparently moving their assets so as to avoid the effects of what was increasingly perceived to be- an inevitable bank failure.

Answer: The allegations set forth in paragraph 29 of the Complaint are argumentative and require no response. To the extent a response is required, Debtors deny same.

Complaint 30: JPMorgan Chase had only two days after being briefed by the FDIC to submit a bid and then only twenty-four hours from the time that its bid was accepted by the FDIC until the time the acquisition closed to complete the single largest acquisition of a failed institution in United States history. The circumstances which led to execution of the P&A meant that JPMorgan Chase had limited opportunity to prepare for this unprecedented transaction.

Answer: Debtors deny the allegations set forth in paragraph 30 of the Complaint.

Complaint 31: The acquisition included, among other things, a nationwide credit card lending business, a multi-family and commercial real estate lending business, and nationwide mortgage banking activities. JPMorgan Chase's acquisition avoided an interruption in banking services. It assured that the 2,207 branches operated by WMB, as well as the 26 additional branches operated by WMB fsb, opened for business on September 26, 2008, protecting the interests of

employees, customers, vendors, and communities who were dependent on WMB's banking operations. JPMorgan Chase paid \$1.88 billion dollars to the FDIC for these and other assets, and assumed all deposits. This transaction involved no financial assistance from, or cost to, the FDIC's Deposit Insurance Fund. This stands in contrast to other recent bank failures such as the FDIC's sale of IndyMac Federal Bank FSB, which cost the FDIC approximately \$10.7 billion, despite IndyMac being a much smaller bank than WMB.

Answer: Debtors deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 31 of the Complaint and therefore deny same, except respectfully refer the Court to the P&A Agreement for the content thereof.

Complaint 32: The task of stabilizing, integrating and creating as smooth a transition as possible has been time-consuming and arduous. But its success has been vital to the banking system, the communities served by WMB and the general public interest.

Answer: Debtors deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 32 of the Complaint and therefore deny same.

B. Combined Operations of Washington Mutual

Complaint 33: As a federal savings association committed to serving consumers and small businesses, WMB accepted deposits from the general public, originated, purchased, serviced and sold home loans, made credit card, home equity, multi-family and other commercial real estate loans, and to a lesser degree, engaged in certain commercial banking activities. WMB's substantial mortgage business was hit especially hard by increasing home and commercial mortgage delinquencies in late 2007 and 2008.

Answer: Debtors admit that WMB accepted deposits from the general public, originated, purchased, serviced and sold home loans, made credit card, home equity, multi-family and other commercial real estate loans, and engaged in certain commercial banking activities. Debtors otherwise state that the remaining allegations set forth in paragraph 33 of the Complaint are argumentative and require no response. To the extent a response is required, Debtors deny same.

Complaint 34: As the financial crisis took root toward the end of 2007, WMI focused its efforts on raising capital for WMB. In late 2007, WMI raised approximately \$3 billion in new capital through the issuance of a series of debt securities. In early 2008, WMI sought out merger partners and equity investors. A number of companies participated in the process (including JPMorgan Chase which submitted a bid to acquire WMI, but whose bid was rejected by WMI). In April 2008, in lieu of an acquisition or a merger, WMI negotiated a capital infusion of approximately \$7.2 billion from a group of investment funds led by Texas Pacific Group, a private equity firm, through an issuance of preferred stock, which included anti-dilution provisions that severely constricted the ability of WMI to raise additional capital.

Answer: Debtors admit that (i) from December 2007 through April 2008, WMI raised approximately \$10 billion in the capital markets, (ii) during that period, WMI's principal assets included cash, the stock of WMB, and the stock of WMI Investment and of the other WMI subsidiaries, (iii) throughout 2008, WMI's debt obligations approximated \$7 billion, (iv) from December 2007 through September 2008, WMI made \$6.5 billion of capital contributions to WMB (the "Capital Contributions"), and (v) in April 2008, WMI completed a significant recapitalization, which resulted in a \$7.2 billion capital infusion by a group of outside investors led by TPG Capital. The remaining allegations set forth in paragraph 34 of the Complaint are argumentative and require no response. To the extent a response is required, Debtors deny same.

Complaint 35: WMI formally contributed to WMB at least \$6.5 billion of the approximately \$10.2 billion in capital it had raised. As discussed below, certain book entries made between September 19 and September 24, 2008 reflect an additional contribution of \$3.7 billion from WMI to WMB fsb, accounting for much of the remaining debt and equity capital raised by WMI during 2007 and 2008. While book entries were made, neither WMI nor WMB transferred cash or other good funds to WMB fsb corresponding to the book entries, whether as a contribution or otherwise.

Answer: Debtors deny the allegations set forth in paragraph 35 of the Complaint, except respectfully refer the Court to the P&A Agreement and to the book entries for the content

thereof, and admit that from December 2007 through September 2008, WMI made the Capital Contributions, as more fully described in paragraph 20 of the Proof of Claim and Exhibit D thereto.

Complaint 36: Prior to the Receivership, WMI and WMB had identical and overlapping directors and held joint meetings of the Boards of Directors of both entities on a combined basis, resulting in effect in a single Board of Directors with identical directors that met on the same topics at the same time and made decisions for both entities collectively. WMI's officers and employees were also officers and directors of WMB and WMI and WMB shared a joint general ledger and other books and records, and centralized their decision making, treasury, cash management, finance, governance, regulatory and executive functions in the same individuals. The overlap was so extensive that as of the time of the Receivership and subsequent Petition Date, WMI claimed it had only a handful of employees remaining as the result of the Receivership.

Answer: The allegations set forth in paragraph 36 of the Complaint are argumentative and so generalized and vague as to require no response. To the extent a response is required, Debtors deny same.

Complaint 37: Likewise, the assets and liabilities of the Debtors and their direct and indirect subsidiaries, including the Affiliated Banks, were connected and in many cases, commingled and intertwined. Prior to the Receivership, the Debtors and their direct and indirect subsidiaries operated a centralized and consolidated cash management system pursuant to which external receipts and payments were accounted for on a consolidated basis and internal receipts or payments were done in whole or in part by book or journal entry as "due to/from" accounts on the general ledger or other books of account.

Answer: The allegations set forth in paragraph 37 of the Complaint are argumentative and so generalized and vague as to require no response. To the extent a response is required, Debtors deny same.

Complaint 38: At various times prior to the Receivership, WMI entered into agreements with third parties that titled assets or contractual rights in WMI's name although WMB or a subsidiary of WMB paid for the asset or contractual right or was the entity liable on the payment or liability therefore. At various times prior to the Receivership, WMI also entered into intercompany arrangements

with the Affiliated Banks with documentation different than the documentation that the Affiliated Banks would have obtained in an arm's-length transaction with an unaffiliated party.

Answer: Debtors deny the allegations set forth in paragraph 38 of the Complaint, except respectfully refer the Court to the putative agreements and arrangements for the content thereof.

Complaint 39: In 2007 and 2008, WMI undertook a series of projects and other acts, at least some of which appear to have moved assets away from WMB or its subsidiaries to WMI or another of WMI's subsidiaries. This included transfers undertaken during August and September 2008 as part of WMI's self-titled "WMI Cash Optimization Program", for the apparent benefit of WMI.

Answer: The allegations set forth in paragraph 39 of the Complaint are argumentative and so generalized and vague as to require no response. To the extent a response is required, Debtors deny same.

Complaint 40: To the extent that any person has or may assert claims against JPMC that resulted from these transactions, JPMC is entitled to be indemnified and held harmless by WMI since all pre-petition transactions were consummated at the behest and direction of WMI and for its benefit.

Answer: Debtors deny the allegations set forth in paragraph 40 of the Complaint.

C. Trust Securities

Complaint 41: Between March 2006 and October 2007, certain issuer trusts (the "Issuing Trusts") formed by WMI and its then subsidiaries issued securities (the "Trust Securities") in the aggregate face amount of approximately \$4 billion, exchangeable into depository shares representing preferred stock of WMI upon the occurrence of certain events. A complete list of the Trust Securities is attached as Exhibit B. The Trust Securities were issued in global form registered in the name of Cede & Co., as nominee, and held by Wilmington Trust as depository for the Depository Trust Corporation ("DTC"). The sole assets of the Issuing Trusts, in turn, were preferred securities issued by Washington Mutual Preferred Funding LLC ("WMPF").

Answer: Debtors deny the allegations set forth in paragraph 41 of the Complaint, except admit that, between March 2006 and October 2007, in four instances, certain issuing special purpose entities formed by WMI and its then-subsiidiaries (the "SPEs") issued securities (the "Trust Securities"), and respectfully refer the Court to the documents evidencing the Trust Securities and Exhibit B to the Complaint for the content thereof, and admit, on information and belief, that the Trust Securities have an aggregate liquidated preference of as much as \$4 billion.

Complaint 42: As set forth below, JPMorgan Chase acquired the Trust Securities under the P&A and all steps required to transfer the Trust Securities as required were completed prior to the Petition Date save and except for the ministerial formality of changing record title as reflected at DTC and described below.

Answer: Debtors deny the allegations set forth in paragraph 42 of the Complaint.

Complaint 43: The Trust Securities, like other trust securities issued by financial institutions, qualified as regulatory core capital of WMB under applicable banking laws and regulations with specific approvals and requirements governing their issuance and treatment. They were, by their express terms, mandatorily and automatically exchangeable for a like amount of newly issued depository shares representing WMI preferred stock upon the occurrence of an exchange event. In addition, for the Trust Securities to be treated as core capital of WMB or any other regulated institution when issued, the Trust Securities would have to be structured in a manner that assured they would become property of the regulated institution upon exchange.

Answer: Debtors deny the allegations set forth in paragraph 43 of the Complaint, except respectfully refer the Court to the offering documents for the content thereof, and admit that according to the terms of the Trust Securities, the exchange of the Trust Securities for preferred stock of WMI (or depository shares representing an interest in preferred stock of WMI) was to follow the issuance by WMI of a press release announcing the exchange event.

Complaint 44: On January 30, 2006, WMB submitted a Notice for Establishment of an Operating Subsidiary (the "Notice") to the OTS and the FDIC regarding the establishment of WMPF. WMPF's assets consisted of indirect interests in various residential mortgage and home equity

loans and other permitted investments. WMPF in turn issued preferred securities to the Issuing Trusts that entitled the Issuing Trusts to a liquidation preference against the assets of WMPF. In the Notice to the OTS and the FDIC, WMB sought confirmation from the OTS that the Trust Securities would qualify for inclusion in the core capital of WMB.

Answer: Debtors deny the allegations set forth in paragraph 44 of the Complaint, except respectfully refer the Court to the documents referenced in paragraph 44 for the content thereof, and admit that Washington Mutual Preferred Funding LLC's ("WMPF") assets were limited to direct or indirect interests in mortgages or mortgage-related assets, cash and other permitted assets, and that WMPF issued preferred securities.

Complaint 45: On February 23, 2006, WMI committed to contribute the Trust Securities to WMB and stated that WMI "hereby undertakes that if, as a result of a Supervisory Event," WMI exchanges its preferred stock for the Trust Securities, "WMI will contribute to WMB the [Trust Securities]." A true and correct copy of that commitment is attached as Exhibit C.

Answer: Debtors deny the allegations set forth in paragraph 45 of the Complaint, except refer to Exhibit C to the Complaint for the content thereof.

Complaint 46: WMI's written commitment to contribute the Trust Securities to WMB in exchange for including the Trust Securities in the core capital of WMB constituted a capital commitment to a federal depository institutions regulatory agency or its predecessor which was deemed assumed as of the Petition Date under 11 U.S.C. Section 365(o). That commitment also constituted a binding agreement (the "Contribution Agreement"), the breach of which would give rise to post-petition administrative claims against WMI.

Answer: Debtors deny the allegations set forth in paragraph 46 of the Complaint.

Complaint 47: At all times relevant hereto solely by virtue of the Contribution Agreement, WMB was permitted to include the Trust Securities in its core capital and counted the amount of the Trust Securities as regulatory core capital. The Trust Securities have never been beneficially owned by WMI and have always been subject to a concomitant obligation to contribute the Trust Securities to WMB

as a necessary corollary to the treatment of the Trust Securities as core capital of WMB.

Answer: Debtors deny the allegations set forth in paragraph 47 of the Complaint.

Complaint 48: The issuance of the Trust Securities and the Contribution Agreement were duly authorized by all requisite corporate action on the part of WMI and WMB. True and correct copies of the minutes of the Board of Directors authorizing the transaction are attached as Exhibit D.

Answer: Debtors deny the allegations set forth in paragraph 48 of the Complaint, except respectfully refer the Court to the documents referenced in paragraph 48 for the content thereof.

Complaint 49: On September 25, 2008, in a letter to WMI, the OTS declared an Exchange Event had occurred and directed an immediate exchange of the Trust Securities for WMI preferred stock. WMI responded to the OTS letter later on September 25, 2008, confirming the exchange and contribution.

Answer: Debtors deny the allegations set forth in paragraph 49 of the Complaint, except respectfully refer the Court to any September 25, 2008 letters for the content thereof.

Complaint 50: On September 25, 2008, WMI contributed the Trust Securities to WMB pursuant to an Assignment Agreement, a true and correct copy of which is attached as Exhibit E, pursuant to which, among other things, effective as of September 25, 2008, WMI transferred "all of [WMI's] right, title and interest, whether now owned or hereafter acquired, in and to the [Trust] Securities" to WMB. Furthermore, upon execution, WMI assigned to WMB all present and future "rights and benefits arising out of the [Trust] Securities which come into the possession of [WMI]."

Answer: Debtors deny the allegations set forth in paragraph 50 of the Complaint, except respectfully refer the Court to the Assignment Agreement for the content thereof.

Complaint 51: Under the express terms of the P&A, JPMorgan Chase purchased "all right, title, and interest of the Receiver in and to all of the assets . . . of [WMB] whether or not reflected on the books of [WMB] as of Bank Closing," which includes WMB's and the Receiver's rights to receive-the Trust Securities, a transfer that was effected on September 25, 2008. The Receiver sold the Trust

Securities to JPMorgan Chase under the P&A and, therefore, JPMorgan Chase is the sole owner of all equitable and beneficial right, title and interest in the Trust Securities, leaving only the ministerial act of correcting the record at DTC (or with the Issuing Trusts and their trustees) undone before the filing of these Chapter 11 cases.

Answer: Debtors deny the allegations set forth in paragraph 51 of the Complaint.

Complaint 52: Although the Debtors did not initially dispute JPMorgan Chase's ownership of the Trust Securities and the parties drafted and agreed to a stipulation to transfer the Trust Securities to JPMorgan Chase to accompany the account stipulation, the Debtors amended their schedules on January 27, 2009 to add a Footnote 4 to Schedule B regarding the Trust Securities which had not been mentioned in the Schedules originally filed on December 19, 2008. In that footnote, which is repeated verbatim in the Debtors' Second Amended Schedules filed on February 24, 2009, the Debtors assert unspecified and potential rights to or interests in the Trust Securities.

Answer: Debtors deny the allegations set forth in paragraph 52 of the Complaint, except admit and aver that Debtors have rights and interests in the Trust Securities, and respectfully refer the Court to the Schedules for the content thereof.

Complaint 53: To the extent that WMI ever held or now holds any interest in the Trust Securities — and JPMorgan Chase believes WMI had and has no legally cognizable interest in them — that interest has never consisted of anything more than bare legal title to a securities entitlement to the Trust Securities for the moment in time of the conditional exchange and contribution. Section 541(iv) of the Bankruptcy Code provides that "property in which the debtor holds, as of the commencement of the case, only legal title and not an equitable interest . . . becomes property of the estate . . . only to the extent of the debtor's legal title to such property, but not to the extent of any equitable interest in such property that the debtor does not hold."

Answer: Debtors deny the allegations set forth in paragraph 53 of the Complaint except admit and aver that the Debtors have rights and interests in the Trust Securities.

Complaint 54: As set forth in the P&A, JPMorgan Chase purchased "all of the Receiver's right, title and interest," in the Trust Securities, pursuant to and in accordance with the FDI Act. On December 30, 2008,

WMI nonetheless submitted a claim to the Receiver asserting, among other things, ownership of the Trust Securities. On January 23, 2009, the Debtors' claims were disallowed by the Receiver. The Receiver's disallowance is dispositive of the fact that the Debtors do not own the Trust Securities. On March 20, 2009, the Debtors commenced the District Court Action with respect to the disallowance of their claims to the Trust Securities.

Answer: Debtors deny the allegations set forth in paragraph 54 of the Complaint, except respectfully refer the Court to the Proof of Claim, the Disallowance Notice, the complaint filed in the DC Action on March 20, 2009, and the P&A Agreement, for the content thereof.

Complaint 55: Accordingly, JPMorgan Chase seeks a declaration that it owns the Trust Securities and an order directing third parties including, DTC, Cede & Co., Wilmington Trust Corporation and any other trustee, custodian, depository or other securities intermediary, to take all actions reasonably necessary or appropriate, as requested by JPMorgan Chase, to have the record legal title reflect JPMorgan Chase as the sole owner of the Trust Securities.

Answer: Debtors deny that JPMorgan Chase is entitled to any relief and to the extent a response is otherwise required Debtors deny the allegations set forth in paragraph 55 of the Complaint.

Complaint 56: In addition, JPMC is entitled to be indemnified and held harmless by WMI for any liabilities associated with the issuance, exchange, contribution or recovery of the Trust Securities, including without limitation any claims regarding authorization, enforceability, avoidability or inadequate disclosure. JPMC seeks a determination that WMI, as the controlling parent, the primary issuer and the principal actor, has the obligation to indemnify and hold harmless its indirect formerly wholly owned. subsidiaries from any liability to third parties associated with or related to the Trust Securities.

Answer: Debtors deny that JPMorgan Chase is entitled to any relief and to the extent a response is otherwise required Debtors deny the allegations set forth in paragraph 56 of the Complaint.

D. Tax Refunds

Complaint 57: To the extent WMB is or was entitled to tax refunds, the right to receive those refunds was purchased by JPMorgan Chase under the P&A.

Answer: Debtors deny the allegations set forth in paragraph 57 of the Complaint.

Complaint 58: For taxable years prior to 2008, the Washington Mutual entities, consisting of WMI, WMB, and other direct and indirect subsidiaries of WMI (collectively, the "WaMu Group"), filed a consolidated tax return, a unitary tax report or a combined tax return with appropriate taxing authorities wherever permissible. WMB (and its subsidiaries) made payments to WMI in the same manner and at the same time as if filing separate returns or separate consolidated returns.

Answer: Debtors deny the allegations set forth in paragraph 58 of the Complaint, except respectfully refer the Court to the tax filings for the content thereof.

Complaint 59: For all tax refunds and rights to receive tax refunds attributable to tax attributes of WMB or its subsidiaries, pursuant to applicable rules and regulations, and as between the Debtors and WMB (or their respective subsidiaries), WMB (or such subsidiary) is the beneficial owner of such tax refund or such right to receive a tax refund attributable to its tax attributes. All or substantially all of the refunds received by, now due and hereafter expected to be due to the WaMu Group are attributable to income and losses of, and taxes paid by, WMB and its subsidiaries, and, therefore, as among the members of the WaMu Group, WMB and its subsidiaries were and are the beneficial owners of all or substantially all tax refunds received, tax refunds due and rights to receive tax refunds.

Answer: Debtors deny the allegations set forth in paragraph 59 of the Complaint.

(i) California Tax Refunds

Complaint 60: For taxable years prior to 2008, the WaMu Group filed a unitary tax report with the California Franchise Tax Board ("FTB"), pursuant to the filing of FTB Form 2523A (for years prior to 1991), and pursuant to a Schedule R-7 (for taxable years after 1991). For taxable years on or after 2005, the Schedule R-7 was filed in compliance with FTB regulations promulgated in 2005 and effective for returns filed after January 8, 2005. In each case, the WaMu Group filed group returns under California tax law, with WMI as the "key corporation." In each case, the agent and surety

for the other members included in the unitary tax report was WMI, the "key corporation" as defined under California tax law.

Answer: Debtors deny the allegations set forth in paragraph 60 of the Complaint, except respectfully refer the Court to the applicable tax regulations and tax filings for the content thereof.

Complaint 61: Even though each taxpayer corporation in the combined group is required under California law to file its own California return and pay its own tax due, as a matter of administrative convenience, the FTB permits groups to file a group return.

Answer: Debtors deny the allegations set forth in paragraph 61 of the Complaint, except respectfully refer the Court to the applicable tax regulations and tax filings for the content thereof.

Complaint 62: A "key corporation" only acts as agent for the other taxpayer members. Thus, (i) all California refunds are identifiable to an individual taxpayer in the WMI Group, and (ii) all California tax refunds WMI receives that are identified to California income taxes of WMB (or any of WMB's subsidiaries) are held by WMI merely as agent for WMB (or its respective subsidiary) and WMB (or its respective subsidiary) is the beneficial owner of such California tax refunds.

Answer: Debtors deny the allegations set forth in paragraph 62 of the Complaint, except respectfully refer the Court to the applicable tax regulations and tax filings for the content thereof.

Complaint 63: California tax refunds, substantially all of which are expected to be attributable to WMB and its subsidiaries, are expected for the 2008 tax year and for tax years prior to 2008 relating to overpayments of taxes to the FTB.

Answer: Debtors deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 63 of the Complaint (which refer to what is purportedly "expected" by unidentified person(s)), and therefore deny same.

Complaint 64: All facts and circumstances necessary to determine the amount of California tax refunds for WMB and for any of WMB's subsidiaries are fixed and determinable.

Answer: Debtors deny the allegations set forth in paragraph 64 of the Complaint, except respectfully refer the Court to the applicable tax regulations and tax filings for the content thereof.

Complaint 65: The Debtors have wrongly asserted that WMI—and not WMB (or its respective subsidiaries)—is entitled to the California tax refunds due to the WaMu Group. Accordingly, JPMorgan Chase requests that the Court enter an order declaring that, pursuant to the P&A, JPMorgan Chase and its subsidiaries own the rights to such refunds.

Answer: Debtors deny that JPMorgan Chase is entitled to any relief and to the extent a response is otherwise required Debtors deny the allegations set forth in paragraph 65 of the Complaint.

Complaint 66: WMI has already received at least a portion of the California income tax refunds due as agent for the WaMu Group and owes those amounts to JPMorgan Chase and the former WMB subsidiaries acquired by JPMorgan Chase under the P&A.

Answer: Debtors deny the allegations set forth in paragraph 66 of the Complaint.

Complaint 67: The beneficial interest in all or a portion of the California income tax refunds received by WMI as agent for the WaMu Group belongs to JPMorgan Chase, as successor in interest to WMB.

Answer: Debtors deny the allegations set forth in paragraph 67 of the Complaint.

Complaint 68: WMI has refused to turn over to JPMorgan Chase those California income tax refunds received already or in the future that are properly allocable to WMB (and its subsidiaries). As a result, JPMorgan Chase seeks an order from the Court compelling the Debtors to turn over those tax refunds.

Answer: Debtors deny that JPMorgan Chase is entitled to any relief and to the extent a response is otherwise required Debtors deny the allegations set forth in paragraph 68 of the Complaint.

Complaint 69: Various employees and agents of WMB and its subsidiaries had been in discussions with the FTB regarding ongoing California tax matters, such as the progress of audits, and anticipated tax refunds, prior to September 26, 2008. WMI had threatened FTB and its officials with sanctions for violation of the stay to prevent them from continuing their communications with WMB.

Answer: Debtors deny the allegations set forth in paragraph 69 of the Complaint.

Complaint 70: JPMorgan Chase has been significantly prejudiced by not being able to communicate directly without restrictions with the FTB about matters concerning WMB or its subsidiaries since the Petition Date. Certain employees and agents of JPMorgan Chase need to continue these discussions with the FTB about California tax matters related to WMB and its subsidiaries, in order to preserve beneficial tax attributes, to complete pending audits and refund applications, and to arrange for the receipt of California income tax refunds.

Answer: Debtors deny the allegations set forth in paragraph 70 of the Complaint, except deny knowledge or information sufficient to form a belief as to the truth of the allegations concerning what "[c]ertain employees and agents of JPMorgan Chase need" and therefore deny same.

Complaint 71: JPMorgan Chase is entitled to communicate with the FTB about matters concerning refunds that may be due to WMB and its subsidiaries, or WMB's successors. WMI only recently directed a letter to the FTB granting them "permission" to speak to WMB for the limited purpose of continuing negotiation of audit matters previously under discussion subject to numerous restrictions, including that WMI retained rights as the "key corporation" for the WaMu Group.

Answer: The allegations set forth in the first sentence of paragraph 71 of the Complaint state a conclusion of law to which no response is required. To the extent a response is required,

Debtors deny same, except respectfully refer the Court to the putative "letter to the FTB" for the content thereof and deny that JPMorgan Chase is entitled to any relief.

Complaint 72: WMI is ineligible to serve as a "key corporation" under California law and its attempt to exercise continuing control over assets and property that do not belong to it is without legal authority or basis. WMI is no longer able to act as an agent for either- WMB or any successors in interest to WMB, for matters involving both years prior to 2008, and for years on or after 2008, because WMI is no longer affiliated with WMB or its former subsidiaries and filing for bankruptcy has caused WMI to have interests adverse to those of WMB and WMB's successors in interest. As a result, JPMorgan Chase is entitled to unrestricted communications with the FTB about all matters concerning WMB, including but not limited to audit activity, assessments, tax refunds and notices. JPMorgan Chase therefore requests that the Court enter an Order authorizing it to engage in such communications and precluding the Debtors or anyone else from interfering with those communications.

Answer: Debtors deny the allegations set forth in paragraph 72 of the Complaint, except respectfully refer the Court to the applicable tax regulations and tax filings for the content thereof, and deny that JPMorgan Chase is entitled to any relief.

(ii) Federal and Other State Tax Refunds

Complaint 73: For taxable years prior to 2008, the WaMu Group filed a consolidated U.S. federal tax return pursuant to regulations promulgated by the U.S. Department of the Treasury ("Treasury Regulations") and the Internal Revenue Service (the "IRS") under Internal Revenue Code ("IRC") Section 1501 *et seq.* For the tax year of 2008, WMB and its subsidiaries were members of the WaMu Group consolidated group until at least September 25, 2008. For each time period, WMI was the common parent of the consolidated group.

Answer: The allegations set forth in paragraph 73 of the Complaint state a conclusion of law to which no response is required. To the extent a response is required, Debtors deny the allegations set forth in paragraph 73 of the Complaint.

Complaint 74: To the extent permissible under applicable state law, the WaMu Group filed consolidated tax returns, unitary reports or similar, combined returns with other (non-California) state revenue

authorities with which it was required to file tax returns. Such consolidated or combined returns were filed in those states listed on Exhibit F.

Answer: Debtors deny the allegations set forth in paragraph 74 of the Complaint, except respectfully refer the Court to the applicable state law and tax filings for the content thereof.

Complaint 75: Pursuant to applicable law, WMI acted as agent for the WaMu Group in filing the consolidated tax returns.

Answer: Debtors deny the allegations set forth in paragraph 75 of the Complaint, except respectfully refer the Court to the applicable law and tax filings for the content thereof.

Complaint 76: As with California tax filings, for all tax refunds attributable to tax attributes of WMB or its subsidiaries, WMB (or its-respective subsidiary) is, and under applicable law and regulation is required to be, the beneficial owner of the portions of such tax refund attributable to its tax attributes.

Answer: Debtors deny the allegations set forth in paragraph 76 of the Complaint, except respectfully refer the Court to the applicable law and tax filings for the content thereof.

Complaint 77: WMI has already received certain U.S. federal and state income tax refunds as agent for the WaMu Group that have not been allocated and transferred to WMB (or its subsidiaries).

Answer: Debtors deny the allegations set forth in paragraph 77 of the Complaint, except respectfully refer the Court to the applicable tax regulations and tax filings for the content thereof.

Complaint 78: WMI has likely received additional U.S. federal and state income tax refunds as agent for the WaMu Group of which JPMorgan Chase is presently unaware.

Answer: Debtors deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 78 of the Complaint and therefore deny same.

Complaint 79: The beneficial interest in all or a portion of the U.S. federal and state income tax refunds received by WMI as agent for the WaMu Group belongs to JPMorgan Chase, as successor in interest to WMB (and its subsidiaries).

Answer: Debtors deny the allegations set forth in paragraph 79 of the Complaint.

Complaint 80: WMI has refused to turn over to JPMorgan Chase those U.S. federal and state income tax refunds received that are properly allocable to WMB (and its subsidiaries).

Answer: Debtors deny the allegations set forth in paragraph 80 of the Complaint.

Complaint 81: U.S. federal and state income tax refunds, substantially all of which are expected to be attributable to WMB and its subsidiaries, are expected for the 2008 tax year and for tax years prior to 2008 relating to overpayments of taxes by the WaMu Group to the various state taxing authorities.

Answer: Debtors deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 81 of the Complaint (which refer to what is purportedly "expected" by unidentified person(s)), and therefore deny same.

Complaint 82: For the 2008 tax year, the WaMu Group is expected to have a variety of tax attributes such as net operating losses, net capital losses, and excess tax credits, and a substantial portion of such tax attributes are expected to be attributable to the operations of WMB and its subsidiaries. The WaMu Group expects to be able to carry back these favorable tax attributes to prior tax years, where such carrybacks will result in additional U.S. federal and state income tax refunds for such prior tax years.

Answer: Debtors deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 82 of the Complaint (which refer to what is purportedly "expected" by unidentified person(s)), and therefore deny same.

Complaint 83: All facts and circumstances necessary to determine the amount of U.S. federal and state tax refunds for WMB and for any of WMB's subsidiaries are fixed and determinable.

Answer: Debtors deny the allegations set forth in paragraph 83 of the Complaint, except respectfully refer the Court to the applicable tax regulations and tax filings for the content thereof.

Complaint 84: Debtors have wrongly asserted that WMI—and not WMB (nor its respective subsidiaries)—is entitled to the U.S. federal and state tax refunds due to the WaMu Group.

Answer: Debtors deny the allegations set forth in paragraph 84 of the Complaint.

Complaint 85: As set forth in the P&A, JPMorgan Chase purchased "all of the Receiver's right, title and interest," in these tax refunds, pursuant to and in accordance with the FDI Act. On December 30, 2008, WMI nonetheless submitted a claim to the Receiver asserting, among other things, ownership of the tax refunds. On January 23, 2009, the Debtors' claims were disallowed by the Receiver. The Receiver's disallowance is dispositive of the fact that the Debtors do not own or have an interest the tax refunds. On March 20, 2009, the Debtors filed the District Court Action with respect to the disallowance of their claims to the tax refunds.

Answer: Debtors deny the allegations set forth in paragraph 85 of the Complaint, except respectfully refer the Court to the P&A Agreement, the Proof of Claim, the Disallowance Notice, and the complaint filed in the DC Action on March 20, 2009, for the content thereof.

Complaint 86: Accordingly, JPMorgan Chase requests that in addition to an order directing the turnover of the funds, the Court enter an order declaring that as the acquirer of WMB's interests pursuant to the P&A, JPMorgan Chase and its subsidiaries own the rights to such refunds and further ordering Debtors to turn over to JPMorgan Chase any such refunds already received.

Answer: Debtors deny that JPMorgan Chase is entitled to any relief and to the extent a response is otherwise required Debtors deny the allegations set forth in paragraph 86 of the Complaint.

Complaint 87: In addition, during the time that WMI, WMB and their respective eligible subsidiaries filed a consolidated tax return for U.S. federal income tax purposes, items of income, deduction, loss and credit were combined in one consolidated return, filed by WMI on behalf of the consolidated group.

Answer: Debtors deny the allegations set forth in paragraph 87 of the Complaint, except respectfully refer the Court to the tax filings for the content thereof.

Complaint 88: During this time, WMB was subject to a variety of state and local taxes. The accrual and payment of these state and-local taxes generated by WMB created -a deduction against income for the combined U.S. federal income tax return. Said differently, the state and local taxes accrued by virtue of WMB's operations created deductions that were used to offset the WMI consolidated group taxable income.

Answer: Debtors deny the allegations set forth in paragraph 88 of the Complaint, except respectfully refer the Court to the applicable tax regulations and tax filings for the content thereof.

Complaint 89: Although these deductions should have been recognized as a benefit that was solely WMB's, WMI did not credit WMB in any way for the state and local income tax deductions attributable to WMB's operations. In effect, WMI claimed for itself the state and local tax deductions properly attributable to WMB. Debtors have wrongly asserted that WMI-and not WMB (nor its respective subsidiaries)—is entitled to these deductions.

Answer: Debtors deny the allegations set forth in paragraph 89 of the Complaint.

Complaint 90: The total dollar value of such deductions is at least approximately \$517 million. As set forth in the P&A, JPMorgan Chase purchased "all of the Receiver's right, title and interest," in these assets, pursuant to and in accordance with the FDI Act. JPMorgan Chase requests that the Court enter an order declaring that as the acquirer of WMB's interests pursuant to the P&A, JPMorgan Chase and its subsidiaries own the rights to any cash value generated by such deductions and further ordering Debtors to turn over to JPMorgan Chase the value of any such deductions.

Answer: Debtors deny that JPMorgan Chase is entitled to any relief and to the extent a response is otherwise required Debtors deny the allegations set forth in paragraph 90 of the Complaint.

(iii) Tax Sharing Agreement

Complaint 91: On August 31, 1999, WMI and members of the WaMu Group entered into a Tax Sharing Agreement, which required various members of the WaMu Group to pay WMI for each member's share of the WaMu Group's consolidated income, and required

WMI to return to each member such member's share of any tax refunds paid to WMI.

Answer: The allegations set forth in paragraph 91 of the Complaint state a conclusion of law to which no response is required. To the extent a response is required, Debtors deny same, except respectfully refer the Court to the Tax Sharing Agreement for the content thereof, and admit that WMI, WMB, WMB fsb, and certain other direct and indirect subsidiaries of WMI and WMB are parties to that certain Tax Sharing Agreement, dated as of August 31, 1999, and that pursuant to the Tax Sharing Agreement, all federal income taxes were paid directly by WMI on behalf of the consolidated tax group, which includes WMB and its subsidiaries.

Complaint 92: The Tax Sharing Agreement provides further support that WMI would receive any tax refund attributable to WMB's or WMB's subsidiaries' tax attributes merely as agent, and that WMB (or its respective subsidiary) would be the beneficial owner of such tax refund. At all times the Tax Sharing Agreement was subject, by law and by its own terms, to applicable bank and thrift regulatory guidelines. The ownership of the tax refunds that would result from application of either applicable law or the Tax Sharing Agreement should be identical—in neither event may WMI retain refunds that are not attributable to the tax attributes of its regulated subsidiaries.

Answer: The allegations set forth in paragraph 92 of the Complaint state a conclusion of law to which no response is required. To the extent a response is required, Debtors deny same, except respectfully refer the Court to the Tax Sharing Agreement for the content thereof.

E. The Intercompany Amounts and Accounts

(i) The "On-Us" Accounting Entries

Complaint 93: On the Petition Date, WMI claimed that JPMorgan Chase was liable to pay a total purported deposit liability to WMI and its non-WMB subsidiaries, originally claimed in the amount of \$5 billion and then ultimately asserted in the total amount of \$4,358,492,498 (the "Intercompany Amounts"). According to WMI, the Intercompany Amounts represented deposits maintained by WMI at the Affiliated Banks, all as non-interest bearing demand deposit accounts. A true and correct copy of the original list of twenty-nine

account numbers (the "Accounts") provided to JPMorgan Chase by WMI shortly after the Petition Date is attached as Exhibit G.

Answer: Debtors deny the allegations set forth in paragraph 93 of the Complaint, except respectfully refer the Court to WMI's court filings made on September 26, 2009 (the "Petition Date") for the content thereof, and Debtors respectfully refer the Court to Exhibit G to the Complaint for the content thereof.

Complaint 94: As set forth in the P&A, JPMorgan Chase purchased "all of the Receiver's right, title and interest," in the Intercompany Amounts, pursuant to and in accordance with the FDI Act. On December 30, 2008, the Debtors nonetheless submitted a claim to the Receiver asserting, among other things, ownership of the Intercompany Amounts. On January 23, 2009, the Debtors' claims were disallowed by the Receiver. On March 20, 2009, the Debtors commenced the District Court Action with respect to the disallowance of their claims, assert that the Intercompany Amounts are deposit accounts at JPMorgan Chase, and claim damages relating to the Intercompany Amounts.

Answer: Debtors deny the allegations set forth in paragraph 94 of the Complaint, except respectfully refer the Court to the P&A Agreement, the Proof of Claim, the Disallowance Notice, and the complaint filed in the DC Action on March 20, 2009, for the content thereof.

Complaint 95: With the exception of signature cards for several of the smaller Accounts, JPMC has not located and believes there do not exist pre-petition any deposit account agreements, signature cards or any other documentation for the Accounts as deposit accounts. Notwithstanding that fact and while it continued to investigate whether such documents existed somewhere, JPMorgan Chase was prepared to treat the Accounts as if they were deposit accounts so long as all rights of all parties, including JPMorgan Chase's rights, were acknowledged and approved by order of this Court. Toward that end, on or about October 15, 2008, JPMorgan Chase and the Debtors entered into a proposed stipulation (the "Account Stipulation") with respect to the Accounts that was filed with the Court for approval. The Account Stipulation was ultimately withdrawn following objections filed by certain creditors of the Receivership and the FDIC and was never entered by the Court.

Answer: Debtors deny knowledge or information sufficient to form a belief as to the truth of the allegations in the first two sentences of paragraph 95 of the Complaint and therefore deny same. Debtors deny the remaining allegations set forth in paragraph 95 of the Complaint, except Debtors respectfully refer the Court to the October 15, 2008 document for the content thereof, and further allege and aver that the October 15, 2008 document was withdrawn and never approved by the Court.

Complaint 96: Pursuant to the Account Stipulation, and before it was withdrawn, JPMorgan Chase and the Debtors executed customary deposit account agreements regarding the Accounts on or about October 21, 2008 that provided, among other things, customary rights of setoff, recoupment and banker's liens to secure JPMorgan Chase's rights to recover claims JPMC may have against the Debtors or their subsidiaries and affiliates from the funds on deposit in the Accounts.

Answer: Debtors object to the allegations set forth in paragraph 96 of the Complaint on the grounds that such allegations purport to disclose confidential settlement communications in violation of ethical and legal rules binding upon JPMorgan Chase and its counsel (*see, e.g.*, Fed. R. Evid. 408), and Debtors reserve all rights, remedies and defenses with respect to the breach of such ethical and legal obligations. To the extent a response is required, Debtors deny the allegations set forth in paragraph 96 of the Complaint.

Complaint 97: After the execution of those documents but prior to December 19, 2008, JPMorgan Chase acceded to a request of the Debtors and the Official Committee of Unsecured Creditors (the "Committee") to agree to the accrual of interest on the Intercompany Amounts as a sign of good faith in the event that it were ultimately determined that any of the Intercompany Amounts were in fact deposit accounts, without prejudice to its rights. Similarly, JPMorgan Chase agreed to the Debtors' further-request that as a sign of "goodwill" it agree to release \$292 million of the Intercompany Amounts attributable to the Accounts of the non-debtor subsidiaries of WMI, without prejudice to its rights.

Answer: Debtors deny the allegations set forth in paragraph 97 of the Complaint.

Complaint 98: JPMorgan Chase agreed to those requests from the Debtors in good faith, without prejudice to its rights, and on the understanding that the parties were working diligently to resolve open questions and issues with respect to the Intercompany Amounts. It did so in reliance on the Debtors' execution of account documentation for the Accounts that protected the interests of JPMC, and on the understanding that the Debtors would respect those rights. However, on or about December 19, 2008, after obtaining from JPMorgan Chase the benefit of these concessions, the Debtors advised JPMorgan Chase that the execution of those deposit account agreements on October 21, 2008, was only in anticipation of the proposed Account Stipulation and, since that stipulation had never been approved, the execution and delivery of the agreements was in error, unauthorized and considered by the Debtors to be null, void and without legal effect.

Answer: Debtors deny the allegations set forth in paragraph 98 of the Complaint.

Complaint 99: The execution and effectiveness of the account documentation executed by the Debtors on October 21, 2008, was a key factor in JPMorgan Chase's decision to agree to the request that it accrue interest on the Intercompany Amounts and to the release of \$292 million to the Debtors and their non-debtor affiliates. While JPMorgan Chase does not dispute that the Account Stipulation was never so ordered, to the extent that such documentation is ineffective, it should be ineffective for all parties and for all purposes, including the effectiveness of any post-petition book entries reflecting any portion of the Intercompany Amounts or Accounts as deposit liabilities and the release of any funds to the Debtors or their non-Debtor affiliates.

Answer: Debtors deny the allegations set forth in paragraph 99 of the Complaint.

Complaint 100: Although JPMorgan Chase still has not discovered any pre-petition deposit account agreements, signature cards or other documentation for the Accounts that would have been required of depositors that were not affiliates in order to treat the Accounts as deposit accounts (except for the signature cards on a few accounts as described above), it is nonetheless clear that if these are deposit accounts—not capital contributions—they were and are subject to the standard terms and conditions specified in the Master Business Account Disclosures and Regulations (the "MBA Policy") of the Affiliated Banks.

Answer: Debtors deny the allegations set forth in paragraph 100 of the Complaint.

Complaint 101: The Accounts were associated with the DDA numbers provided by WMI. Of the twenty-nine, most were so-called "On-Us Accounts", the internal nomenclature for intercompany receivables that were understood to represent deposit accounts at the Affiliated Banks. Thus, the balances in these Accounts as of any point in time, unlike third party deposit accounts, were maintained both at the depository institution and as intercompany book entries on the general ledger of WMI and the Affiliated Banks that were its subsidiaries.

Answer: Debtors deny the allegations set forth in paragraph 101 of the Complaint, except admit that "On Us Accounts" were deposit accounts, and respectfully refer the Court to the documents referenced in paragraph 101 for the content thereof.

Complaint 102: The decision on how to characterize an intercompany transaction was made by a single centralized Treasury group for WMI and all of its affiliates. That Treasury group was under the direct supervision of Robert Williams, currently the Chief Executive Officer of WMI.

Answer: Debtors deny the allegations set forth in paragraph 102 of the Complaint.

Complaint 103: To the extent the Intercompany Amounts and the Accounts reflect capital contributions, they are the property of JPMorgan Chase under the terms of the P&A. To the extent they are deposit liabilities, they must be governed by standard terms and conditions governing unaffiliated deposit accounts, as a result of which they become subject to any liens, claims and interests that JPMC may have, and are also subject to setoff, recoupment or other offset.

Answer: Debtors deny the allegations set forth in paragraph 103 of the Complaint.

(ii) Deposit Liabilities

Complaint 104: To the extent the Intercompany Amounts in the Accounts are not capital contributions and are in fact deposit liabilities of WMB or WMB fsb assumed by JPMorgan Chase under the P&A, WMI and its subsidiaries, like every other Affiliated Bank depositor (expressly or otherwise), are bound by the standard terms and conditions for deposits at the Affiliated Banks.

Answer: The allegations set forth in paragraph 104 of the Complaint state a conclusion of law to which no response is required. To the extent a response is required, Debtors deny same.

Complaint 105: The Accounts were utilized to settle intercompany obligations, including obligations arising from the payment and allocation of expenses among WMI and all of its subsidiaries, with intercompany allocations, payments and settlements on a periodic, usually monthly, basis. The balances on the Accounts were reflected on "On-Us Elevation Reports" generated on a monthly basis and on paper "Washington Mutual Internal Checking Detail" statements mailed to an employee of WMB on a monthly basis. Copies of the "On-Us Elevation Reports" and of the "Washington Mutual Internal Checking Detail" statements for August, September and October, 2008 are attached as Exhibits H and I, respectively.

Answer: Debtors deny the allegations set forth in paragraph 105 of the Complaint, except admit that Exhibits H and I to the Complaint contain, among other language, headings that state "On-Us Elevation Report" and "Washington Mutual Internal Checking Detail Information".

Complaint 106: These Accounts were established by WMI or one of its non-bank subsidiaries at the Affiliated Banks pursuant to WMI's Internal Corporate Demand Deposit Account Establishment and Usage Policy (the "On-Us Policy"). According to that policy, WMB had the right to use the Intercompany Amounts for, among other things, processing and clearing transactions between WMB and WMI or their respective subsidiaries, customers, vendors, or investors, again raising the question of whether the Intercompany Amounts represented a continuing deposit liability or should be characterized as a general reserve, a capital contribution or a form of intercompany advance to the Affiliated Banks. The On-Us Policy was silent regarding the rules and terms governing the acceptance by the Affiliated Banks of amounts under the On-Us Policy as deposit accounts and services related to such accounts maintained at the Affiliated Banks.

Answer: Debtors deny the allegations set forth in paragraph 106 of the Complaint, except admit that the Accounts were established by WMI or one of its non-bank subsidiaries and respectfully refer the Court to the documents referenced in paragraph 106 for the content thereof.

Complaint 107: WMI and the Affiliated Banks maintained a detailed, forty-page policy, the MBA Policy, that operated as a contract setting forth the terms and conditions governing all deposit accounts established at the Affiliated Banks. The MBA Policy contained, among other things, a self-executing clause that made the terms of the policy binding upon all depositors, even those who did not

expressly give permission, through consent implied by the opening and continued use of the deposit account.

Answer: The allegations set forth in paragraph 107 of the Complaint state a conclusion of law to which no response is required. To the extent a response is required, Debtors deny same, except refer to the documents referenced in paragraph 107 for the content thereof.

Complaint 108: The MBA Policy and its terms and conditions apply to and govern any accounts that are in fact deposit accounts at the Affiliated Banks, including the Accounts to the extent any are deposit accounts. WMI as the sole shareholder and parent of the Affiliated Banks is charged with knowledge and acceptance of the MBA Policy for any deposit account it maintained at the Affiliated Banks.

Answer: The allegations set forth in paragraph 108 of the Complaint state a conclusion of law to which no response is required. To the extent a response is required, Debtors deny same, except refer to the documents referenced in paragraph 108 for the content thereof.

Complaint 109: Any claim that WMI is entitled to terms more favorable to it than the terms imposed on third party depositors under the MBA Policy would violate applicable federal law and regulations and be untenable. The provision of services, including deposit services, to WMI by its Affiliated Banks, under relevant banking laws and regulations, were required to have been conducted on terms and conditions no less favorable to the bank than would have been undertaken in a comparable transaction with an unaffiliated third party. Thus, these accounts, to the extent they reflect deposits, were required by law to be maintained on terms no less favorable to the Affiliated Banks than those clearly set forth in the MBA Policy.

Answer: The allegations set forth in paragraph 109 of the Complaint state a conclusion of law to which no response is required. To the extent a response is required, Debtors deny same, except refer to the documents referenced in paragraph 109 for the content thereof.

Complaint 110: The MBA Policy expressly grants the Affiliated Banks a right to offset any and all claims against all deposit account liabilities. Specifically, the MBA Policy provides, "you agree we have the right to offset any account or asset of yours then held by us, by our sister bank, or any subsidiary of ours or our sister bank." Said

differently, to the extent the Accounts and the Intercompany Amounts contained therein are deposit liabilities of the Affiliated Banks, the MBA Policy created a broad contractual right of setoff against the Accounts and the Intercompany Amounts for the benefit of the Affiliated Banks and their subsidiaries.

Answer: The allegations set forth in paragraph 110 of the Complaint state a conclusion of law to which no response is required. To the extent a response is required, Debtors deny same, except refer to the documents referenced in paragraph 110 for the content thereof.

Complaint 111: Accordingly, to the extent that any of the Accounts or Intercompany Amounts are found by the Court to constitute deposit liabilities of JPMorgan Chase as assignee of the Receiver, they are deposit liabilities subject to and created under the MBA Policy and JPMorgan Chase has a security interest in, lien rights against and rights of set off and recoupment against the Intercompany Amounts as deposit liabilities under the MBA Policy and standard deposit account agreement terms and conditions applicable to all third party depositors and as in effect at the time that the Affiliated Banks and their parent entered into the transactions creating and maintaining the Accounts.

Answer: The allegations set forth in paragraph 111 of the Complaint state a conclusion of law to which no response is required. To the extent a response is required, Debtors deny same and further deny that JPMorgan Chase is entitled to any relief.

(iii) JPMorgan Chase Also Has an Express Security Interest in at Least One Account

Complaint 112: In addition, WMI entered into at least one specific security agreement with WMB (the "Security Agreement") whereby WMB received a security interest in and lien upon at least one of the Accounts in return for providing value to WMI. According to its terms, the Security Agreement "shall be binding upon [WMI] and its successors and assigns, and shall inure to the benefit of, and may be enforced by [WMB] and its successors, transferees, and assigns." This express security interest creates a lien to secure any and all intercompany obligations. JPMorgan Chase is the successor, transferee or assignee of the Security Agreement and entitled to enforce its terms against WMI at least as to Intercompany Amounts associated with Account No. 177-8911206. A true and correct copy of the Security Agreement is attached as Exhibit J.

Answer: The allegations set forth in paragraph 112 of the Complaint state a conclusion of law to which no response is required. To the extent a response is required, Debtors deny same, except respectfully refer the Court to the documents referenced in paragraph 112 for the content thereof.

(iv) The September \$3.67 Billion Book Entry Transfer

Complaint 113: Between September 19, 2008 and September 24, 2008, in the days immediately preceding the impending takeover of WMB by its regulators, WMI directed book entries purporting to transfer approximately \$3.67 billion (the "\$3.67 Billion Book Entry Transfer") from WMB to WMB fsb. The entries direct the transfer from the triple 070-10450009909 "On-Us" Account No. 17900001650667, which is reflected in the internal On-Us Elevation Report and the Internal Checking Detail as an account at WMB, to what WMI now claims was a deposit account at WMB fsb identified as triple 070-10441-0009909 "On-Us" Account No. 44100000064234.

Answer: Debtors deny the allegations set forth in paragraph 113 of the Complaint, except Debtors admit and aver that \$3.67 billion was transferred to a deposit account bearing Account No. 44100000064234, and respectfully refer the Court to the documents referenced in paragraph 113 and the Complaint for the content thereof.

Complaint 114: The general ledger entries for this transaction indicate that the entries were posted on September 24, 2008 with a "retro" date to September 19, 2008 and describe the \$3.67 Billion Book Entry Transfer as "WMI contributes to FSB." WMI has asserted that the transaction was intended to be a transfer of funds from a WMI deposit account at WMB to a WMI deposit account at WMB fsb. What is clear, however, is that no cash or other funds were actually moved to or received by WMB fsb in connection with the transfer.

Answer: Debtors deny the allegations set forth in paragraph 114 of the Complaint, except admit that there was a transfer of funds from a WMI deposit account at WMB to a WMI deposit account at WMB fsb, and respectfully refer the Court to the ledger entries for the content thereof.

Complaint 115: The Debtor's agreement to the terms of the Account Stipulation and the deposit agreements that provide JPMorgan Chase on behalf of itself and its affiliates and subsidiaries with broad post-petition lien rights and rights of setoff and recoupment resulted in the entry of the \$3.67 Billion Book Entry Transfer as a deposit liability on the books and records of JPMC. Having executed the standard deposit agreements with JPMorgan Chase necessary to have this account reflected as a deposit at JPMorgan Chase, WMI should be estopped from taking the position that these account agreements were a mistake and not binding on it or from enjoying-the benefit of having-the Accounts reflected as deposit liabilities free of the lien and setoff rights created by those very same agreements. To the extent that any post-petition book entry is considered as relevant to the status of the purported deposit, any such resulting deposit should similarly be considered subject to the depository institution's rights, including post-petition contractual and statutory rights of setoff, that accompany the post-petition deposit.

Answer: Debtors object to the allegations set forth in paragraph 115 of the Complaint on the grounds that such allegations purport to disclose confidential settlement communications in violation of ethical and legal rules binding upon JPMorgan Chase and its counsel (*see, e.g.*, Fed. R. Evid. 408), and Debtors reserve all rights, remedies and defenses with respect to the breach of such ethical and legal obligations. To the extent a response is required, Debtors deny the allegations set forth in paragraph 115 of the Complaint.

Complaint 116: WMB fsb would never have accepted a deposit liability from an unaffiliated third party without first receiving good funds, or at least not a deposit liability of the magnitude its parent now asserts was created on or about September 19, 2008. The \$3.67 Billion Book Entry Transfer represented approximately 44% of the total deposits at WMB fsb, an increase of nearly 80% in total deposit liabilities. In no way was this an ordinary course transaction. Regardless of the fact that WMI and its affiliates may have operated a centralized cash management system for efficiency as members of the same corporate family, intracompany transfers, unaccompanied by actual movement of funds, cannot create obligations and liabilities as third parties when the corporate ownership link is broken. Because no cash or other funds were actually transferred by WMI to WMB fsb, the \$3.67 Billion Book Entry Transfer could not have created a deposit liability of WMB fsb to WMI without receipt of good funds. To the extent the \$3.7

Billion Book Entry Transfer is nonetheless deemed to create such a liability, JPMC is entitled to a complete offset for WMI's failure to deliver good funds representing that \$3.67 billion deposit.

Answer: Debtors deny that JPMorgan Chase is entitled to any relief and to the extent a response is otherwise required Debtors deny the allegations set forth in paragraph 116 of the Complaint.

Complaint 117: The \$3.7 Billion Book Entry Transfer was not a deposit account and WMI should be estopped from making any claims to the contrary.

Answer: Debtors deny that JPMorgan Chase is entitled to any relief and to the extent a response is otherwise required Debtors deny the allegations set forth in paragraph 117 of the Complaint.

Complaint 118: Alternatively, to the extent any third party has or may have a claim against WMB fsb and/or JPMorgan Chase with respect to or as a result of the \$3.7 Billion Book Entry Transfer, JPMorgan Chase is entitled to-be indemnified by WMI for any liability it may incur and is entitled to recover the amount by which it is or may be liable to any such third party from the Intercompany Amounts.

Answer: Debtors deny that JPMorgan Chase is entitled to any relief and to the extent a response is otherwise required Debtors deny the allegations set forth in paragraph 118 of the Complaint.

(v) The Tax Refunds and other Funds in the Accounts

Complaint 119: A substantial portion of the Intercompany Amounts were, at the time of the Receivership and the Petition Date, in fact the property of the Affiliated Banks, representing tax payments made by the Affiliated Banks either as (i) accelerated payments of amounts previously claimed by WMI against the Affiliated Banks purportedly for taxes paid in prior years by WMI on behalf of the Affiliated Banks; or (ii) amounts transferred to WMI in payment of estimated or actual 2008 taxes.

Answer: Debtors deny the allegations set forth in paragraph 119 of the Complaint.

Complaint 120: In addition, after the Petition Date, at least approximately \$234 million of tax refunds due to WMB — the rights to which were purchased by JPMorgan Chase as assets of WMB (the "Tax Refunds Received") — were paid to WMI. An amount equal to at least this \$234 million of the Tax Refunds Received are included in the balance of the Intercompany Amounts and the Accounts and should be paid over to JPMorgan Chase as the lawful owner of those funds.

Answer: Debtors deny the allegations set forth in paragraph 120 of the Complaint.

Complaint 121: The Tax Refunds Received should not have been, and at various times were not in fact, recorded in any way as a deposit liability. The Tax Refunds Received were and are property of JPMorgan Chase purchased under the P&A.

Answer: Debtors deny the allegations set forth in paragraph 121 of the Complaint.

(vi) Section 9.5 of P&A Agreement

Complaint 122: To the extent any of the Accounts are deposit liabilities assumed by JPMorgan Chase, pursuant to Section 9.5 of the P&A, "[a]t any time, the [FDIC] may, in its discretion, determine that all or any portion of any deposit balance assumed by [JPMorgan Chase] pursuant to this Agreement does not constitute a "Deposit" . . . and may direct [JPMorgan Chase] to withhold payment of all or any portion of any such deposit. Upon such direction, [JPMorgan Chase] agrees to hold such deposit and not make payment of such deposit balance to or on behalf of the depositor, or to itself, whether by way of transfer, set-off, or otherwise. [JPMorgan Chase] shall be obligated to reimburse the [FDIC], . . . for the amount of any deposit balance or portion thereof paid by [JPMorgan Chase] in contravention of any previous direction to withhold payment of such deposit balance or return such deposit balance, the payment of which was withheld pursuant to this Section."

Answer: Debtors deny the allegations set forth in paragraph 122 of the Complaint, except respectfully refer the Court to the P&A Agreement for the content thereof.

Complaint 123: The FDIC has not to date notified JPMorgan Chase that all or any portion of the Intercompany Amounts or Accounts are or are not Deposit Liabilities within the meaning of the P&A. Nor has the FDIC directed JPMorgan Chase to withhold payment on all or any portion of the Accounts. JPMorgan Chase requests that to the extent this Court orders JPMorgan Chase to pay any portion of the

Intercompany Amounts or Accounts to the Debtors or into the registry of this Court, that the Court do so by way of interpleader under Rule 7022, releasing JPMorgan Chase from any liability for such amounts to any person and preserving the rights of all parties and all possible claimants with respect to those funds (including JPMorgan Chase). Specifically, JPMorgan Chase requests a finding that it only has to pay or credit the Accounts or the Intercompany Amounts once and that this Court's determination regarding ownership, character and rights in or to the Intercompany Amounts or the Accounts is final so that JPMorgan Chase has no further liability in any capacity for the Intercompany Amounts or Accounts except as may be determined by this Court in this proceeding.

Answer: Debtors deny knowledge or information sufficient to form a belief as to the truth of the allegations in the first two sentences of paragraph 123 of the Complaint and therefore deny same. Debtors further deny that JPMorgan Chase is entitled to any relief.

Complaint 124: In the District Court Action, the Debtors assert that JPMorgan Chase assumed these liabilities as deposit liabilities under the P&A and that they are now depositors of JPMorgan Chase.

Answer: Debtors deny the allegations set forth in paragraph 124 of the Complaint, except respectfully refer the Court to the complaint filed by the Debtors in the DC Action for the content thereof.

F. Goodwill Litigation

Complaint 125: JPMorgan Chase, as the successor in interest to the Receiver and WMB—and not WMI—is the proper recipient of both the \$356,454,911 judgment entered in *Anchor Savings Bank, FSB v. United States*, No. 95-872C (Fed. Cl.) (the "Anchor Judgment") and the \$55,028,000 partial judgment entered in *American Savings Bank, F.A. v. United States*, No. 92-872C (Fed. Cl.) (the "ASB Judgment"), as well as the proper plaintiff in the continuing *Anchor Savings Bank and American Savings Bank* cases.

Answer: The allegations set forth in paragraph 125 of the Complaint state a conclusion of law to which no response is required. To the extent a response is required, Debtors deny same,

except respectfully refer the Court to the pleadings and court decisions of the referenced cases for the content thereof.

Complaint 126: The *Anchor Savings Bank and American Savings Bank* cases are two of the numerous actions brought against the United States, asserting that passage of the Financial Institutions Reform, Recovery, and Enforcement Act ("FIRREA") breached supervisory merger contracts that permitted financial institutions to apply special accounting treatment to their acquisitions of failing savings and loan thrifts. Specifically, the contracts permitted the treatment of supervisory goodwill as regulatory capital that was no longer permissible under FIRREA.

Answer: Debtors deny the allegations set forth in paragraph 126 of the Complaint, except respectfully refer the Court to the pleadings and documents in the referenced cases for the content thereof, and state that the allegations in the last sentence of paragraph 126 of the Complaint state a conclusion of law as to which no response is required.

Complaint 127: As the facts and court decisions in the *Anchor Savings Bank* action establish, the damages resulting from the United States' breach of a series of contracts were incurred by *Anchor Savings Bank*. Ownership of the *Anchor Savings Bank* cause of action remained at all times with *Anchor Savings Bank*—the sole plaintiff in the action—and the successor thrifts so that the *Anchor Judgment* thereby became an asset of WMB. In 1995, the operations and assets of *Anchor Savings Bank* were merged with those of *Dime Savings Bank*. In 2002, *Dime Savings Bank* was merged into WMB.

Answer: The allegations set forth in paragraph 127 of the Complaint state a conclusion of law to which no response is required. To the extent a response is required, Debtors deny same, except respectfully refer the Court to the pleadings and court decisions in the referenced cases for the content thereof.

Complaint 128: Similarly, the capital at issue in the *American Savings Bank* action was provided and posted by *American Savings Bank, F.A.* and consisted of inventory capital and retained earnings held by *American Savings-Bank, F.A.* As the facts and court decisions in the *American Savings Bank* action establish, the damages resulting from the United States' breach of the Note Forbearance—which are

the damages comprising the ASB Judgment—were incurred by American Savings Bank, F.A. The plaintiff that provided the capital, American Savings Bank, F.A., was the predecessor in interest to WMB and amended its Federal Stock Charter in 1997 to change its corporate title from American Savings Bank, F.A. to Washington Mutual Bank, F.A. In addition, the parent company of American Savings Bank, F.A., New American Capital, Inc., was subsequently liquidated and merged into WMB, not WMI.

Answer: The allegations set forth in paragraph 128 of the Complaint state a conclusion of law to which no response is required. To the extent a response is required, Debtors deny same, except respectfully refer the Court to the merger documents and to the pleadings and court decisions in the referenced cases for the content thereof.

Complaint 129: WMI has asserted that it is entitled to the ASB Judgment, which on February 16, 2009, this Court ordered be paid into its registry. This Court further directed that any party, other than the Debtors, asserting an ownership interest in the ASB Judgment bring its claim through an adversary proceeding in accordance with Bankruptcy Rule 7001. JPMorgan Chase hereby does so.

Answer: Debtors admit the allegations set forth in paragraph 129 of the Complaint, except deny that JPMorgan Chase is entitled to any relief.

G. Legacy Rabbi Trusts and Benefit Plans

(i) Legacy Rabbi Trusts

Complaint 130: The Debtors have refused to acknowledge JPMorgan Chase's ownership of the assets of certain rabbi trusts ("Legacy Rabbi Trusts") that belong to JPMorgan Chase under the terms of the P&A, even though these assets were reflected on WMB's books and records and WMB was the successor to the original settlor. These assets support obligations under certain non-qualified retirement and pension plans covering current or former employees of or retirees from WMB or its predecessors in interest.

Answer: Debtors deny the allegations that JPMorgan Chase has "ownership of the assets" and otherwise deny the allegations set forth in paragraph 130 of the Complaint.

Complaint 131: In a series of mergers in the late 1990s and the early part of this decade, WMI, through a variety of subsidiaries, acquired a

number of financial institutions, which were merged into, or the assets of which were purchased by, WMB. As part of these acquisitions, WMB also acquired a number of non-qualified plans funded through Legacy Rabbi Trusts as well as liabilities for other plans not supported by trust assets. Rabbi Trusts are used to fund the payment of benefits under nonqualified deferred compensation plans that were adopted by some of the financial institutions WMI acquired. As of September 30, 2008, the books and records of WMB and WMI reflected 16 separate legacy plan Rabbi Trusts with aggregate legacy Rabbi Trust assets of over \$550 million.

Answer: Debtors deny the allegations set forth in paragraph 131 of the Complaint, except respectfully refer the Court to the merger documents, plan documents, and books and records, for the content thereof.

Complaint 132: The "Legacy Rabbi Trusts" support the liabilities created under a number of non-qualified deferred compensation and supplemental retirement plans ("legacy plans") adopted by predecessor institutions acquired by the Washington Mutual family over the years.

Answer: Debtors admit that "Legacy Rabbi Trusts" support liabilities created under a number of non-qualified deferred compensation and supplemental retirement plans adopted by predecessor institutions acquired by certain Washington Mutual entities over the years, and otherwise deny the allegations set forth in paragraph 132 of the Complaint.

Complaint 133: Since the execution of the P&A, JPMorgan Chase has been prepared to assume the obligations supported by the rabbi trust assets that it purchased under the P&A but the Debtors have refused to provide joint instructions to the trustees even where it is incontrovertible that the assets for a particular trust were acquired by JPMorgan Chase under the P&A. In so refusing to acknowledge JPMC's ownership and utilizing the automatic stay, the Debtors in effect have halted the payment of benefits to employees and many elderly retirees.

Answer: Debtors deny the allegations set forth in paragraph 133 of the Complaint.

Complaint 134: Under the P&A, the assets of twelve Legacy Rabbi Trusts were sold to JPMorgan Chase by the FDIC. With respect to five of these Legacy Rabbi Trusts, the FDIC has directed the trustees to turn the assets over to JPMorgan Chase and, when that happens,

JPMorgan Chase has agreed to recommence the payment of benefits to retirees and others whose benefits were supported by the Legacy Rabbi Trust assets. With respect to the other seven Legacy Rabbi Trusts—four Dime Savings Bank Rabbi Trusts (the "Dime Rabbi Trusts"), two Great Western Rabbi Trusts (the "Great Western Rabbi Trusts"), and a Providian Rabbi Trust (the "Providian Rabbi Trust" and, together with the Dime Rabbi Trusts and the Great Western Rabbi Trusts, the "Bank Rabbi Trusts")²—there was some initial ambiguity as to either the identity of the successor to the original settlor of the Bank Rabbi Trust or the source of funding for the trust assets. JPMorgan Chase has since provided the Debtors with documentation for the conclusion that WMB had properly accounted for the assets of the Bank Rabbi Trusts on its books and that WMB was the successor to the original settlor. Accordingly, the assets of the Bank Rabbi Trusts were confirmed as property of WMB and thus also purchased by JPMorgan Chase under the P&A. To date, the Debtors have refused to acknowledge JPMorgan Chase's ownership of the Bank Rabbi Trust assets in writing.

Answer: Debtors deny the allegations set forth in paragraph 134 of the Complaint.

Complaint 135: To determine with finality the ownership of the assets of the Legacy Rabbi Trusts, JPMorgan Chase requests that the Court enter an order declaring that JPMorgan Chase purchased the assets of the Legacy Rabbi Trusts, and an order authorizing JPMorgan Chase and the trustees of each of the Legacy Rabbi Trusts to take all actions necessary or appropriate to transfer ownership of the assets to JPMorgan Chase and compel Debtors to cooperate in the transfer of them to JPMorgan Chase.

Answer: Debtors deny that JPMorgan Chase is entitled to any relief and to the extent a response is otherwise required Debtors deny the allegations set forth in paragraph 135 of the Complaint.

(ii) The Pension Plan and the 401(k) Plan

Complaint 136: As of the Petition Date, WMI sponsored the WaMu Savings Plan, a tax qualified savings plan under section 401(k) of the Internal Revenue Code (the "401(k) Plan"), and a tax qualified

² JPMorgan Chase does not assert an ownership interest in the Rabbi Trusts previously sponsored by H.F. Ahmanson and Co. Accordingly, the Ahmanson Rabbi Trusts' assets and related liabilities are not included in the definition of Rabbi Trusts for the purposes of this Complaint.

cash balance pension plan, the WaMu Pension Plan (the "Pension Plan") (collectively, the "Plans"). In 2007, WMB booked an intercompany receivable of approximately \$316 million payable by WMI to WMB, of which approximately \$275 million is still owed to WMB.

Answer: Debtors admit that WMI sponsored employee benefit plans, including, among others, the Washington Mutual, Inc. Savings Plan, and otherwise deny the allegations set forth in paragraph 136 of the Complaint, except respectfully refer the Court to the plan documents and applicable book entries for the content thereof.

Complaint 137: While WMI was the sponsor of the Plans as of the Petition Date, nearly all of the employees covered by the Plans were employees of WMB or its subsidiaries, many of whom are now employed by JPMorgan Chase.

Answer: Debtors admit the allegations set forth in paragraph 137 of the Complaint, except deny knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 137 that the employees are currently employed by JP Morgan Chase and therefore deny same.

Complaint 138: Employees who participate in the 401(k) Plan contribute a percentage of their pre-tax income to the 401(k) Plan. Prior to the Petition Date, WMB would then match a portion of participants' contributions and fund that amount directly or indirectly by making a payment to the trust associated with the 401(k) Plan, which was administered by Fidelity Management Trust Company. The 401(k) Plan is administered by an administration committee and investments are overseen by an investment committee, whose members were appointed by WMI.

Answer: Debtors admit the allegations set forth in paragraph 138 of the Complaint.

Complaint 139: The Pension Plan is a defined benefit plan in which no employee contributions are required. Instead, required funding contributions were made by WMI and/or participating employers. As with the 401(k) Plan, the Pension Plan was administered, and investments were overseen, by individuals appointed by WMI. As of Petition Date, the Pension Plan had approximately 32,000 participants and assets valued at approximately \$1 billion.

Answer: Debtors admit that the Pension Plan is a defined benefit plan in which no employee contributions are required, that required funding contributions were made by WMI and/or participating employers, and that the Pension Plan was administered, and investments were overseen, by individuals appointed by WMI. Debtors otherwise deny the allegations set forth in paragraph 139 of the Complaint, except respectfully refer the Court to the plan documents for the content thereof.

Complaint 140: Since the Petition Date, WMI has refused to relinquish sponsorship of the Plans. Members of the committees for each plan have made all administrative and investment decisions. WMI has retained responsibility for making payments to participants in the Plans.

Answer: Debtors deny the allegations set forth in paragraph 140 of the Complaint, except admit and aver that (i) WMI has rightfully refused to relinquish sponsorship of Plans, and (ii) JPMorgan Chase has made a number of administrative decisions with respect to the Plans without WMI's guidance or permission.

Complaint 141: Since September 25, 2008, JPMorgan Chase has been seeking to assume the Plans to ensure that covered employees retain their benefits and interests under the Plans. In anticipation of sponsoring the Plans, JPMorgan Chase, for the benefit of former WMB employees currently employed by JPMorgan Chase, has continued to record accruals for the Pension Plan. JPMorgan Chase also has directed employee contributions into the 401(k) Plan and funded significant matching contributions.

Answer: Debtors deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 141 of the Complaint and therefore deny same.

Complaint 142: WMB, not WMI, had the real economic interest in the Plans, having (i) incurred most of the pension and other expenses associated with the Pension Plan and funded the contributions for the 401(k) Plan and (ii) employed nearly all of the participants. As of the Petition Date, the Pension and 401(k) Plans were not material to WMI's business or reorganization because WMI, by its own account, had only a handful of employees as of the Petition Date and, even since the Petition Date, has added only a dozen or two additional former employees of WMB. Thus, JPMorgan Chase believed that it would ultimately assume sponsorship of the Plans.

Answer: Debtors deny the allegations set forth in paragraph 142 of the Complaint, except Debtors deny knowledge or information sufficient to form a belief as to the truth of the allegations in the last sentence of paragraph 142 of the Complaint and therefore deny same.

Complaint 143: The Debtors have nonetheless refused to allow JPMorgan Chase to assume the Plans. With respect to the Pension Plan, the Debtors' refusal appears to be based on the unfounded claim that the Pension Plan is over-funded and the desire to extract from JPMorgan Chase the purported over-funding as a condition to assuming sponsorship. There is no support for this assertion under fact, law (including the Employee Retirement Income Security Act of 1974, which likely would prevent such a recapture) or the P&A. JPMorgan Chase intends to assume and continue the Pension Plan and the sufficiency of the Pension Plan's assets to cover benefit obligations will continue to vary depending upon ongoing market and economic fluctuations that affect the value of plan assets, as well as the interest rate used to discount liabilities. It therefore makes no sense to suggest that there is "over-funding" that is due to the Debtors today as a practical matter, under relevant law or pursuant to the P&A.

Answer: Debtors deny the allegations set forth in paragraph 143 of the Complaint, and deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 143 of the Complaint that refer to what JPMorgan Chase purportedly intends and Debtors therefore deny same.

Complaint 144: With respect to the 401(k) Plan, Debtors' position is even less well reasoned. Debtors cannot obtain any value from the 401(k) Plan or its termination because the assets belong to the employees. Likewise, there is no basis for Debtors' assertion that, in connection with assumption of the Plans, JPMorgan Chase should acquire litigation pending against WMI and certain individual officers and directors arising from their pre-petition alleged misconduct.

Answer: Debtors deny the allegations set forth in paragraph 144 of the Complaint.

Complaint 145: Debtors have no rational basis on which to retain sponsorship of the Plans given the pending Chapter 11 proceeding and JPMorgan Chase's repeated attempts to assume the sponsorship and to ensure that the participants and beneficiaries are protected on an ongoing basis. To avoid hardship to its employees,

JPMorgan Chase has continued to accrue benefits and make contributions into the 401(k) Plan, while waiting for WMI to stop holding the participants and their benefits hostage as the value of the assets in the Pension Plan has dropped. The decline in value of those assets may be of little moment to WMI since it no longer employs the participants and is a debtor in bankruptcy, but it does matter to others.

Answer: Debtors deny the allegations set forth in paragraph 145 of the Complaint.

Complaint 146: JPMorgan Chase seeks a determination that either (i) JPMorgan Chase be permitted immediately to assume sponsorship of the Plans without making payments to the Debtors that they have no right to demand; or (ii) the Debtors and their estates are responsible for, and must indemnify and hold JPMorgan Chase harmless for any liabilities due to the decline in value of the Pension Plan during this Chapter 11 case.

Answer: Debtors deny that JPMorgan Chase is entitled to any relief and to the extent a response is otherwise required Debtors deny the allegations set forth in paragraph 146 of the Complaint.

Complaint 147: JPMorgan Chase further requests that this Court allow its administrative claims against the Debtors for (i) the amount of all contributions made from and after the Petition Date to the 401(k) Plan; and (ii) the amount by which the decline in the value of the assets in the Pension Plan from and after the Petition Date has resulted from WMI's inattention and failure properly to administer the Pension Plan assets. Finally, whatever the outcome of the sponsorship issue, the pending litigation matters are and should remain the responsibility of WMI and its estate and JPMC is entitled to be fully indemnified and held harmless for any and all claims related to the Pension and 401(k) Plans prior to the date upon which JPMC may assume their sponsorship.

Answer: Debtors deny that JPMorgan Chase is entitled to any relief and to the extent a response is otherwise required Debtors deny the allegations set forth in paragraph 147 of the Complaint.

Complaint 148: As set forth in the P&A, JPMorgan Chase purchased "all of the Receiver's right, title and interest," in the Plans, pursuant to and in accordance with the FDI Act. On December 30, 2008, the Debtors nonetheless submitted a claim to the Receiver asserting,

among other things, ownership of various of the employee benefits plans. On January 23, 2009, the Debtors' claims were disallowed by the Receiver. On March 20, 2009, the Debtors commenced the District Court Action with respect to the disallowance of their claims and put ownership of the plans and its liabilities at issue in that action.

Answer: Debtors deny the allegations set forth in paragraph 148 of the Complaint, except respectfully refer the Court to the P&A Agreement, the Proof of Claim, the Disallowance Notice, and the complaint filed by the Debtors in the DC Action on March 20, 2009, for the content thereof.

H. Other Assets

(i) Company and Bank Owned Life Insurance Policies

Complaint 149: JPMorgan Chase also seeks an order confirming that certain life insurance policies owned by WMB and the cash surrender value of which were reflected on the books and records of WMB as of September 25, 2008 are JPMorgan Chase's property and were purchased under the P&A. These life insurance policies are known as Bank Owned Life Insurance ("BOLI").

Answer: Debtors deny that JPMorgan Chase is entitled to any relief and to the extent a response is otherwise required Debtors deny the allegations set forth in paragraph 149 of the Complaint.

Complaint 150: The BOLI policies are types of life insurance policies purchased by WMB (or a predecessor company) on the lives of employees. Under these types of plans, WMB paid the premiums on the insurance and was also the primary beneficiary of the policies. In the case of a split dollar policy, the insurance proceeds are split by both WMB (or a predecessor company) and the insured employees designated beneficiary. WMB used- these BOLI policies and split dollar policies as a tax-deferred way to fund the costs of various welfare plans, hedge deferred compensation arrangements and to provide insurance benefits to certain employees.

Answer: Debtors admit the allegations set forth in the first sentence of paragraph 150 of the Complaint. Debtors deny knowledge or information sufficient to form a belief as to the truth of

the remaining allegations in paragraph 150 of the Complaint and therefore deny same, except respectfully refer the Court to the BOLI policies for the content thereof.

Complaint 151: By letter dated November 7, 2008, a true and correct copy of which is attached as Exhibit K (the "Cease and Desist Letter"), counsel for the Debtors demanded that JPMorgan Chase cease exercising control over the BOLI policies on the ground that the Debtors believed they might have an ownership interest in those policies and demanded access to books and records regarding the BOLI policies. JPMorgan Chase complied with the demand in the Cease and Desist Letter in order to provide the Debtors with the information they requested. JPMorgan Chase and Debtor have provided each other with documentation establishing the ownership of each party in certain policy list bills. (See Exhibit L for list bills owned by JPMorgan Chase.) Accordingly, each of the parties have exercised their respective ownership rights over the policies that they own.

Answer: Debtors deny the allegations set forth in paragraph 151 of the Complaint, except respectfully refer the Court to the documents referenced in paragraph 151 for the content thereof.

Complaint 152: There are two BOLI policies issued by Pacific Life list bills of 7675A and 7729A on which the Debtors and JPMorgan Chase could not reach agreement as to ownership (the "Pac Life List Bill Policies"). As between WMI and WMB, these BOLI policies are reflected on WMB's books and records and owned by WMB. WMB acquired the policies from a banking institution that merged with WMB and these policies were on the books of that institution at the time of the merger. The accounting records of WMB do not show a dividend of these policies to WMI or a purchase of these policies by WMI, the only lawful ways that these policies could have been acquired by WMI from WMB. However, the carrier has advised JPMorgan Chase that, according to the records of the carrier, Washington Mutual Revocable Trust, not WMB, is shown as the policy owner. Because Debtors have refused to acknowledge JPMorgan Chase's ownership of these policies, JPMorgan Chase has not taken any action with respect thereto. JPMorgan Chase requests that the Court determine that JPMorgan Chase acquired all right, title and interest in and to these policies under the P&A and that WMI has no interest in them. To the extent that the carrier's records reflect WMI as the policy owner, WMI has no more than bare legal title under Section 541(iv) of the Bankruptcy

Code and JPMorgan Chase is entitled to a declaration that it, and not WMI, is the rightful owner of the policies.

Answer: Debtors admit the allegations set forth in the first sentence of paragraph 152 of the Complaint, and otherwise deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 152 of the Complaint and therefore deny same, and further deny that JPMorgan Chase is entitled to any relief.

Complaint 153: The parties did not address and no action has been taken by JPMorgan Chase with respect to certain other policies, the cash surrender value of which is reflected on WMB's books and records as of September 25, 2008. These policies consist of ING Security Life List Bills E208090000 and E208090001 and approximately 955 Split Dollar policies issue by a number of carriers.

Answer: Debtors deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 153 of the Complaint and therefore deny same.

Complaint 154: The ING Security Life policies were reflected on the books and records of American Savings Bank, F.A. when it merged into WMB and supported American Savings Bank's executive life insurance plan. These policies were reflected on WMB's books and records as of September 25, 2008 and therefore were acquired by JPMorgan Chase from the Receiver under the P&A. WMI has no legal, record, equitable or beneficial interest in any of these policies and no right to continue to interfere with JPMorgan Chase's administration of these policies.

Answer: Debtors deny the allegations set forth in paragraph 154 of the Complaint, except respectfully refer the Court to the P&A Agreement for the content thereof.

Complaint 155: As of the date of the P&A, the 955 Split Dollar policies were recorded on the books of WMB. These policies initially belonged to Commercial Capital Bancorp Inc. ("CCBI") when it was merged into WMB in April 2006 and were reflected on its books as of the date of the merger. Correspondence with the insurance carriers for these Split Dollar policies—Beneficial Life, Jefferson Pilot Financial, John Hancock, Massachusetts Mutual, Midland National, New York Life, Northwestern Mutual, Security Life of Denver, and West Coast Life confirms that WMB was the owner of these policies as of September 25, 2008. Once again, there can

be no legitimate dispute regarding JPMorgan Chase's ownership of these policies. WMI has no legal, record, equitable, or beneficial interest in any of these policies and no right to interfere with JPMorgan Chase's administration of these policies as they clearly are property of JPMorgan Chase acquired from the Receiver under the P&A.

Answer: Debtors deny the allegations set forth in paragraph 155 of the Complaint.

Complaint 156: Accordingly, JPMorgan Chase seeks a determination that it owns the BOLI policies and Split Dollar policies discussed above, along with an administrative claim for its damages, fees, costs, and expenses, including for any deterioration in the value of these policies during the administration of these cases.

Answer: Debtors deny that JPMorgan Chase is entitled to any relief and to the extent a response is otherwise required Debtors deny the allegations set forth in paragraph 156 of the Complaint.

Complaint 157: As set forth in the P&A, JPMorgan Chase purchased "all of the Receiver's right, title and interest," in the BOLI policies and Split Dollar policies, pursuant to and in accordance with the FDI Act. On December 30, 2008, the Debtors nonetheless submitted a claim to the Receiver asserting, among other things, ownership of certain of these policies. On January 23, 2009, the Debtors' claims were disallowed by the Receiver. The Receiver's disallowance is dispositive of the fact that the Debtors do not own these policies. On March 20, 2009, the Debtors commenced the District Court Action with respect to the disallowance of their claims.

Answer: Debtors deny the allegations set forth in paragraph 157 of the Complaint, except respectfully refer the Court to the P&A Agreement, the Proof of Claim, the Disallowance Notice, and the complaint filed in the DC Action on March 20, 2009, for the content thereof.

(ii) Visa Shares

Complaint 158: WMB was the original WaMu Group member of Visa U.S.A. Inc. WMB fsb became a member on July 27, 1994, when it signed the Visa U.S.A Inc. Membership Agreement with Washington Mutual, a Federal Savings Bank (predecessor to WMB) serving as its sponsor. WMB conducted the Visa payment card business for WaMu Group, paid all service fees, and bore the risk of the Visa payment card business.

Answer: The allegations set forth in paragraph 158 of the Complaint state a conclusion of law to which no response is required. To the extent a response is required, Debtors deny same, except respectfully refer the Court to the documents referenced in the allegations set forth in paragraph 158 of the Complaint for the content thereof.

Complaint 159: As part of Visa's restructuring and initial public offering, members of Visa U.S.A. were allocated shares of Class B common stock in Visa, Inc. The shares were allocated based on each member's ownership interest, which was calculated on the basis of service fees paid over a period of time.

Answer: The allegations set forth in paragraph 159 of the Complaint state a conclusion of law to which no response is required. To the extent a response is required, Debtors deny same, except respectfully refer the Court to the relevant restructuring and initial public offering documents for the content thereof.

Complaint 160: The allocation of Class B shares and Visa's retrospective responsibility plan (the "Plan") are outlined in Visa, Inc.'s Prospectus dated March 18, 2008 (the "Final Prospectus") (filed with the U.S. Securities and Exchange Commission), as well as in certain transaction documents. Class B shares are subject to the restrictions and are encumbered by contingent liabilities. The Class B shares are convertible into Class A shares upon the satisfaction of certain conditions and pursuant to a conversion formula, all as described in Visa Inc.'s Final Prospectus and certain related transaction documents.

Answer: The allegations set forth in paragraph 160 of the Complaint state a conclusion of law to which no response is required. To the extent a response is required, Debtors deny same, except respectfully refer the Court to the documents referenced in the allegations set forth in paragraph 160 of the Complaint for the content thereof.

Complaint 161: Pursuant to the restructuring documents, Visa U.S.A. members have litigation indemnification obligations to Visa Inc. with respect to certain antitrust litigation (whether a named defendant or not) referred to in the transaction documents as "Covered Litigation." The Class B shares are restricted until the later of three years or the conclusion of all Covered Litigation. If

shares remain at the conclusion of the Covered Litigation and after the passage of three years, the Class B shares may be converted to Class A shares.

Answer: The allegations set forth in paragraph 161 of the Complaint state a conclusion of law to which no response is required. To the extent a response is required, Debtors deny same, except respectfully refer the Court to the documents referenced in the allegations set forth in paragraph 161 of the Complaint for the content thereof.

Complaint 162: In connection with and in furtherance of the restructuring, certain Visa U.S.A. members executed a Loss Sharing Agreement (the "LSA") and an Interchange Judgment Sharing Agreement (the "JSA"), each document is dated July 2007. Each agreement provides that its signatories will indemnify Visa Inc. for potential liabilities associated with the Covered Litigation whether the signatory is a named defendant or not. The obligation is limited to their Visa U.S.A. respective membership-portions. WMB signed the JSA on July 2, 2007; WMI signed the LSA, which applied to all Covered Litigation, on July 2, 2007.

Answer: The allegations set forth in paragraph 162 of the Complaint state a conclusion of law to which no response is required. To the extent a response is required, Debtors deny same, except respectfully refer the Court to the documents referenced in the allegations set forth in paragraph 162 of the Complaint for the content thereof.

Complaint 163: Indemnity obligations that may arise in connection with the Covered Litigation are to be funded by an escrow account established by Visa. The escrow was established with some proceeds of Visa Inc.'s initial public offering and, to the extent that the escrow must be replenished, through further dilution of the Class B common stock. If the funds contained in the escrow account (after continued Class B share dilution) prove insufficient to satisfy a Covered Litigation, the Final Prospectus as well as certain transaction documents, provide that in addition to the dilution of the Visa Class B shares, any shortfall is to be paid from the voting members' own funds in accordance with their respective ownership proportion. The foregoing is clearly set out in the Final Prospectus, as well as in the LSA and in other transaction documents.

Answer: Debtors deny the allegations set forth in paragraph 163 of the Complaint, except respectfully refer the Court to the documents referenced in paragraph 163 for the content thereof.

Complaint 164: On October 2, 2007, a notice of pre-true up share allocation was sent to WMI, indicating that WaMu Group would be allocated 5,465,562 shares of Visa Inc. class USA common stock. Pursuant to a true-up procedure, on March 17, 2008, the share allocation was adjusted to 5,130,523 shares of Visa Class B common stock. In the course of the initial public offering, Visa Inc. redeemed some of the Class B Shares of its members and paid proceeds to the members. On March 28, 2008, after redemption and payment of proceeds, 3,147,059 shares of Visa Inc. Class B common stock (the "Visa shares") were allocated to WaMu Group.

Answer: Debtors deny the allegations set forth in paragraph 164 of the Complaint, except respectfully refer the Court to the documents referenced in paragraph 164 for the content thereof.

Complaint 165: JPMorgan Chase believes that the Visa shares were issued in the name of WMI consistent with Visa's general practice of issuing its stock to the holding company of its issuing bank members. The Visa shares were not in the name of the bank entity issuing the credit and/or debit payment cards, which entity had paid fees to Visa and also had responsibility for the gains and-losses associated with being a card issuing Visa member.

Answer: Debtors deny knowledge or information sufficient to form a belief as to the truth of the allegations in the first sentence of paragraph 165 of the Complaint which refer to what JPMorgan Chase supposedly "believes", and therefore deny same. Debtors deny the remaining allegations set forth in paragraph 165 of the Complaint, except respectfully refer the Court to the documents referenced in paragraph 165 for the content thereof.

Complaint 166: The proceeds Visa paid to its members in the initial public offering were in the case of WaMu Group, distributed to WMB.

Answer: Debtors deny the allegations set forth in paragraph 166 of the Complaint.

Complaint 167: Although WMI may have received bare legal title from Visa upon distribution of the shares, WMB at all times remained, and was required by applicable regulations and law to be, the beneficial owner of the Visa shares.

Answer: Debtors deny the allegations set forth in paragraph 167 of the Complaint.

Complaint 168: The expense and reserve associated with the Covered Litigation were posted to WMB and recorded in the profit and loss statement at the WMB level. For example, in 2007, WMB recognized a guarantee liability of \$50 million for the modified indemnification obligation that resulted from Visa's reorganization and initial public offering. According to publicly filed documents, therefore, WMB accounted for loss with respect to the Covered Litigation which burdens the Visa shares. WMB was the beneficial owner of the Visa shares, ownership which passed to JPMorgan Chase as the successor to the Receiver under the P&A.

Answer: Debtors deny the allegations set forth in paragraph 168 of the Complaint.

Complaint 169: Debtors have refused to transfer title in the Visa shares to JPMorgan Chase. In WMI's Schedule of Assets and Liabilities, originally filed December 19, 2008, first amended on January 27, 2009 and then amended again on February 24, 2009, Debtors list approximately 5.4 million shares of Visa Inc. Class B stock as an asset of the estate in "Schedule B — Personal Property," Item 13.

Answer: Debtors admit that Debtors have not transferred to JPMorgan Chase title in the Class B common stock of Visa that was allocated to the WaMu Group on March 28, 2008 (the "Visa Shares"). Debtors deny the remaining allegations set forth in paragraph 169 of the Complaint, except respectfully refer the Court to the documents referenced in paragraph 169 of the Complaint for the content thereof.

Complaint 170: Upon information and belief, WMI holds only 3.147 million Visa shares, which it received post-redemption.

Answer: Debtors admit that WMI holds 3.147 million Visa Shares, which it received post-redemption.

Complaint 171: As set forth in the P&A, JPMorgan Chase purchased "all of the Receiver's right, title and interest," in the Visa shares, pursuant to and in accordance with the FDI Act. JPMorgan Chase seeks an

order determining that the Visa shares in which WMI has bare legal title were owned by WMB are JPMorgan Chase's property and were purchased pursuant to the P&A.

Answer: Debtors deny the allegations set forth in paragraph 171 of the Complaint, except respectfully refer the Court to the P&A Agreement for the content thereof, and deny that JPMorgan Chase is entitled to any relief.

(iii) Contracts, Intellectual Property and Other Intangible Assets

Complaint 172: Prior to the Receivership, WMB was the primary operating subsidiary of WMI and both WMI and WMB had registered the trademarks "Washington Mutual" and the "W" logo ("Trademarks") and utilized the marks interchangeably in their operations, agreements and transactions.

Answer: Debtors admit that WMB was the primary operating subsidiary of WMI. Debtors deny the remaining allegations set forth in paragraph 172 of the Complaint, except respectfully refer the Court to the registration documents for the content thereof.

Complaint 173: Prior to the Receivership, a number of contracts and other counterparty transactions to lease property, perform services, deliver goods, license, develop or acquire software were entered into for the benefit of the banking operations formerly owned by WMB, now owned and operated by JPMorgan Chase (the "Vendor Contracts"), were bought or paid for by WMB and were utilized extensively if not exclusively by WMB. Some of the Vendor Contracts include prepaid rights, incentives, rebates or developed software (all of the foregoing, together with the Trademarks and the Vendor Contracts, the "Intangible Assets").

Answer: Debtors deny the allegations set forth in paragraph 173 of the Complaint, except admit that (i) WMI is party to numerous agreements with vendors (the "Vendors") who lease property, perform services, deliver goods, or license software that primarily benefit the banking operations formerly owned by WMB (the "Vendor Contracts"); (ii) typically, prior to the receivership, WMB, as the primary beneficiary, paid Vendors for goods and services received pursuant to the Vendor Contracts; (iii) after September 25, 2008 (the "Receivership Date"),

JPMorgan Chase paid certain Vendors for outstanding pre- and post-receivership obligations incurred in connection with the Vendor Contracts; and (iv) notwithstanding these payments, there continue to be unpaid obligations outstanding in connection with certain of the Vendor Contracts.

Complaint 174: As a result of the Receivership and the P&A, WMB's banking operations and subsidiaries no longer belong directly or indirectly to WMI. Vendors have, nonetheless, continued to provide goods and services under the Vendor Contracts. By order dated December 16, 2008, this Court authorized and approved a stipulation between the Debtors and JPMorgan Chase regarding certain of the Vendor Contracts (the "Vendor Stipulation"). The Vendor Stipulation, among other things, (i) facilitates the transfer of the services to JPMorgan Chase, (ii) requires JPMorgan Chase to pay for the services provided under those contracts until twenty days after notice of the rejection of a contract is given by JPMorgan Chase to the Debtors, thereby reducing or eliminating certain expenses of administration, and (iii) allows the Debtors to use any new contracts negotiated by JPMorgan Chase for such services to mitigate any--damage claims filed by such vendors for rejection of their contracts.

Answer: Debtors admit that WMI no longer owns any subsidiaries with any banking operations and that vendors have continued to provide goods and services under vendor contracts. Debtors deny the remaining allegations set forth in paragraph 174 of the Complaint, except respectfully refer the Court to the December 16, 2008 order for the content thereof.

Complaint 175: While the Vendor Stipulation resolved a number of the outstanding issues and protected the estates against administrative liability, the Vendor Stipulation did not resolve issues regarding ownership of the Intangible Assets. There are a number of Intangible Assets which JPMorgan Chase believes were properly assets of WMB, not WMI, and which have not been resolved to date.

Answer: Debtors deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 175 of the Complaint and therefore deny same, except respectfully refer the Court to the December 16, 2008 order for the content thereof.

Complaint 176: Any interest of WMI in these Intangible Assets consists of nothing more than bare legal title and all beneficial and equitable

rights thereunder were WMB's and now belong to JPMorgan Chase as the successor to the Receiver under the P&A and Title 12. While WMI may have been the nominal contracting party for contracts entered by the WaMu Group entities, WMB held all beneficial and equitable title and interest in each Intangible Asset. WMB paid for the Intangible Assets, recorded the Intangible Assets on its books, and interacted directly with the counterparties as the Intangible Assets supported WMB's business, now owned and operated by JPMorgan Chase. All payments and pre-payments on the Vendor Contracts and other Intangible Assets were made by WMB.

Answer: The allegations set forth in paragraph 176 of the Complaint state a conclusion of law to which no response is required. To the extent a response is required, Debtors deny same.

Complaint 177: WMI's Schedule of Assets and Liabilities appears to assert ownership over a number of these Intangible Assets in Schedule G—Executory Contracts and Unexpired Leases.

Answer: Debtors deny the allegations set forth in paragraph 177 of the Complaint, except respectfully refer the Court to the schedule for the content thereof.

Complaint 178: As set forth in the P&A, JPMorgan Chase purchased "all of the Receiver's right, title and interest," in the Vendor Contracts, pursuant to and in accordance with the FDI Act. On December 30, 2008, WMI nonetheless submitted a claim to the Receiver asserting, among other things, an interest in certain of these contracts. On January 23, 2009, the WMI's claims were disallowed by the Receiver. The Receiver's disallowance is dispositive of the fact that the Debtors do not own these contracts. On March 20, 2009, the Debtors commenced the District Court Action with respect to the disallowance of their claims.

Answer: Debtors deny the allegations set forth in paragraph 178 of the Complaint, except respectfully refer the Court to the P&A Agreement, the Proof of Claim, the Disallowance Notice, and the complaint filed in the DC Action on March 20, 2009, for the content thereof.

Complaint 179: JPMorgan Chase is entitled to a declaration that it has all right, title and interest to these Intangible Assets or, in the alternative, JPMorgan Chase is entitled to a claim for the full amount of all damages it may suffer from the loss of these Intangible Assets and to exercise rights of offset and recoupment for that loss.

Answer: Debtors deny that JPMorgan Chase is entitled to any relief and to the extent a response is otherwise required Debtors deny the allegations set forth in paragraph 179 of the Complaint.

RELIEF REQUESTED BY JPMORGAN CHASE

TRUST SECURITIES

**Count One: Trust Securities
(Declaratory Judgment)**

Complaint 180: JPMorgan Chase realleges and incorporates by reference each and every allegation set forth above, as though fully set forth herein.

Answer: In response to paragraph 180 of the Complaint, Debtors repeat and reallege the answers to the foregoing paragraphs of the Complaint as if fully set forth herein.

Complaint 181: As set forth above, JPMorgan Chase contends that, pursuant to the P&A, it purchased the Trust Securities. The Debtors have disputed JPMorgan Chase's ownership of these assets in this bankruptcy case, in their Schedules and in the filing of the District Court Action.

Answer: Paragraph 181 of the Complaint characterizes the nature of the Complaint and therefore no response is required. To the extent a response is required, Debtors deny same, except respectfully refer the Court to the Complaint for the content thereof.

Complaint 182: There is thus an actual controversy that is of sufficient immediacy to warrant judicial relief under the Declaratory Judgment Act, 28 U.S.C. § 2201.

Answer: Debtors deny that JPMorgan Chase is entitled to any relief and otherwise deny the allegations set forth in paragraph 182 of the Complaint, except admit that the Complaint purports to present a request for declaratory relief, and respectfully refer the Court to 28 U.S.C. § 2201 for the content thereof.

Complaint 183: JPMorgan Chase requests a declaratory judgment finding that Debtors must proceed with any claim to the Trust Securities

through the District Court Action it chose to commence. In the alternative, JPMorgan Chase requests a declaratory judgment determining that the Trust Securities are assets purchased by and belonging to JPMorgan Chase.

Answer: Debtors deny that JPMorgan Chase is entitled to any relief and to the extent a response is otherwise required Debtors deny the allegations set forth in paragraph 183 of the Complaint.

**Count Two: Trust Securities
(Breach of Contract)**

Complaint 184: JPMorgan Chase realleges and incorporates by reference each and every allegation set forth above, as though fully set forth herein.

Answer: In response to paragraph 184 of the Complaint, Debtors repeat and reallege the answers to the foregoing paragraphs of the Complaint as if fully set forth herein.

Complaint 185: WMI assumed a direct obligation to WMB upon entering into the Contribution Agreement to immediately contribute and transfer the Trust Securities to WMB following the conditional exchange. In the alternative, WMB was the third party beneficiary of WMI's commitment to the OTS and the FDIC under the Contribution Agreement. WMI also assumed a direct obligation to WMB pursuant to the Assignment Agreement.

Answer: The allegations set forth in paragraph 185 of the Complaint state a conclusion of law to which no response is required. To the extent a response is required, Debtors deny same, except respectfully refer the Court to the documents referenced in paragraph 185 for the content thereof.

Complaint 186: To the extent the Assignment Agreement is interpreted as leaving WMI with anything other than bare legal title, WMI breached the Contribution Agreement. WMI further breached the Contribution Agreement and the Assignment Agreement by refusing to assist JPMorgan Chase in obtaining registered ownership of the Trust Securities.

Answer: Debtors deny the allegations set forth in paragraph 186 of the Complaint.

Complaint 187: JPMorgan Chase (as successor in interest to WMB), has suffered, and will suffer, substantial monetary damages as a proximate result of WMI's breach of the Contribution Agreement and the Assignment Agreement.

Answer: Debtors deny the allegations set forth in paragraph 187 of the Complaint.

**Count Three: Trust Securities
(Unjust Enrichment)**

Complaint 188: JPMorgan Chase realleges and incorporates by reference each and every allegation set forth above, as though fully set forth herein.

Answer: In response to paragraph 188 of the Complaint, Debtors repeat and reallege the answers to the foregoing paragraphs of the Complaint as if fully set forth herein.

Complaint 189: The Debtors would be unjustly enriched if they retained the Trust Securities. From the time of the creation of the Trust Securities, the Debtors benefited from the treatment of the Trust Securities as core capital, which permitted the Debtors to, among other things, satisfy regulatory requirements and report higher capital ratios.

Answer: Debtors deny the allegations set forth in paragraph 189 of the Complaint.

Complaint 190: Thus, to the extent the Court does not enter a declaratory judgment determining that the Trust Securities are assets purchased by and belonging to JPMorgan Chase, JPMorgan Chase requests that the Court establish a constructive trust for the benefit of JPMorgan Chase consisting of the value recognized by Debtors as a result of the treatment of the Trust Securities as core capital.

Answer: Debtors deny that JPMorgan Chase is entitled to any relief and to the extent a response is otherwise required Debtors deny the allegations set forth in paragraph 190 of the Complaint.

TAX REFUNDS

Count Four: Tax Refunds (Declaratory Judgment)

Complaint 191: JPMorgan Chase realleges and incorporates by reference each and every allegation set forth above, as though fully set forth herein.

Answer: In response to paragraph 191 of the Complaint, Debtors repeat and reallege the answers to the foregoing paragraphs of the Complaint as if fully set forth herein.

Complaint 192: As discussed above, JPMorgan Chase is the beneficial owner of tax refunds due to, and deductions generated by, the WaMu Group. JPMorgan Chase is also the beneficial owner of tax refunds already received by, and deductions taken by, WMI. The Debtors dispute JPMorgan Chase's ownership of these refunds and deductions.

Answer: The allegations set forth in paragraph 192 of the Complaint state a conclusion of law to which no response is required. To the extent a response is required, Debtors deny same.

Complaint 193: Furthermore, JPMorgan Chase should be permitted to communicate directly without restriction with the taxing authorities concerning ongoing tax matters affecting WMB and its subsidiaries. The Debtors have sought to prohibit JPMorgan Chase from engaging in these communications.

Answer: The allegations set forth in paragraph 193 of the Complaint state a conclusion of law to which no response is required. To the extent a response is required, Debtors deny same.

Complaint 194: There is thus an actual controversy that is of sufficient immediacy to warrant judicial relief under the Declaratory Judgment Act, 28 U.S.C. § 2201.

Answer: Debtors deny that JPMorgan Chase is entitled to any relief and otherwise deny the allegations set forth in paragraph 194 of the Complaint, except admit that the Complaint purports to present a request for declaratory relief, and respectfully refer the Court to 28 U.S.C. § 2201 for the content thereof.

Complaint 195: JPMorgan Chase requests a declaratory judgment finding that Debtors must proceed with any claim to the tax refunds and deduction through the District Court Action they elected to commence. In the alternative, JPMorgan Chase requests a declaratory judgment determining that the tax refunds and deductions are assets purchased by and belonging to JPMorgan Chase.

Answer: Debtors deny that JPMorgan Chase is entitled to any relief and to the extent a response is otherwise required Debtors deny the allegations set forth in paragraph 195 of the Complaint.

**Count Five: Tax Refunds
(Unjust Enrichment)**

Complaint 196: JPMorgan Chase realleges and incorporates by reference each and every allegation set forth above, as though fully set forth herein.

Answer: In response to paragraph 196 of the Complaint, Debtors repeat and reallege the answers to the foregoing paragraphs of the Complaint as if fully set forth herein.

Complaint 197: In the alternative, WMI would be unjustly enriched if it retained any tax refunds received on behalf of, or generated by, the WaMu Group that are attributable to tax attributes of WMB or its subsidiaries.

Answer: The allegations set forth in paragraph 197 of the Complaint state a conclusion of law to which no response is required. To the extent a response is required, Debtors deny same.

Complaint 198: WMI received the tax refunds and deductions merely as agent for the WaMu Group. If WMI is permitted to retain the tax refunds, it will have received a windfall by receiving a refund on income tax paid by WMB (or its subsidiaries).

Answer: The allegations set forth in paragraph 198 of the Complaint state a conclusion of law to which no response is required. To the extent a response is required, Debtors deny same.

Complaint 199: JPMorgan Chase requests that the Court establish a constructive trust for the benefit of JPMorgan Chase consisting of the tax refunds received by and/or deductions recognized by WMI to which WMB is entitled.

Answer: Debtors deny that JPMorgan Chase is entitled to any relief and to the extent a response is otherwise required Debtors deny the allegations set forth in paragraph 199 of the Complaint.

Complaint 200: Furthermore, any future tax refunds received by and/or deductions recognized by WMI as agent for the WaMu Group should be similarly deposited into the constructive trust for the benefit of JPMorgan Chase.

Answer: Debtors deny that JPMorgan Chase is entitled to any relief and to the extent a response is otherwise required Debtors deny the allegations set forth in paragraph 200 of the Complaint.

DISPUTED INTERCOMPANY AMOUNTS

Count Six: Disputed Funds (Declaratory Judgment: \$3.7 Billion Book Entry Transfer)

Complaint 201: JPMorgan Chase realleges and incorporates by reference each and every allegation set forth above, as though fully set forth herein.

Answer: In response to paragraph 201 of the Complaint, Debtors repeat and reallege the answers to the foregoing paragraphs of the Complaint as if fully set forth herein.

Complaint 202: WMI has asserted that the \$3.7 Billion Book Entry Transfer creates a deposit liability owed to it by WMB fsb, now JPMorgan Chase. JPMorgan Chase disputes that there is a valid deposit liability due to Debtors as the result of the \$3.7 Billion Book Entry Transfer.

Answer: Paragraph 202 of the Complaint characterizes the nature of the Complaint and is argumentative and therefore no response is required. To the extent a response is required, Debtors deny same, except admit that \$3.7 billion was transferred to a deposit account.

Complaint 203: There is thus an actual controversy that is of sufficient immediacy to warrant judicial relief under the Declaratory Judgment Act, 28 U.S.C. § 2201.

Answer: Debtors deny that JPMorgan Chase is entitled to any relief and otherwise deny the allegations set forth in paragraph 203 of the Complaint, except admit that the Complaint purports to present a request for declaratory relief, and respectfully refer the Court to 28 U.S.C. § 2201 for the content thereof.

Complaint 204: JPMorgan Chase requests a declaratory judgment finding that Debtors must proceed with any claim to assert ownership of or interest in the \$3.7 Billion Book Entry Transfer through the District Court Action they elected to commence. In the alternative, JPMorgan Chase requests a declaratory judgment determining that there is no valid deposit liability due to Debtors as a result of the \$3.7 Billion Book Entry Transfer.

Answer: Debtors deny that JPMorgan Chase is entitled to any relief and to the extent a response is otherwise required Debtors deny the allegations set forth in paragraph 204 of the Complaint.

**Count Seven: Disputed Funds
(Declaratory Judgment: Setoff, Recoupment, and Other Equitable Limitations)**

Complaint 205: JPMorgan Chase realleges and incorporates by reference each and every allegation set forth above, as though fully set forth herein.

Answer: In response to paragraph 205 of the Complaint, Debtors repeat and reallege the answers to the foregoing paragraphs of the Complaint as if fully set forth herein.

Complaint 206: To the extent that JPMC has any liabilities to Debtors, including deposit account liabilities, it is entitled to (i) recoup and or setoff all such amounts under the MBA Policy and/or any other applicable terms and conditions governing those liabilities or deposit accounts; (ii) imposition of a constructive trust for the amount of all such liabilities over any funds of Debtors it possesses; and (iii) enforce any security interest determined to apply to the funds of the Debtors. Debtors dispute that JPMorgan Chase has these rights.

Answer: Debtors deny that JPMorgan Chase is entitled to any relief and to the extent a response is otherwise required Debtors deny the allegations set forth in paragraph 206 of the Complaint.

Complaint 207: The amounts owed to JPMorgan Chase include, but are not limited to, the at least approximately \$234 million in tax refunds deposited in the Accounts and due to WMB, which the Debtors have claimed as their own, the intercompany receivables of \$275 million due from WMI to WMB, and any amounts awarded by the Court under this Complaint.

Answer: Debtors deny the allegations set forth in paragraph 207 of the Complaint.

Complaint 208: There is thus an actual controversy that is of sufficient immediacy to warrant judicial relief under the Declaratory Judgment Act, 28 U.S.C. § 2201.

Answer: Debtors deny that JPMorgan Chase is entitled to any relief and otherwise deny the allegations set forth in paragraph 208 of the Complaint, except admit that the Complaint purports to present a request for declaratory relief, and respectfully refer the Court to 28 U.S.C. § 2201 for the content thereof.

Complaint 209: JPMorgan Chase requests a declaratory judgment determining its right to setoff, recoupment, imposition of a constructive trust, and/or enforcement of its security interests.

Answer: Debtors deny that JPMorgan Chase is entitled to any relief and to the extent a response is otherwise required Debtors deny the allegations set forth in paragraph 209 of the Complaint.

**Count Eight: Any Remaining Deposit Liabilities
(Interpleader Pursuant to Bankruptcy Rule 7022)**

Complaint 210: JPMorgan Chase realleges and incorporates by reference each and every allegation set forth above, as though fully set forth herein.

Answer: In response to paragraph 210 of the Complaint, Debtors repeat and reallege the answers to the foregoing paragraphs of the Complaint as if fully set forth herein.

Complaint 211: Pursuant to the terms of the P&A, JPMorgan Chase, WMI, and the FDIC have asserted, or may assert, competing claims to any funds that constitute deposit liabilities and JPMorgan Chase may be exposed to double liability if it were to pay these claims to the wrong party.

Answer: The allegations set forth in paragraph 211 of the Complaint state a conclusion of law to which no response is required. To the extent a response is required, Debtors deny same.

Complaint 212: JPMorgan Chase seeks to interplead any remaining funds that constitute deposit liabilities pursuant to Bankruptcy Rule 7022, less any attorneys' fees and costs, so that all claims to the amounts can be adjudged and the funds can be properly disbursed.

Answer: Debtors deny that JPMorgan Chase is entitled to any relief and to the extent a response is otherwise required Debtors deny the allegations set forth in paragraph 212 of the Complaint.

GOODWILL LITIGATION

Count Nine: Goodwill Litigations (Declaratory Judgment)

Complaint 213: JPMorgan Chase realleges and incorporates by reference each and every allegation set forth above, as though fully set forth herein.

Answer: In response to paragraph 213 of the Complaint, Debtors repeat and reallege the answers to the foregoing paragraphs of the Complaint as if fully set forth herein.

Complaint 214: There is an actual and substantial controversy between JPMorgan Chase and WMI as to whether WMI or WMB (as successor in interest to Anchor Savings Bank and American Savings Bank) is entitled to the Anchor and ASB Judgments and any future judgment entered in either litigation.

Answer: The allegations set forth in paragraph 214 of the Complaint state a conclusion of law to which no response is required. To the extent a response is required, Debtors deny same.

Complaint 215: This is an actual controversy that is of sufficient immediacy to warrant judicial relief under the Declaratory Judgment Act, 28 U.S.C. § 2201.

Answer: Debtors deny that JPMorgan Chase is entitled to any relief and otherwise deny the allegations set forth in paragraph 215 of the Complaint, except admit that the Complaint purports to present a request for declaratory relief, and respectfully refer the Court to 28 U.S.C. § 2201 for the content thereof.

Complaint 216: JPMorgan Chase requests a declaratory judgment determining that WMB (and thus JPMorgan Chase as successor in interest) owns the beneficial interest in the Anchor and American Judgments and all monies paid on account of those judgments and directing payment of the Anchor and ASB Judgments, as well as any future judgment in either the *Anchor Savings Bank* or the *American Savings Bank* litigations, to JPMorgan Chase.

Answer: Debtors deny that JPMorgan Chase is entitled to any relief and to the extent a response is otherwise required Debtors deny the allegations set forth in paragraph 216 of the Complaint.

RABBI TRUSTS

Count Ten: Rabbi Trusts (Declaratory Judgment)

Complaint 217: JPMorgan Chase realleges and incorporates by reference each and every allegation set forth above, as though fully set forth herein.

Answer: In response to paragraph 217 of the Complaint, Debtors repeat and reallege the answers to the foregoing paragraphs of the Complaint as if fully set forth herein.

Complaint 218: As set forth above, JPMorgan Chase contends that, pursuant to the P&A, it purchased the Legacy Rabbi Trusts. The Debtors dispute JPMorgan Chase's ownership of these assets.

Answer: Paragraph 218 of the Complaint characterizes the nature of the Complaint and therefore no response is required. To the extent a response is required, Debtors deny same.

Complaint 219: There is thus an actual controversy that is of sufficient immediacy to warrant judicial relief under the Declaratory Judgment Act, 28 U.S.C. § 2201.

Answer: Debtors deny that JPMorgan Chase is entitled to any relief and otherwise deny the allegations set forth in paragraph 219 of the Complaint, except admit that the Complaint purports to present a request for declaratory relief, and respectfully refer the Court to 28 U.S.C. § 2201 for the content thereof.

Complaint 220: JPMorgan Chase requests a declaratory judgment determining that JPMorgan Chase purchased the assets of the Legacy Rabbi Trusts and an order authorizing JPMorgan Chase and the trustees of each of the Legacy Rabbi Trusts to take all actions necessary or appropriate to transfer ownership to JPMorgan Chase.

Answer: Debtors deny that JPMorgan Chase is entitled to any relief and to the extent a response is otherwise required Debtors deny the allegations set forth in paragraph 220 of the Complaint.

**Count Eleven: Rabbi Trusts
(Unjust Enrichment)**

Complaint 221: JPMorgan Chase realleges and incorporates by reference each and every allegation set forth above, as though fully set forth herein.

Answer: In response to paragraph 221 of the Complaint, Debtors repeat and reallege the answers to the foregoing paragraphs of the Complaint as if fully set forth herein.

Complaint 222: In the alternative, in the event that this Court finds that JPMorgan Chase did not purchase the assets of the Legacy Rabbi Trusts, the Debtors would be unjustly enriched if they were allowed to retain the assets. The Debtors did not fund the Trusts and the assets were owned by WMB.

Answer: The allegations set forth in paragraph 222 of the Complaint state a conclusion of law to which no response is required. To the extent a response is required, Debtors deny same.

Complaint 223: JPMorgan Chase requests that the Court establish a constructive trust for the benefit of JPMorgan Chase consisting of the value of the assets of the Legacy Rabbi Trusts.

Answer: Debtors deny that JPMorgan Chase is entitled to any relief and to the extent a response is otherwise required Debtors deny the allegations set forth in paragraph 223 of the Complaint.

PENSION AND 401(K) PLANS

**Count Twelve: Pension and 401(k) Plans
(Declaratory Judgment)**

Complaint 224: JPMorgan Chase realleges and incorporates by reference each and every allegation set forth above, as though fully set forth herein.

Answer: In response to paragraph 224 of the Complaint, Debtors repeat and reallege the answers to the foregoing paragraphs of the Complaint as if fully set forth herein.

Complaint 225: JPMorgan Chase stands ready, willing and able to assume the Pension and 401(k) Plans, and continues to record accruals for the Pension Plan and fund significant matching contributions to the 401(k) Plan in anticipation of doing so.

Answer: Debtors deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 225 of the Complaint and therefore deny same.

Complaint 226: As set forth above, JPMorgan Chase contends that it may assume the Pension and 401(k) Plans in their entirety. The Debtors dispute this contention. Debtors assert that JPMorgan Chase is required to pay them an amount reflecting a purported "excess funding" in the Pension Plan. However, the Pension and 401(k) Plans will not be terminated if they are assumed by JPMorgan Chase. Rather, JPMorgan Chase would assume the Pension Plan on an ongoing basis without any termination but, instead, with the continuing obligation to pay accrued benefits. And, because the Pension Plan is continuing, the sufficiency of their assets to cover benefit obligations will continue to vary depending upon ongoing fluctuations in the value of plan assets as well as the interest rate used to discount liabilities. It therefore makes no sense to suggest that there exists some excess value to which Debtors are presently entitled as though the Pension Plan was being terminated with no further liabilities.

Answer: Paragraph 226 of the Complaint characterizes the nature of the Complaint (to the extent it describes what JPMorgan Chase "contends") and is argumentative and therefore no response is required. To the extent a response is required, Debtors deny same, except that with respect to the allegations concerning what Debtors supposedly have "assert[ed]", Debtors respectfully refer the Court to Debtors' pleadings for the content thereof.

Complaint 227: In addition, the Debtors have claimed that, in order to assume the Pension and 401(k) Plans, JPMorgan Chase must assume the liabilities associated with litigation against WMI and its officers and directors for their conduct in administrating the Pension and 401(k) Plans before the Petition Date. JPMorgan Chase does not have any obligation to assume these liabilities.

Answer: Paragraph 227 of the Complaint is argumentative and therefore no response is required. To the extent a response is required, Debtors deny same, except with respect to the allegations concerning what Debtors supposedly have "claimed", Debtors respectfully refer the Court to Debtors' pleadings for the content thereof.

Complaint 228: There is thus an actual controversy that is of sufficient immediacy to warrant judicial relief under the Declaratory Judgment Act, 28 U.S.C. § 2201.

Answer: Debtors deny that JPMorgan Chase is entitled to any relief and otherwise deny the allegations set forth in paragraph 228 of the Complaint, except admit that the Complaint purports to present a request for declaratory relief, and respectfully refer the Court to 28 U.S.C. § 2201 for the content thereof.

Complaint 229: JPMorgan Chase requests a declaratory judgment finding that Debtors must proceed with any claim to assert ownership of any assets in any employee benefit plans through the District Court Action they elected to commence. Alternatively, JPMorgan Chase requests a declaratory judgment determining that JPMorgan Chase may assume the Pension and 401(k) Plans without requiring it to forfeit any hypothetical over-funding to Debtors and without imposing liability for litigation that does not belong to JPMorgan Chase. In the alternative, JPMorgan Chase requests a declaratory judgment determining that, if it is not permitted to assume the

Pension and 401(k) Plans, it has no further liability to any person for any liabilities associated with those plans.

Answer: Debtors deny that JPMorgan Chase is entitled to any relief and further state that the allegations set forth in paragraph 229 of the Complaint state a conclusion of law to which no response is required. To the extent a response is required, Debtors deny same.

**Count Thirteen: Pension and 401(k) Plans
(Unjust Enrichment)**

Complaint 230: JPMorgan Chase realleges and incorporates by reference each and every allegation set forth above, as though fully set forth herein.

Answer: In response to paragraph 230 of the Complaint, Debtors repeat and reallege the answers to the foregoing paragraphs of the Complaint as if fully set forth herein.

Complaint 231: In the alternative, in the event that this Court finds that JPMorgan Chase can only assume the Pension and 401(k) Plans by either paying the hypothetical excess funding or assuming pending litigation liabilities upon assumption of the Pension and 401(k) Plans, and JPMorgan Chase does not assume the Pension and 401(k) Plans, the Debtors would be unjustly enriched by benefiting through JPMorgan Chase's contributions to the 401(k) Plan that were made in the expectation that it would be able to assume the 401(k) Plan pursuant to the P&A. Debtors and JPMorgan Chase understood that JPMorgan Chase was making these payments in anticipation of assumption of the plans.

Answer: Debtors deny that JPMorgan Chase is entitled to any relief and to the extent a response is otherwise required Debtors deny the allegations set forth in paragraph 231 of the Complaint.

Complaint 232: The Debtors would unjustly realize a windfall from the circumstances alleged herein if they do not reimburse JPMorgan Chase for the funds contributed to the 401(k) and resources it allocated to the Plans, which Debtors (or another party) would have needed to contribute if JPMorgan Chase had not done so. The Debtors did not contribute any of these funds or resources relating to the post-September 25, 2008 operation of the Pension and 401(k) Plans and have no right to them.

Answer: Debtors deny that JPMorgan Chase is entitled to any relief and to the extent a response is otherwise required Debtors deny the allegations set forth in paragraph 232 of the Complaint.

Complaint 233: By reason of the foregoing, a post-petition constructive trust should be imposed on the Debtors in the full amount necessary to reimburse JPMorgan Chase for the amounts it contributed to the 401(k) Plan.

Answer: Debtors deny that JPMorgan Chase is entitled to any relief and to the extent a response is otherwise required Debtors deny the allegations set forth in paragraph 233 of the Complaint.

BANK OWNED LIFE INSURANCE POLICIES

Count Fourteen: Life Insurance Policies (Declaratory Judgment)

Complaint 234: JPMorgan Chase realleges and incorporates by reference each and every allegation set forth above, as though fully set forth herein.

Answer: In response to paragraph 234 of the Complaint, Debtors repeat and reallege the answers to the foregoing paragraphs of the Complaint as if fully set forth herein.

Complaint 235: As set forth above, there is an actual and substantial controversy between JPMorgan Chase and the Debtors. JPMorgan Chase contends that, pursuant to the P&A, it purchased the BOLI policies and Split Dollar policies referenced above. The Debtors appear to contend to the contrary.

Answer: Paragraph 235 of the Complaint characterizes the nature of the Complaint and states a conclusion of law and therefore no response is required. To the extent a response is required, Debtors deny same.

Complaint 236: There is thus an actual controversy that is of sufficient immediacy to warrant judicial relief under the Declaratory Judgment Act, 28 U.S.C. § 2201.

Answer: Debtors deny that JPMorgan Chase is entitled to any relief and otherwise deny the allegations set forth in paragraph 236 of the Complaint, except admit that the Complaint purports to present a request for declaratory relief, and respectfully refer the Court to 28 U.S.C. § 2201 for the content thereof.

Complaint 237: JPMorgan Chase requests a declaratory judgment finding that Debtors must proceed with any claim to assert ownership of or interest in the BOLI Policies and Split Dollar policies through the District Court Action they elected to commence. Alternatively, JPMorgan Chase requests a declaratory judgment determining that the BOLI policies and Split Dollar policies are assets purchased by and belonging to JPMorgan Chase.

Answer: Debtors deny that JPMorgan Chase is entitled to any relief and to the extent a response is otherwise required Debtors deny the allegations set forth in paragraph 237 of the Complaint.

**Count Fifteen: Life Insurance Policies
(Unjust Enrichment)**

Complaint 238: JPMorgan Chase realleges and incorporates by reference each and every allegation set forth above, as though fully set forth herein.

Answer: In response to paragraph 238 of the Complaint, Debtors repeat and reallege the answers to the foregoing paragraphs of the Complaint as if fully set forth herein.

Complaint 239: In the alternative, in the event that this Court finds that JPMorgan Chase did not purchase the BOLI policies and Split Dollar policies, the Debtors would be unjustly enriched if they were allowed to retain the policies. The Debtors were never the policyholders for the BOLI policies and Split Dollar policies. Accordingly, they have no right to the BOLI policies and Split Dollar policies and would unjustly realize a windfall from the circumstances alleged herein if they are permitted to retain the BOLI policies and Split Dollar policies.

Answer: Debtors deny that JPMorgan Chase is entitled to any relief and to the extent a response is otherwise required Debtors deny the allegations set forth in paragraph 239 of the Complaint.

Complaint 240: JPMorgan Chase requests that the Court establish a constructive trust for the benefit of JPMorgan Chase consisting of the value of the BOLI policies and Split Dollar policies.

Answer: Debtors deny that JPMorgan Chase is entitled to any relief and to the extent a response is otherwise required Debtors deny the allegations set forth in paragraph 240 of the Complaint.

VISA SHARES

Count Sixteen: Visa Shares (Declaratory Judgment)

Complaint 241: JPMorgan Chase realleges and incorporates by reference each and every allegation set forth above, as though fully set forth herein.

Answer: In response to paragraph 241 of the Complaint, Debtors repeat and reallege the answers to the foregoing paragraphs of the Complaint as if fully set forth herein.

Complaint 242: There is thus an actual controversy that is of sufficient immediacy to warrant judicial relief under the Declaratory Judgment Act, 28 U.S.C. § 2201.

Answer: Debtors deny that JPMorgan Chase is entitled to any relief and otherwise deny the allegations set forth in paragraph 242 of the Complaint, except admit that the Complaint purports to present a request for declaratory relief, and respectfully refer the Court to 28 U.S.C. § 2201 for the content thereof.

Complaint 243: JPMorgan Chase requests a declaratory judgment determining that the Visa shares are assets purchased by and belonging to JPMorgan Chase. In the alternative, if the Court should determine that the Visa shares are assets belonging to the Debtors, JPMorgan Chase requests a declaratory judgment determining that Debtors assume the full liabilities associated with the Visa Inc.

restructuring and initial public offering in which those shares were issued by requiring that the Debtors pay and discharge any Covered Litigation obligation not satisfied by the Visa shares.

Answer: Debtors deny that JPMorgan Chase is entitled to any relief and to the extent a response is otherwise required Debtors deny the allegations set forth in paragraph 243 of the Complaint.

**Count Seventeen: Visa Shares
(Unjust Enrichment)**

Complaint 244: JPMorgan Chase realleges and incorporates by reference each and every allegation set forth above, as though fully set forth herein.

Answer: In response to paragraph 244 of the Complaint, Debtors repeat and reallege the answers to the foregoing paragraphs of the Complaint as if fully set forth herein.

Complaint 245: The Debtors would be unjustly enriched if they retained title to the Visa shares.

Answer: Debtors deny that JPMorgan Chase is entitled to any relief and to the extent a response is otherwise required Debtors deny the allegations set forth in paragraph 245 of the Complaint.

Complaint 246: If the Debtors are permitted to retain the Visa shares without bearing full liability associated with the reorganization and creation of the asset, they will incur a windfall if and to the extent JPMorgan Chase is responsible for any Covered Litigation shortfall relating to the Visa shares.

Answer: Debtors deny that JPMorgan Chase is entitled to any relief and to the extent a response is otherwise required Debtors deny the allegations set forth in paragraph 246 of the Complaint.

Complaint 247: Thus, to the extent the Court does not enter a declaratory judgment protecting JPMorgan Chase from any such liabilities, JPMorgan Chase requests that the Court establish a constructive trust for the benefit of JPMorgan Chase over any Visa shares

remaining after satisfaction of obligations related to the Covered Litigation.

Answer: Debtors deny that JPMorgan Chase is entitled to any relief and to the extent a response is otherwise required Debtors deny the allegations set forth in paragraph 247 of the Complaint.

INTANGIBLE ASSETS

Count Eighteen: Intangible Assets (Declaratory Judgment)

Complaint 248: JPMorgan Chase realleges and incorporates by reference each and every allegation set forth above, as though fully set forth herein.

Answer: In response to paragraph 248 of the Complaint, Debtors repeat and reallege the answers to the foregoing paragraphs of the Complaint as if fully set forth herein.

Complaint 249: As set forth above, JPMorgan Chase contends that, pursuant to the P&A and Title 12, it owns the Intangible Assets. The Debtors dispute this.

Answer: Paragraph 249 of the Complaint characterizes the nature of the Complaint and therefore no response is required. To the extent a response is required, Debtors deny same.

Complaint 250: There is thus an actual controversy that is of sufficient immediacy to warrant judicial relief under the Declaratory Judgment Act, 28 U.S.C. § 2201.

Answer: Debtors deny that JPMorgan Chase is entitled to any relief and otherwise deny the allegations set forth in paragraph 250 of the Complaint, except admit that the Complaint purports to present a request for declaratory relief, and respectfully refer the Court to 28 U.S.C. § 2201 for the content thereof.

Complaint 251: JPMorgan Chase requests a declaratory judgment determining that JPMorgan Chase is the owner of the Intangible Assets. In the alternative, JPMorgan Chase requests a declaratory judgment determining that, if it is not the owner of the Intangible Assets, it

has no liability to any person for any liabilities associated with those Intangible Assets.

Answer: Debtors deny that JPMorgan Chase is entitled to any relief and to the extent a response is otherwise required Debtors deny the allegations set forth in paragraph 251 of the Complaint.

**Count Nineteen: Intangible Assets
(Unjust Enrichment)**

Complaint 252: JPMorgan Chase realleges and incorporates by reference each and every allegation set forth above, as though fully set forth herein.

Answer: In response to paragraph 252 of the Complaint, Debtors repeat and reallege the answers to the foregoing paragraphs of the Complaint as if fully set forth herein.

Complaint 253: In the alternative, in the event that this Court finds that JPMorgan Chase does not own the Intangible Assets, the Debtors would be unjustly enriched if they were allowed to retain the Intangible Assets or were not ordered to repay JPMorgan Chase for amounts paid by WMB in connection with the Intangible Assets.

Answer: Debtors deny that JPMorgan Chase is entitled to any relief and to the extent a response is otherwise required Debtors deny the allegations set forth in paragraph 253 of the Complaint.

Complaint 254: JPMorgan Chase requests that the Court establish a constructive trust for the benefit of JPMorgan Chase consisting of the value of Intangible Assets.

Answer: Debtors deny that JPMorgan Chase is entitled to any relief and to the extent a response is otherwise required Debtors deny the allegations set forth in paragraph 254 of the Complaint.

ADMINISTRATIVE CLAIM

Count Twenty: Administrative Expenses

Complaint 255: JPMorgan Chase realleges and incorporates by reference each and every allegation set forth above, as though fully set forth herein.

Answer: In response to paragraph 255 of the Complaint, Debtors repeat and reallege the answers to the foregoing paragraphs of the Complaint as if fully set forth herein.

Complaint 256: To the extent the Court accepts WMI's claims of ownership of any of the Pension and 401(k) Plans or other assets and JPMorgan Chase has made payments and incurred expenses in connection with these assets, JPMorgan Chase is entitled to reimbursement from Debtors of all post-petition expenses it has incurred and payments it has made on account of those assets.

Answer: Debtors deny that JPMorgan Chase is entitled to any relief and to the extent a response is otherwise required Debtors deny the allegations set forth in paragraph 256 of the Complaint.

Complaint 257: To the extent JPMorgan Chase incurs any liability or suffers any loss as the result of conduct by Debtors after the Petition Date, including conduct by the Debtors as the sponsor of any of the Pension and 401(k) Plans, JPMorgan Chase is entitled to post-petition administrative claim for those amounts.

Answer: Debtors deny that JPMorgan Chase is entitled to any relief and to the extent a response is otherwise required Debtors deny the allegations set forth in paragraph 257 of the Complaint.

INDEMNIFICATION

Count Twenty-One: Indemnification

Complaint 258: JPMorgan Chase realleges and incorporates by reference each and every allegation set forth above, as though fully set forth herein.

Answer: In response to paragraph 258 of the Complaint, Debtors repeat and reallege the answers to the foregoing paragraphs of the Complaint as if fully set forth herein.

Complaint 259: Claims have been threatened against JPMC arising out of or relating to the acts, omissions or conduct of Debtors prior to the Petition Date. To the extent that any claim is asserted against JPMC as a result of such matters, JPMC is entitled to be indemnified and held harmless by the Debtors for any loss, damage or liability they might incur.

Answer: Debtors deny that JPMorgan Chase is entitled to any relief and to the extent a response is otherwise required Debtors deny the allegations set forth in paragraph 259 of the Complaint.

DEFENSES, AFFIRMATIVE DEFENSES, AND RESERVATION OF RIGHTS

The statement of any defense hereinafter does not assume the burden of proof for any issue as to which applicable law places the burden upon JPMorgan Chase. Debtors expressly reserve the right to assert, and hereby give notice that they intend to rely upon, any other defense and/or affirmative defense that may become available or appear during discovery proceedings or otherwise in this case and hereby reserve the right to amend this Answer to assert any such defense and/or affirmative defense. Debtors hereby incorporate into this Answer and assert any and all defenses asserted or pled in this proceeding by any other party to the extent the defenses are applicable to the Debtors under the facts and law.

Debtors have not knowingly or intentionally waived any applicable affirmative defenses. Debtors presently lack sufficient knowledge or information on which to form a belief as to whether they may have, as yet unstated, affirmative defenses, and expressly reserve all rights with respect to all affirmative defenses that may be revealed during the course of discovery. Debtors further reserve all rights to assert any and all applicable defenses or affirmative defenses against JPMorgan Chase, including, but not limited to, all equitable claims, avoidance actions, and set-off rights.

Debtors assert the following affirmative defenses, without assuming the burden of proof when the burden of proof would otherwise be on JPMorgan Chase:

First Defense

The Complaint fails to state a claim upon which relief may be granted.

Second Defense

JPMorgan Chase is not entitled to a declaration that it has a right to set off the amount of claims it owes to Debtors against the amount of obligations that Debtors allegedly owe to it because such setoff does not comply with the Bankruptcy Code or any other applicable law, including because, without limitation, mutuality among the parties is lacking.

Third Defense

JPMorgan Chase's claims are barred, in whole or in part, by section 502(d) of the Bankruptcy Code because JPMorgan Chase is in possession of property recoverable by the Debtors under sections 542 and 550 of the Bankruptcy Code and because JPMorgan Chase is a transferee of transfers avoidable under sections 544, 547 and 548 of the Bankruptcy Code.

Fourth Defense

JPMorgan Chase's claims are barred, in whole or in part, by section 558 of the Bankruptcy Code because the Debtors are entitled to the defense of setoff or recoupment under applicable state law.

Fifth Defense

JPMorgan Chase is not the real party in interest with respect to some or all of its claims.

Sixth Defense

JPMorgan Chase lacks standing to assert some or all of its claims.

Seventh Defense

JPMorgan Chase's Complaint is barred in whole or in part by the Statute of Frauds.

Eighth Defense

JPMorgan Chase has benefited from the acts and transactions of Debtors complained of in an amount exceeding JPMorgan Chase's claimed damages. JPMorgan Chase is required to set off against such alleged damages the benefits received and thus has suffered no legally cognizable damages proximately caused by any conduct of Debtors.

Ninth Defense

JPMorgan Chase is precluded to the extent it seeks any recovery or indemnification, in whole or in part, because JPMorgan Chase has failed to mitigate its damages.

Tenth Defense

JPMorgan Chase is precluded from recovery because it would be unjustly enriched thereby.

Eleventh Defense

By virtue of its conduct, JPMorgan Chase is estopped from asserting the claims in the Complaint.

Twelfth Defense

JPMorgan Chase's claims are barred, in whole or in part, by waiver.

Thirteenth Defense

JPMorgan Chase's claims are barred, in whole or in part, by the doctrine of laches.

Fourteenth Defense

JPMorgan Chase's claims are barred, in whole or in part, by JPMorgan Chase's approval and ratification of the conduct upon which the claims are based.

Fifteenth Defense

JPMorgan Chase is precluded from recovery, in whole or in part, because of its own wrongful and/or negligent conduct and the doctrines of comparative negligence and contributory negligence.

Sixteenth Defense

JPMorgan Chase's Complaint is barred, in whole or in part, by the doctrine of unclean hands.

Seventeenth Defense

JPMorgan Chase is precluded from recovery, in whole or in part, because JPMorgan Chase had knowledge of and approved and assumed the risk of the transactions of which it complains.

Eighteenth Defense

JPMorgan Chase's Complaint is barred, in whole or in part, by the doctrine of *in pari delicto*.

Nineteenth Defense

JPMorgan Chase's claims are barred, in whole or in part, by the statute of limitations.

Twentieth Defense

JPMorgan Chase's claims are barred, in whole or in part, by its illegal conduct.

Twenty-First Defense

JPMorgan Chase's claims are barred, in whole or in part, by the release of those claims.

Twenty-Second Defense

JPMorgan Chase's claims are barred, in whole or in part, by the payment of those claims.

Twenty-Third Defense

With respect to Counts 4 and 5, JPMorgan Chase's claims are barred, in whole or in part, by operation of the Internal Revenue Code (26 U.S.C.) and the Federal Tax Regulations (26 C.F.R.).

Twenty-Fourth Defense

JPMorgan Chase's claims, in whole or in part, have been or will be discharged in the bankruptcy.

DEBTORS' COUNTERCLAIMS

The Debtors, through their undersigned counsel, bring the following Counterclaims against JPMorgan Chase. The Debtors assert and expressly reserve all rights with respect to all counterclaims or cross-claims that may be revealed during the course of discovery, including the right to amend to assert any counterclaims or cross-claims that may hereafter be revealed during discovery.

INTRODUCTION

1. This suit is brought to redress certain injuries that WMI has suffered as a result of fraudulent and preferential transfers of potentially more than \$10 billion in WMI assets to WMB and subsequently to JPMorgan Chase, among other things.

2. Since at least December 2007 until it was ultimately seized and placed into receivership by the FDIC, WMB was under liquidity pressure. During this period, WMI down-streamed billions of dollars without recompense and made significant preferential transfers to WMB on account of antecedent debts.

3. To the extent such contributions were made at a time when WMI was insolvent or engaged in business for which its assets were unreasonably small capital and when WMB was insolvent, WMI received no consideration in exchange for making such contributions and they are avoidable as a matter of law. Moreover, contributions or other transfers made when the likelihood of the FDIC's seizure was increasingly becoming inevitable resulted in WMI again receiving no consideration in exchange for making such contributions. Similarly, to the extent the transfers on account of prior obligations were made at a time when WMI was insolvent, they too are avoidable as a matter of law.

4. WMI and WMB's financial condition ultimately resulted in regulatory action. On the Receivership Date, by order number 2008-36, the OTS closed WMB and appointed the FDIC

Receiver. Immediately upon its appointment, the FDIC sold the majority of WMB's assets – having a book value of more than \$300 billion – to JPMorgan Chase in exchange for payment of just \$1.88 billion (the "P&A Transaction"), pursuant to the P&A Agreement.

5. JPMorgan Chase thereupon booked an extraordinary gain, reflecting that it acquired WMB's assets at a significant discount to fair market value. Specifically, based upon JPMorgan Chase's own accounting, the adjusted fair value of the net assets acquired was higher than the purchase price paid in the amount of \$1.9 billion – an amount in and of itself more than the total consideration paid by JPMorgan Chase. Moreover, JPMorgan Chase has recently announced that it stands to realize a \$29 billion gain on WMB assets it purchased and marked down pursuant to the P&A Transaction based upon the actual value of such assets. On the date of the P&A Transaction, WMI was both a creditor and a stockholder of WMB, and thus WMI was harmed further by this transaction. The next day, the Debtors commenced their cases under chapter 11 of the Bankruptcy Code.

JURISDICTION AND VENUE

6. This is an action pursuant to Federal Rule of Bankruptcy Procedure 7001 and 11 U.S.C. §§ 541, 544, 547, 548, and 550.

7. The Court has jurisdiction over this adversary proceeding pursuant to 28 U.S.C. §§ 157(b) and 1334(b).

8. Venue is proper in this Court under 28 U.S.C. § 1409(b).

9. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2).

THE PARTIES

10. Counterclaim-Defendant JPMorgan Chase is a national banking association organized under the laws of the United States with its principal place of business in Columbus, Ohio.

JPMorgan Chase is a wholly-owned subsidiary of JPMorgan Chase & Co., a corporation organized under the laws of Delaware.

11. Counterclaim-Plaintiff WMI is a corporation organized under the laws of the State of Washington with its principal place of business located at 1301 Second Avenue, Seattle, Washington 98101.

12. Counterclaim-Plaintiff WMI Investment is a corporation organized under the laws of the State of Delaware with its principal place of business located at 1301 Second Avenue, Seattle, Washington 98101.

FACTUAL ALLEGATIONS

A. WMI's Capital Contributions

13. From December 2007 through April 2008, WMI made the Capital Contributions to WMB in the amount of \$6.5 billion:

<u>Date</u>	<u>Amount Contributed to WMB</u>
December 18, 2007 (the "December '07 Capital Contribution")	\$1 billion
April 18, 2008 (the "April '08 Capital Contribution")	\$3 billion
July 21, 2008 (the "July '08 Capital Contribution")	\$2 billion
September 10, 2008 (the "September '08 Capital Contribution")	\$500 million

14. During this period, WMI had public debt obligations of approximately \$7 billion, 3.5 million shares of preferred stock, and more than 1.7 billion shares of common stock.

15. All Capital Contributions made at a time when WMI was insolvent or engaged in business for which its assets were unreasonably small capital and when WMB was insolvent resulted

in WMI receiving no consideration in exchange for making such contributions. Moreover, Capital Contributions made during this period, when the likelihood of the FDIC's closing of WMB was increasingly inevitable, although not understood to be by WMI, resulted in WMI receiving no consideration in exchange for making such contributions. Thus, WMB (and ultimately, JPMorgan Chase) received the benefit of billions of dollars of Capital Contributions to the detriment of WMI.

(i) December '07 and April '08 Capital Contributions

16. In December 2007, WMI was recognizing serious signs of asset deterioration. On December 10, 2007, WMI announced a loss for the fourth quarter because of a \$1.6 billion charge to write down the value of its home-loan business, and its plans to lay off approximately 3,150 employees. See Bill Virgin, *WaMu To Slash 3,150 Jobs Facing Fourth Quarter Loss, Bank Cuts Dividend 73% And Sets Office Closures*, THE SEATTLE POST-INTELLIGENCER, Dec. 11, 2007, at A1.

17. At this time, WMI already carried a debt burden that included approximately \$7 billion in publicly-traded debt.

18. On the day of the April '08 Capital Contribution, WMI announced a net loss of approximately \$1.1 billion, a provision for loan losses for the first quarter of approximately \$3.5 billion, and expected first quarter net charge-offs of approximately \$1.4 billion. See Washington Mutual, Inc. Press Release, *Company Expects First Quarter Net Loss of Approximately \$1.1 Billion*, April 8, 2008.

(ii) July '08 Capital Contribution

19. On June 30, 2008, the OTS completed an examination of WMB and identified various "supervisory issues," and a general weakened financial condition. Pursuant to this examination WMB's board of directors and management were instructed to construct a three-year business plan to be submitted to the OTS for its approval. This examination culminated on September 7, 2008, when the OTS entered into Memorandums of Understanding with each of WMI and WMB (the "MOUs").

The MOU entered into by WMB provided various measures aimed at improving its financial health, including, among other things, limitations placed on the ability of WMB to pay dividends, a requirement that WMB's board of directors review and approve a "contingency capital plan," and incorporation of an asset reduction plan with respect to certain targeted assets.

20. On Friday, July 11, 2008, the OTS seized IndyMac Bank and appointed the FDIC receiver of its assets. *See IndyMac Taken Over By Regulators*, REUTERS, July 11, 2008. On Monday, July 14, 2008, WMB experienced significant loss of deposits in the wake of IndyMac Bank being placed into receivership.

21. On July 22, 2008 – one day after the July '08 Capital Contribution was made – WMI announced a second quarter net loss of \$3.33 billion and increased loan loss provisions by 69 percent to \$5.9 billion. *See Washington Mutual, Inc. Press Release, WaMu Reports Significant Build-Up of Reserves Contributing to Second Quarter Net Loss of \$3.3 Billion*, July 22, 2008. WMI's second quarter announcement spurred analyst concerns. Citi analyst Bradley Ball stated Citi's concern that "credit and market conditions will continue to damage Washington Mutual's financial flexibility over the near to intermediate term." *See Maurna Desmond, Alarm Over WaMu*, FORBES.COM, July 24, 2008.³ Richard Bove, a Ladenburg Thalmann analyst, discussing his firm's projections noted that "these numbers are based on our projection of what Washington Mutual must do to return to profitability, not what is necessarily likely to happen." *Id.*

22. The capital markets evidenced WMI's financial distress. WMI credit default swaps (reflecting risk of default on WMI's publicly-issued notes) were trading at record-high levels just four days after the consummation of the July '08 Capital Contribution. *See Shannon D. Harrington,*

³ http://www.forbes.com/2008/07/24/wamu-analyst-update-market-equity-cx_md_0724markets46.html.

WaMu Bond Risk Climbs to Record Amid Mortgage Losses, BLOOMBERG.COM, July 25, 2008.⁴ Further indicative of WMI's financial distress, WMI subordinated notes were offering 15.0% yields to compensate investors for their risk, in stark contrast to five-year Treasury bonds that were offering a mere 3.3%. See Maurna Desmond, *Alarm Over WaMu*, FORBES.COM, July 24, 2008.

(iii) September '08 Capital Contribution

23. In September, 2008, WMI and WMB continued to experience a deterioration of their financial positions. On September 7, 2008, it was reported that WMI was forced to replace its then acting CEO, Kerry Killinger. *Washington Mutual CEO Killinger is out*, CNNMONEY.COM, Sept. 7, 2008.⁵ The September '08 Capital Contributions were transferred to WMB only three days later.

24. The ratings agencies perceived WMI's financial distress. One day after the September '08 Capital Contributions were made, on September 11, 2008, both Moody's and Fitch Ratings downgraded their ratings on WMI to "junk status" and BBB- "with a negative outlook," respectively. See *Washington Mutual tries to soothe anxiety*, CNNMONEY.COM, September 7, 2008.⁶ Just five days later, Standard & Poor's followed suit, lowering its WMI ratings to three levels below investment grade. See Ari Levy, *WaMu Rating Lowered to Junk by S&P on Mortgage Losses*, BLOOMBERG.COM, Sept. 15, 2008.⁷

25. In a September 25, 2008 letter to the WMI board of directors, the OTS discussed the prior two-week period as one of substantial "deposit outflows" from WMB that gave rise to "significant liquidity pressures." During this period, more than \$16.7 billion was withdrawn by

⁴ <http://www.bloomberg.com/apps/news?pid=20601087&sid=ax7YtHccUeAQ&refer=home>

⁵ http://money.cnn.com/2008/09/07/news/companies/wamu_ceo/?postversion=2008090722

⁶ http://money.cnn.com/2008/09/12/news/companies/wamu_3Q_update/index.htm

⁷ http://www.bloomberg.com/apps/news?pid=20601087&sid=awDjhtIfoz_Q

WMB customers. See Robin Sidel, David Enrich, and Dan Fitzpatrick, *WaMu Is Seized, Sold Off to J.P. Morgan, In Largest Failure in U.S. Banking History*, WALL ST. J., Sept. 26, 2008, at A1. The OTS ultimately concluded that WMB "is likely to be unable to pay its obligations or meet its depositors' demands in the normal course of business because it does not have sufficient liquid assets to pay those obligations and fund the expected withdrawals." See OTS Order 2008-36 at 2.

(iv) Capital Contributions Were Made For Less Than Reasonably Equivalent Value

26. To the extent that as of the time the Capital Contributions were made, WMB was insolvent, WMI's equity value in those entities was worthless and WMI did not receive any value in exchange for the Capital Contributions. Moreover, as the prospect of WMB being seized by the OTS approached inevitability, WMI's equity shares in WMB were likewise valueless.

27. WMI did not receive any tangible benefit in exchange for disbursing the funds. WMI received no indirect benefit either, such as increased equity value flowing from its wholly-owned subsidiary, WMB. At such time, there was no possibility that WMI would ever receive any return on the Capital Contributions.

28. At all such times, WMI had a debt burden of more than \$7 billion, and its primary asset, the equity value in WMB, was reduced to nothing. To the extent that WMI was either insolvent or engaged in business for which its assets were unreasonably small capital, each of the Capital Contributions harmed WMI and are avoidable as a matter of law.

(v) Capital Contributions are Subsequently Transferred to JPMorgan Chase

29. The Capital Contributions were transfers of an interest in WMI's property. In its Complaint, JPMorgan Chase admits that the Capital Contributions were transferred to WMB, stating: "WMI formally contributed to WMB at least \$6.5 billion of the approximately \$10.2 billion in capital it had raised." (Complaint at ¶ 35).

30. Pursuant to the P&A Agreement, JPMorgan Chase purchased substantially all of WMB's assets. On the Receivership Date, funds that comprised the Capital Contributions were transferred to JPMorgan Chase.

31. Because the Capital Contributions are avoidable as constructive fraudulent transfers, WMI may recover from JPMorgan Chase as the subsequent transferee of the Capital Contributions, either the Capital Contributions or the value of the Capital Contributions for the benefit of WMI's estate pursuant to section 550 of the Bankruptcy Code. On the Receivership Date, JPMorgan Chase knew or should have known of the Capital Contributions and about the respective financial conditions of WMI and WMB. Thus, JPMorgan Chase did not acquire its interest in WMI property in good faith and without knowledge of the voidability of the Capital Contributions.

B. The Trust Securities

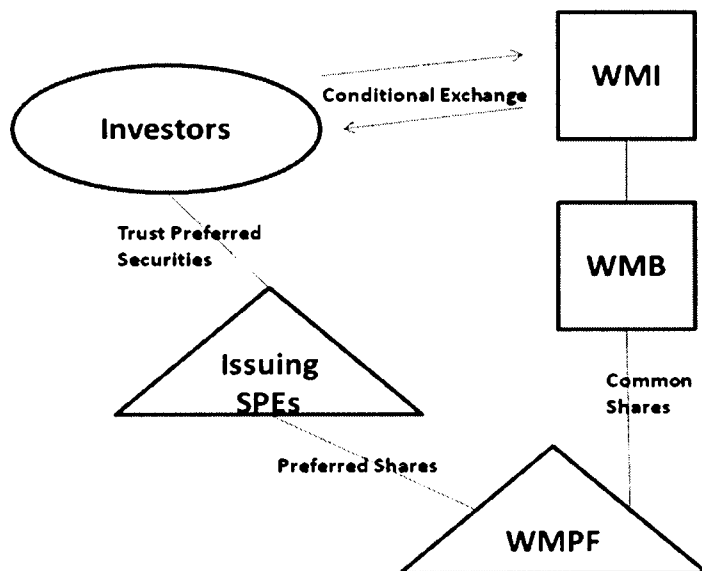
(i) Issuance of the Trust Securities

32. Between March 2006 and October 2007, in four instances, certain SPEs associated with WMI and its then subsidiaries issued the Trust Securities in connection with, and facilitated by, WMPF. The Trust Securities have an aggregate liquidation preference of approximately \$4 billion and upon information and belief are currently worth at least as much.

33. WMPF's assets were limited to direct or indirect interests in mortgage or mortgage-related assets, cash, and other permitted assets which were held in certain trusts. WMPF issued preferred securities which were held by, and were the only asset of, the SPEs. These securities were senior in priority to the common equity interests of WMPF which were indirectly held by WMB and WMI. In turn, the SPEs issued the Trust Securities.

34. The Trust Securities were offered and sold to "qualified institutional buyers" or "qualified purchasers" subject to a conditional exchange feature that operated to exchange the Trust Securities into related classes of WMI preferred stock, or depository shares representing WMI

preferred stock, upon the occurrence of certain events as directed by the OTS under certain circumstances (*i.e.*, WMB becoming undercapitalized, WMB being placed into receivership, or the OTS anticipating WMB becoming undercapitalized in the near future, each an "Exchange Event"). Pursuant to the declaration of such an Exchange Event, the Trust Securities would be then held by WMI, having been exchanged for newly-issued preferred stock of WMI (a "Conditional Exchange"). A simplified illustrative chart follows:



35. On February 23, 2006, by letter addressed to Darrel Dochow of the OTS, John F. Robinson, WMI Corporate Risk Management, indicated to the OTS that if, as a result of the occurrence of an Exchange Event declared by the OTS, WMI issues preferred stock, or depository shares representing WMI preferred stock, in exchange for the Trust Securities, "WMI will contribute to WMB the [Trust Securities]" (collectively, with the November 14, 2006 and the August 17, 2007 correspondence discussed below, the "Downstream Undertakings"). On February 24, 2006, the OTS responded by letter from Dochow to Robinson, indicating that it would consider the value of the Trust Securities in WMB's core capital in light of WMI's Downstream Undertaking. With respect to

subsequent issuances of Trust Securities, similar letter exchanges took place on November 14, 2006 and December 4, 2006, and August 17, 2007 and September 20, 2007.

36. The February 26, 2006 OTS letter went on to state that "[n]otwithstanding the above, the OTS reserves the right, in its sole discretion, to exclude the [Trust Securities] (or prospective issuances of [Trust Securities]) if the terms are revised or it otherwise ceases to provide meaningful capital support and a realistic ability to absorb losses, or otherwise raises supervisory concerns." Similar reservations of rights appeared in correspondence relating to subsequent issuances of Trust Securities (collectively, the "OTS Reservation of Rights").

37. The Trust Securities were certificated securities, represented by global certificates held by Depository Trust Company ("DTC") and registered in the name of DTC's nominee, Cede & Co.

(ii) The OTS Declares an Exchange Event

38. On September 24, 2008, the day prior to the Receivership Date, the OTS notified WMI that an Exchange Event had occurred.

39. On September 25, 2008, by letter addressed to Steve Frank and Alan Fishman of WMI from Darrel Dochow of the OTS, the OTS directed WMI to cause a Conditional Exchange, exchanging the Trust Securities for preferred shares of WMI.

40. Later that day, immediately after the OTS closed WMB, its assets were purportedly sold to JPMorgan Chase pursuant to the P&A Transaction.

41. Still later that day, just prior to 9:00 p.m. Eastern time, an employee of WMI executed an Assignment Agreement which purported to assign the right, title, and interest in the Trust Securities to WMB (the "Assignment").

42. Pursuant to section 4.08 of the Amended and Restated Trust Agreement, dated as of March 7, 2006 (the "Trust Agreement") governing the Trust Securities, the Trust Securities were to

be transferred to WMI in a Conditional Exchange at "the earliest possible date such exchange could occur consistent with the directive, as evidenced by the issuance by WMI of a press release prior to such time." (Trust Agreement §4.08). WMI sent a letter to the OTS on the evening of September 25, 2008, indicating that the Conditional Exchange would occur at 8:00 a.m. Eastern time on the 26th of September and that WMI would immediately contribute the Trust Securities to WMB upon the Conditional Exchange.

(iii) The Transfer of the Trust Securities Was Made For Less Than Reasonably Equivalent Value

43. The transfer of the Trust Securities pursuant to the Assignment Agreement is avoidable as a constructive fraudulent transfer of an interest in WMI's property that harmed WMI and its creditors.

44. At 8:00 a.m. Eastern time on the Petition Date, at a time when WMI was insolvent, WMI transferred the Trust Securities to WMB or to JPMorgan Chase, as successor in interest to WMB (Complaint at ¶ 79), for no consideration.

45. WMI did not receive any direct benefit in exchange for the transfer of the Trust Securities. WMI received no indirect benefit either, such as increased equity value flowing from WMB because its wholly-owned subsidiary WMB was insolvent. Moreover, both the transfer, and the Assignment the day prior, were made after WMB had been seized by the OTS, and thus WMI's equity shares in WMB were likewise valueless.

46. JPMorgan Chase is liable to WMI's estate as an initial or subsequent transferee of the Trust Securities. On the Receivership Date and the Petition Date, JPMorgan Chase knew or should have known of the transfers of the Trust Securities and about the financial condition of WMI and WMB. Thus, JPMorgan Chase did not acquire its interest in WMI property in good faith and without knowledge of the voidability of the transfer of the Trust Securities.

(iv) In the Alternative, the Transfer of the Trust Securities in Satisfaction of the Downstream Undertakings is Fraudulent as to Creditors and a Voidable Preference

47. Alternatively, the transfer of the Trust Securities at 8:00 a.m. Eastern time on the Petition Date in satisfaction of the Downstream Undertakings was both fraudulent as to WMI's creditors under applicable state law and a preferential transfer under the Bankruptcy Code.

48. First, the transfer of the Trust Securities was fraudulent as to WMI's creditors that existed as of the date of the transfer under applicable state law because the transfer was made to an insider, WMB or JPMorgan Chase, as successor in interest to WMB, while WMI was insolvent and while WMB or JPMorgan Chase had reasonable cause to believe that WMI was insolvent. The transfer was made on account of an antecedent obligation – the Downstream Undertakings. Thus, JPMorgan Chase is liable to WMI's estate as an initial or subsequent transferee of the Trust Securities. On the Receivership Date and the Petition Date, JPMorgan Chase knew or should have known of the purported transfers of the Trust Securities and about the financial condition of WMI. Thus, JPMorgan Chase did not acquire its interest in WMI property in good faith and without knowledge of the voidability of the transfer of the Trust Securities.

49. Second, the transfer of the Trust Securities was a preferential transfer under the Bankruptcy Code. At a time when WMI was insolvent, WMI transferred the Trust Securities on account of an antecedent obligation – the Downstream Undertakings.

50. The transfer was made either to WMB or JPMorgan Chase and enabled WMB or JPMorgan Chase to receive more than either would have received if WMI had not transferred the Trust Securities and had filed a bankruptcy case under chapter 7 of the Bankruptcy Code.

51. JPMorgan Chase expressly did not acquire any claims against WMI under the P&A Agreement and cannot be construed as a contractual assignee (P&A Agreement, Schedule 3.5), yet it asserted a claim to the Trust Securities in light of its assumption of all of WMB's deposit liabilities.

If the Trust Securities are deemed to have been transferred to JPMorgan Chase, they were transferred to JPMorgan Chase as subrogee to WMB, and subrogees do not enjoy the priority contemplated by section 507(a)(9) of the Bankruptcy Code. Therefore, the transfer enabled WMB to receive more than it would have received in a hypothetical WMI chapter 7 bankruptcy case. As such, JPMorgan Chase would be left with only a general unsecured claim and would stand to recover significantly less than the value of the Trust Securities.

52. Further, even if WMB or JPMorgan Chase could assert a priority claim under section 507(a)(9) of the Bankruptcy Code, which WMI disputes, the transfer enabled WMB or JPMorgan Chase to receive more than either would have received in a hypothetical WMI chapter 7 bankruptcy case. This is so because, as asserted above and below, WMB and JPMorgan Chase are transferees of transfers that are avoidable under the Bankruptcy Code. Section 502(d) of the Bankruptcy Code would operate to disallow any claim of WMB in a hypothetical WMI chapter 7 bankruptcy case.

53. JPMorgan Chase is liable to WMI's estate as an initial or subsequent transferee of the Trust Securities. On the Receivership Date and the Petition Date, JPMorgan Chase knew or should have known of the purported transfers of the Trust Securities and about the financial condition of WMI. Thus, JPMorgan Chase did not acquire its interest in WMI property in good faith and without knowledge of the voidability of the transfer of the Trust Securities.

**(v) In the Alternative, the Trust Securities Were Not Transferred
and are Owned by WMI**

54. In the alternative, if it is determined that the Trust Securities were not in fact transferred to WMB or to JPMorgan Chase pursuant to the Assignment Agreement, then the Trust Securities are owned by WMI and are property of WMI's bankruptcy estate.

55. Pursuant to section 4.08 of the Trust Agreement, upon a Conditional Exchange, until replacement certificates are issued by WMI for the new WMI preferred stock issued to the prior

holders of the Trust Securities, the certificates formerly representing the Trust Securities shall be deemed for all purposes to represent the preferred shares of WMI. (Trust Agreement § 4.08). The September 26, 2008 press release provided that "until such depositary receipts are delivered or in the event such depositary receipts are not delivered, any certificates previously representing [Trust] Securities will be deemed for all purposes, effective as of 8:00 AM New York time on September 26, 2008, to represent Fixed Rate Depositary Shares or Fixed-to-Floating Rate Depositary Shares, as applicable." A copy of the press release is attached hereto as Exhibit 1. Thus, upon a Conditional Exchange, the Trust Securities necessarily became uncertificated.

56. Upon information and belief, the SPEs, the issuers of the Trust Securities, have made no transfer notations registering the Trust Securities to WMB to reflect any purported Assignment.⁸

57. More than simply a clerical act, registration is a legally significant act that facilitates the administration of a large-scale security issuance involving multiple holders, like the Trust Securities. Neither WMB nor JPMorgan Chase is the registered owner listed in the registrar's books with respect to the Trust Securities. Therefore, under applicable law and the Uniform Commercial Code as adopted by the State of Washington, the Trust Securities have not been delivered to WMB. Thus, the Trust Securities are property of WMI's bankruptcy estate.

(vi) JPMorgan Chase Has No Claim for the Trust Securities

58. The Trust Securities were not assigned to JPMorgan Chase under the terms of the P&A Agreement. Under Section 3.2(b) of the P&A Agreement, JPMorgan Chase was required to submit a bid for any securities that were not the capital stock of an acquired subsidiary of WMB. (P&A Agreement ¶ 3.2(b)). No such bid was submitted to WMB or the FDIC for the Trust

⁸ The Debtors are not aware of any transfer notations being made post-petition, but reserve their right to amend the complaint to avoid any such unauthorized transfers of property of the Debtors' estate.

Securities. The P&A Agreement further provides that "in the absence of an acceptable bid from [JPMorgan Chase], each such security shall not pass to [JPMorgan Chase] and shall be deemed to be an excluded asset hereunder." (P&A Agreement ¶ 3.2(b)). Therefore, JPMorgan Chase has no claim to the Trust Securities.

59. Further, Section 3.5 of the P&A Agreement provides that Schedule 3.5, "Certain Assets Not Purchased," enumerates certain assets not purchased, acquired, or assumed by JPMorgan Chase under the P&A Agreement. (P&A Agreement ¶ 3.5). Listed on Schedule 3.5 is "any interest, right, action, claim, or judgment against . . . any shareholder or holding company of [WMB]" (P&A Agreement, Schedule 3.5). Thus, JPMorgan Chase expressly did not acquire any claim from WMB for the Trust Securities under the Assignment Agreement or otherwise.

60. Further, in light of the fact that JPMorgan Chase assumed all of WMB's deposit liabilities, to the extent JPMorgan Chase has subrogated to the rights of WMB with respect to the Trust Securities, section 507(d) of the Bankruptcy Code provides that any priority status that WMB may have with respect to the Trust Securities will not inure to the benefit of JPMorgan Chase as subrogee.

61. Moreover, property is recoverable from JPMorgan Chase on account of, among other things, its status as a transferee of the avoidable Capital Contributions, as asserted above. Thus, section 502(d) of the Bankruptcy Code operates to disallow any claim of JPMorgan Chase (in any event) until JPMorgan Chase turns over the value of the avoidable Capital Contributions, among other things, to WMI's estate. Accordingly, any claim JPMorgan Chase may have on account of the Trust Securities or otherwise is disallowed.

C. Preferential Payments

(i) WMI Transfers Cash and Interests in Property to WMB on Account of Antecedent Debt

62. On or before the Receivership Date, WMI transferred significant sums or other interest in property to WMB, to third parties for the benefit of WMB, or to WMB fsb. These transfers were made on account of pre-existing tax-related (the "Tax Transfers") or administrative obligations (the "Intercompany Settlements," and with the Tax Transfers, the "Preferential Transfers") owed WMB and were made during the one-year period immediately preceding the Petition Date.

63. During this period, the Tax Transfers were made to WMB by WMI in an approximate amount of \$1,112,517,472. During this period, the Intercompany Settlements were made to WMB by WMI in an approximate amount of \$151,934,564. The Preferential Transfers are detailed in the schedules attached hereto as Exhibit 2. At the time of the Preferential Transfers, WMB and WMB fsb were both "insiders" of WMI and "creditors" of WMI as those terms are defined in the Bankruptcy Code or under applicable non-bankruptcy law.

64. WMB and WMB fsb received more on account of the Preferential Transfers than they would have received under a hypothetical chapter 7 bankruptcy case had the Preferential Transfers not been made.

65. To the extent WMI was insolvent at the time of the various Preferential Transfers, the Preferential Transfers are avoidable under the Bankruptcy Code and under applicable state law as fraudulent transfers. To the extent WMI was insolvent at the time of the various Preferential Transfers, WMB and WMB fsb had reasonable cause to believe that WMI was insolvent.

(ii) Preferential Transfers are Subsequently Transferred to JPMorgan Chase

66. The Preferential Transfers were transfers of an interest of WMI in property. Pursuant to P&A Agreement, JPMorgan Chase purchased substantially all of WMB's assets. Moreover, by subsequent transaction, JPMorgan Chase merged with WMB fsb. Thus, on the Receivership Date, the funds and/or value that comprised the Preferential Transfers were transferred to JPMorgan Chase.

67. Because the Preferential Transfers are avoidable as preferential transfers or as fraudulent transfers, then pursuant to section 550 of the Bankruptcy Code, WMI may recover the Preferential Transfers from JPMorgan Chase as subsequent transferee, or the value of the Preferential Transfers for the benefit of WMI's estate. On the Receivership Date and the Petition Date, JPMorgan Chase knew or should have known of the Preferential Transfers and about the financial condition of WMI. Thus, JPMorgan Chase did not acquire its interest in WMI property in good faith and without knowledge of the voidability of the Preferential Transfers.

D. FDIC Sells WMB's Assets to JPMorgan Chase For Less Than Reasonably Equivalent Value

68. As reported in the *Wall Street Journal*, because the FDIC had informed JPMorgan Chase in early September that it desired to "immediately auction off WaMu's assets" upon the seizure of WMB, "J.P. Morgan was well-prepared . . . when the FDIC asked for bids" for the purchase of WMB's assets. Heidi N. Moore, *Deal Journal*, WALL ST. J., Sept. 30, 2008, at C7.

69. Prior to the Receivership Date, the FDIC determined that it would accept JPMorgan Chase's bid for WMB's assets.

70. Immediately after its appointment as receiver, the FDIC purportedly sold the majority of WMB's assets to JPMorgan Chase in exchange for consideration of \$1.88 billion.

71. Under the P&A Transaction, JPMorgan Chase likely acquired more than \$300 billion of assets at book value, including \$134 billion of retail deposits and over \$8 billion of uninsured deposits which have matching liabilities. *See* FDIC Memorandum to Board of Directors, September 24, 2008.

72. Less than a week after the P&A Transaction was consummated, JPMorgan Chase booked an after-tax extraordinary gain from "merger-related items" in connection with the P&A Transaction in the amount of \$581 million. *See* JPMorgan Chase & Co., Form 10-Q for the quarter ended September 30, 2008, at 9. This amount reflected "negative goodwill," or a gain occurring when the price paid for an acquisition is less than the fair value of the acquired net assets. Subsequently, and because JPMorgan Chase's initial assessment of the value received over and beyond what it paid was conducted just days after the P&A Transaction, that gain was reassessed and increased to *\$1.9 billion* – an amount in and of itself more than the total consideration paid by JPMorgan Chase. *See* JPMorgan Chase & Co., Form 10-K for the fiscal year ended December 31, 2008, at 26.

73. The actual windfall to JPMorgan Chase was even greater, taking an immediate effect on JPMorgan Chase revenues. Having acquired WMB at fire-sale prices, JPMorgan Chase has achieved "record firmwide revenue" in first quarter 2009 and has enjoyed growth in retail banking deposits by 62% and in checking accounts by 126%.⁹ Further, JPMorgan Chase has announced that

⁹ *See* JPMorgan Chase Press Release, *JPMorgan Chase Reports First-Quarter 2009 Net Income of \$2.1 Billion, or \$0.40 per Share*, April 16, 2009. Specifically, net income in JPMorgan Chase's Retail Financial Services division "was \$474 million, compared with a net loss of \$311 million in the prior year" due, in part, to the "positive impact of the Washington Mutual transaction . . ." Net income in JPMorgan Chase's Commercial Banking division "was \$338 million, an increase of \$46 million, or 16%, from the prior year, driven by higher net revenue reflecting the impact of the Washington Mutual transaction . . ." "Net interest income [at JPMorgan Chase] was \$15.5 billion, up by \$6.1 billion, or 65%, due to the impact of the Washington Mutual transaction," among other things.

it is now poised to recognize significant gains (*i.e.*, as much as \$29 billion), as it recognizes the actual market value of many of the WMB assets it purchased and marked down at aggressive discounts. *See* Ari Levy and Elizabeth Hester, *JPMorgan's WaMu Windfall Turns Bad Loans Into Income*, BLOOMBERG.COM, May 26, 2009.¹⁰

74. At the time of the P&A Transaction, WMI was an actual creditor of WMB pursuant to various promissory notes and other intercompany payables. WMB was insolvent at the time of, or was rendered insolvent by, the P&A Transaction or was engaged in a business for which its remaining assets were unreasonably small.

75. In short, WMB did not receive from JPMorgan Chase reasonably equivalent value in exchange for the transfer of WMB's assets in the P&A Transaction.

E. Former Intercompany Amounts Due Assumed and Payable by JPMorgan Chase

76. WMB was indebted to WMI, or certain of WMI's non-bank, non-Debtor subsidiaries, under certain demand promissory notes that are due and payable in an approximate aggregate amount of \$177 million as of the Petition Date (the "Promissory Notes"), plus interest accruing thereafter, as follows:¹¹

- \$82,048,081 under that certain Revolving Master Note, dated as of December 22, 2005, by and between WMB, as borrower, and H.S. Loan Corporation, as lender. H.S. Loan Corporation is a subsidiary of WMI, in which WMB owns 1.3283%.
- \$73,670,153 under that certain Revolving Master Note, dated as of December 22, 2005, by and between WMB, as borrower, and H.S. Loan Partners, as lender. H.S. Loan Partners is an indirect, wholly-owned subsidiary of WMI.

¹⁰ http://www.bloomberg.com/apps/news?pid=20601087&sid=aYhaiSOq_Tbc&refer=home

¹¹ Separately, WMB and WMB fsb were indebted to the Debtors on account of deposit liabilities in an amount in excess of \$4 billion. These deposit liabilities are the subject of a separate adversary proceeding commenced on April 27, 2009, captioned *Washington Mutual, Inc. et al. v. JPMorgan Chase Bank, N.A.*, Adv. No. 09-50934.

- \$7,781,240 under that certain Revolving Master Note, dated as of February 11, 2005, by and between WMB, as borrower, and WMHFA Delaware Holdings LLC, as lender. WMEIFA Delaware Holdings LLC is an indirect, wholly-owned subsidiary of WMI.
- \$13,576,245 under that certain Registered Security, Note A, dated as of December 17, 2004, by and between University Street, Inc., as payor and predecessor in interest to WMB, and WMRP Delaware Holdings LLC, as payee, and predecessor in interest to PCA Asset Holdings LLC. This Promissory Note is recorded on WMI's books and records as an obligation owed to PCA Asset Holdings LLC, an indirect subsidiary of WMI, by WMB.

77. Further, there were significant intercompany receivables, that arose pursuant to that certain Administrative Services Agreement (the "Administrative Services Agreement"), identified by account numbers 28101, 28120, and 28025 owed WMI by WMB or its subsidiary WaMu Capital Corp. in the approximate amount of \$22.5 million (the "Intercompany Receivables"). A summary of the amounts owed to WMI is as follows:

Account Debtor	WMI A/R Number	Amount
WMB	28101	\$9,298,479
WMB	28120	\$13,200,977
WaMu Capital Corp.	28025	\$28,558

78. Additionally, there may be other service agreements which would fall under the Administrative Services Agreement that operated to benefit WMB or one of its subsidiaries prior to the Petition Date. To the extent it is determined that the Debtors are liable for any amounts owed under such agreements, a related intercompany payable would have accrued payable from WMB to WMI (the "Additional Intercompany Receivables").

79. Separately, as of the Petition Date, WMI sponsored a tax qualified cash balance pension plan, the WaMu Pension Plan (the "Plan"). Beginning in December 2006, and contrary to historical practice, WMI began to make contributions on account of both WMI and WMB plan participants. Pursuant to the Administrative Services Agreement, WMB is obligated to compensate WMI for such contributions. From December 2006 through the Petition Date, WMI contributed

approximately \$491 million on account of both WMI and WMB plan participants and has not been paid any amounts owed it by WMB for the amount contributed on account of WMB plan participants (the portion allocable to WMB or WMB subsidiary plan participants being the "Retirement Benefit Advances," and collectively, with the Promissory Notes, the Intercompany Receivables, and the Additional Intercompany Receivables, the "Intercompany Amounts Due").

80. Under the P&A Agreement, JPMorgan Chase "expressly assumes . . . all of the liabilities of [WMB] which are reflected on the Books and Records of [WMB]. . .and all liabilities associated with any and all employee benefit plans" (P&A Agreement at § 2.1). Thus, JPMorgan Chase assumed the Intercompany Amounts Due. However, the Intercompany Amounts Due have not been paid to WMI's estate and remain due and payable.

F. JPMorgan Chase's Unauthorized Use of the WaMu Trademarks

81. WMI is the owner of more than 80 federal trademark registrations and applications comprising a family of Washington Mutual trademarks, including but not limited to the marks "WAMU," "WASHINGTON MUTUAL," and the "W Logo" for a variety of services including but not limited to banking, credit card, lending, investment and other financial services as well as community, education and philanthropic oriented services (the "WaMu Marks"). The registrations are valid and subsisting, unrevoked and uncancelled, in full force and effect. A list of the aforesaid federal trademark registrations and applications is attached hereto as Exhibit 3.

82. In the years preceding the seizure, the WaMu corporate family encompassed dozens of companies that operated, primarily under the WAMU brand, as a single, unified organization. Many of these companies conducted business under the WaMu Marks, as part of the larger Washington Mutual corporate family.

82. The WaMu Marks are unquestionably famous and extremely valuable. Banking services and related services have been provided under some or all of the WaMu Marks since 1889.

The WAMU mark has been continuously used since at least as early as 1983. At the time of the seizure of WMB, it was the largest thrift and the sixth largest banking institution in the United States. In fact, the rights to the WAMU brand alone was recently valued at approximately \$6 billion.

83. WMI also owns registrations for at least 140 other trademarks and service marks, each in connection with various lines of business of the WaMu corporate family (the "Secondary Marks"). The registrations are valid and subsisting, unrevoked and uncancelled, in full force and effect. A list of the aforesaid federal trademark registrations and applications is attached hereto as Exhibit 4.

84. It was WMI's policy and practice to register the WaMu Marks and the Secondary Marks with the United States Patent and Trademark Office in the name of WMI, the holding company. WMI subsidiaries operating under the WaMu Marks and/or using the Secondary Marks were permitted to use them for the products and services relevant to such subsidiary's business pursuant to an implied license from WMI for as long as the subsidiary remained part of the Washington Mutual corporate family.

85. WMI is the owner of approximately 1350 domain names containing the WaMu Marks and the Secondary Marks, including, but not limited to, wamu.com, washingtonmutual.com, and wamubank.com. WMI is also the owner of numerous other domain names related to advertising campaigns (together, the "WaMu Domain Names"). WMI subsidiaries were permitted to use the WaMu Domain Names to advertise and provide information to customers regarding the products and services relevant to such subsidiary's business pursuant to an implied license from WMI for as long as the subsidiary remained part of the Washington Mutual corporate family.

86. Wamu.com was the primary website for WMI and its subsidiaries, and as such was the primary centralized focal point for customer interaction, from advertising WMI's various

products and services to providing online banking and financial and investment consultation services. In addition, WAMU.COM is the subject of a U.S. federal trademark registration for a broad range of banking and financial services.

87. WMB, as a subsidiary of WMI, used the WaMu Marks pursuant to an implied license from WMI which operated so long as WMB remained a member of WMI's corporate family.

88. On September 25, 2008, upon the OTS's seizure of WMB, WMB's license to use the WaMu Marks terminated.

89. JPMorgan Chase's continued use of the WaMu Marks, including the WaMu Domain Names, in connection with its business operations is unauthorized and infringing.

90. JPMorgan Chase has infringed the WaMu Domain Names by continuing to use at least 120 active domain names, including, but not limited to wamu.com, and by causing at least 60 active of the WaMu Domain Names, including, but not limited to wamu.com, to display JPMorgan Chase-branded and run websites.

91. JPMorgan Chase's continued use of the WaMu Marks, the Secondary Marks and the WaMu Domain Names will cause consumers to falsely believe that the products and/or services provided by JPMorgan Chase under such marks and domain names emanate from WMI, or are being rendered with the authorization or approval of WMI, when they are not.

92. JPMorgan Chase's use of the WaMu Marks, the Secondary Marks and the WaMu Domain Names is intentional and willful.

FIRST COUNTERCLAIM

Avoidance and Recovery of Capital Contributions Pursuant to 11 U.S.C. §§ 548, 550

93. Debtors repeat and re-allege each and every allegation contained in the preceding paragraphs 1-92.

94. Each of the Capital Contributions was a transfer of an interest in WMI's property within two years of the Petition Date.

95. WMI received no direct consideration in exchange for each of the Capital Contributions.

96. As of the time of each of the Capital Contributions, to the extent that WMI was either insolvent or was left with unreasonably small capital and WMB was insolvent or the prospect of WMB being seized by the OTS was so likely that equity shares in WMB were valueless, each of the Capital Contributions was for less than reasonably equivalent value and is avoidable as a fraudulent transfer under section 548 of the Bankruptcy Code.

97. JPMorgan Chase is liable to WMI's estate as a subsequent transferee of the interest in WMI's property that was transferred by each of the Capital Contributions plus pre-judgment interest at the highest applicable rate to be determined by the Court. JPMorgan Chase did not acquire its interest in the WMI property that was transferred by each of the Capital Contributions in good faith and without knowledge of the voidability of each of the Capital Contributions.

SECOND COUNTERCLAIM

Avoidance and Recovery of Capital Contributions Pursuant to 11 U.S.C. §§ 544, 550; RCW §§ 19.40.041, 19.40.051, 19.40.071 & 19.40.081

98. Debtors repeat and re-allege each and every allegation contained in the preceding paragraphs 1-97.

99. On the dates of each of the Capital Contributions, there were actual creditors of the Debtors holding unsecured claims allowable against the Debtors' estates within the meaning of sections 502(d) and 544(b) of the Bankruptcy Code, which claims remained unsatisfied on the Petition Date. Pursuant to section 544(b) of the Bankruptcy Code, the Debtors have the rights of an existing unsecured creditor of the Debtors.

100. Each of the Capital Contributions was a transfer of an interest in WMI's property within four years of the Petition Date.

101. WMI received no direct consideration in exchange for each of the Capital Contributions.

102. As of the time of each of the Capital Contributions, to the extent that WMI was either insolvent or was left with unreasonably small remaining assets and WMB was insolvent or the prospect of WMB being seized by the OTS was so likely that equity shares in WMB were valueless, each of the Capital Contributions was not for reasonably equivalent value and are avoidable fraudulent transfers under RCW §§ 19.40.041, 19.40.051 and section 544 of the Bankruptcy Code.

103. JPMorgan Chase is liable to WMI's estate as a subsequent transferee of the interest in WMI's property that was transferred by each of the Capital Contributions plus pre-judgment interest at the highest applicable rate to be determined by the Court. JPMorgan Chase did not acquire its interest in the WMI property that was transferred by each of the Capital Contributions in good faith and without knowledge of the voidability of each of the Capital Contributions.

THIRD COUNTERCLAIM

Avoidance and Recovery of Trust Securities Pursuant to 11 U.S.C. §§ 548, 550

104. Debtors repeat and re-allege each and every allegation contained in the preceding paragraphs 1-103.

105. The transfer of the Trust Securities to WMB or to JPMorgan Chase is avoidable pursuant to 11 U.S.C. § 548.

106. The transfer of the Trust Securities was a transfer of an interest in WMI's property within two years of the Petition Date.

107. At the time of the transfer of the Trust Securities, WMI was insolvent or had unreasonably small capital. WMI did not receive any value for transferring the Trust Securities to WMB or to JPMorgan Chase. Further, WMI received no indirect benefit either, such as increased equity value flowing from WMB because its wholly-owned subsidiary WMB was insolvent or had been seized by FDIC thereby rendering WMI's equity stake in WMB worthless. Moreover, both the purported transfer, and the Assignment the day prior, were made after WMB had been seized by the OTS, and thus WMI's equity shares in WMB were likewise valueless.

108. If the Trust Securities were transferred by WMI to JPMorgan Chase, then pursuant to section 550 of the Bankruptcy Code, WMI may recover the Trust Securities from JPMorgan Chase as initial transferee, or the value of the Trust Securities for the benefit of WMI's estate plus, in both instances, pre-judgment interest at the highest applicable rate to be determined by the Court.

109. If the Trust Securities were transferred by WMI to WMB and then to JPMorgan Chase, then pursuant to section 550 of the Bankruptcy Code, WMI may recover the Trust Securities from JPMorgan Chase as subsequent transferee, or the value of the Trust Securities for the benefit of WMI's estate plus, in both instances, pre-judgment interest at the highest applicable rate to be

determined by the Court. JPMorgan Chase did not acquire its interest in WMI property in good faith and without knowledge of the voidability of the Trust Securities.

FOURTH COUNTERCLAIM

Avoidance and Recovery of Trust Securities Pursuant to 11 U.S.C. §§ 544, 550; RCW §§ 19.40.041, 19.40.051, 19.40.071 & 19.40.081

110. Debtors repeat and re-allege each and every allegation contained in the preceding paragraphs 1-109.

111. The transfer of the Trust Securities to WMB or to JPMorgan Chase is avoidable pursuant to applicable Washington state law.

112. The transfer of the Trust Securities was a transfer of an interest in WMI's property within four years of the Petition Date.

113. On the date of the transfer of the Trust Securities, there were actual creditors of WMI holding unsecured claims allowable against WMI's estate within the meaning of sections 502(d) and 544(b) of the Bankruptcy Code, which claims remained unsatisfied on the Petition Date. Pursuant to section 544(b) of the Bankruptcy Code, WMI has the rights of an existing unsecured creditor of WMI.

114. At the time of the transfer of the Trust Securities, WMI was insolvent or had unreasonably small remaining assets. WMI did not receive any value for transferring the Trust Securities to WMB or to JPMorgan Chase. Further, WMI received no indirect benefit either, such as increased equity value flowing from WMB because its wholly-owned subsidiary WMB was insolvent or had been seized by FDIC thereby rendering WMI's equity stake in WMB worthless. Moreover, both the purported transfer, and the Assignment the day prior, were made after WMB had been seized by the OTS, and thus WMI's equity shares in WMB were likewise valueless.

115. If the Trust Securities were transferred by WMI to JPMorgan Chase, then pursuant to section 550 of the Bankruptcy Code, WMI may recover the Trust Securities from JPMorgan Chase as initial transferee, or the value of the Trust Securities for the benefit of WMI's estate plus, in both instances, pre-judgment interest at the highest applicable rate to be determined by the Court.

116. If the Trust Securities were transferred by WMI to WMB and then to JPMorgan Chase, then pursuant to section 550 of the Bankruptcy Code, WMI may recover the Trust Securities from JPMorgan Chase as subsequent transferee, or the value of the Trust Securities for the benefit of WMI's estate plus, in both instances, pre-judgment interest at the highest applicable rate to be determined by the Court. JPMorgan Chase did not acquire its interest in WMI property in good faith and without knowledge of the voidability of the Trust Securities.

FIFTH COUNTERCLAIM

Avoidance and Recovery of Trust Securities Pursuant to 11 U.S.C. §§ 547, 550

117. Debtors repeat and re-allege each and every allegation contained in the preceding paragraphs 1-116.

118. In the alternative to the third and fourth counterclaims, if it is determined at or before trial that WMI transferred the Trust Securities to WMB or to JPMorgan Chase in satisfaction of the Downstream Undertakings as valid, enforceable, antecedent obligations, then such transfer is avoidable pursuant to 11 U.S.C. § 547.

119. As such, WMB or JPMorgan Chase, as subrogee or successor in interest to WMB, were creditors of WMI pursuant to the Downstream Undertakings at the time the transfer was made.

120. The transfer of the Trust Securities was a transfer of an interest in WMI's property within ninety days of the Petition Date.

121. WMI was insolvent at the time the transfer was made.

122. As asserted above, WMB, as recipient of the Capital Contributions, is a transferee of a transfer avoidable under the Bankruptcy Code. Property is recoverable under the Bankruptcy Code from JPMorgan Chase on account of its status as a transferee of the Capital Contributions.

123. The transfer allowed WMB or JPMorgan Chase to receive more by virtue of the transfer than either of them would have received had the transfer not been made in a hypothetical WMI chapter 7 bankruptcy case.

124. Pursuant to section 550 of the Bankruptcy Code, WMI may recover the Trust Securities from JPMorgan Chase as initial or subsequent transferee, or the value of the Trust Securities for the benefit of WMI's estate plus, in both instances, pre-judgment interest at the highest applicable rate to be determined by the Court. JPMorgan Chase did not acquire its interest in WMI property in good faith and without knowledge of the voidability of the Trust Securities.

SIXTH COUNTERCLAIM

Avoidance and Recovery of Trust Securities Pursuant to 11 U.S.C. §§ 544, 550; RCW §§ 19.40.051, 19.40.071 & 19.40.081

125. Debtors repeat and re-allege each and every allegation contained in the preceding paragraphs 1-124.

126. On the dates of the transfer of the Trust Securities, there were actual creditors of WMI holding unsecured claims allowable against WMI's estate within the meaning of sections 502(d) and 544(b) of the Bankruptcy Code, which claims remained unsatisfied on the Petition Date. Pursuant to section 544(b) of the Bankruptcy Code, WMI has the rights of an existing unsecured creditor of WMI.

127. In the alternative to the third and fourth counterclaims, if it is determined at or before trial that WMI transferred the Trust Securities to WMB or to JPMorgan Chase in satisfaction of the

Downstream Undertakings as valid, enforceable, antecedent obligations, then such transfer is avoidable pursuant to 11 U.S.C. § 544 and Washington state law.

128. As such, WMB or JPMorgan Chase, as successor in interest to WMB, were creditors of WMI pursuant to the Downstream Undertakings at the time the transfer was made.

129. WMB or JPMorgan Chase, as successor in interest to WMB, was an insider of WMI under applicable law at the time the transfer of the Trust Securities was made.

130. The transfer of the Trust Securities was a transfer of an interest in WMI's property within one year of the Petition Date.

131. WMI was insolvent at the time the transfer was made and WMB or JPMorgan Chase had reasonable cause to believe that WMI was insolvent in light of the seizure of WMB by the FDIC, among other reasons.

132. Pursuant to section 550 of the Bankruptcy Code, WMI may recover the Trust Securities from JPMorgan Chase as subsequent transferee, or the value of the Trust Securities for the benefit of WMI's estate plus, in both instances, pre-judgment interest at the highest applicable rate to be determined by the Court. JPMorgan Chase did not acquire its interest in WMI property in good faith and without knowledge of the voidability of the Trust Securities.

SEVENTH COUNTERCLAIM

Declaratory Judgment that Trust Securities are Property of the Estate

133. Debtors repeat and re-allege each and every allegation contained in the preceding paragraphs 1-132.

134. In the alternative to the third, fourth, fifth, and sixth counterclaims, as set forth above, the Trust Securities were not transferred to WMB, the FDIC, or JPMorgan Chase.

135. JPMorgan Chase asserts a claim of ownership to the Trust Securities.

136. The Trust Securities were not assigned to JPMorgan Chase under the terms of the P&A Agreement. Thus, at best, JPMorgan Chase has a general unsecured claim against WMI's estate as subrogee to WMB.

137. There is an actual controversy that is of sufficient immediacy to warrant judicial relief under the Declaratory Judgment Act, 28 U.S.C. § 2201.

138. Debtors request a declaratory judgment that the Trust Securities are property of WMI's bankruptcy estate and were never delivered or transferred therefrom.

EIGHTH COUNTERCLAIM

Avoidance and Recovery of Preferential Transfers to WMB Pursuant to 11 U.S.C. §§ 547, 550

139. Debtors repeat and re-allege each and every allegation contained in the preceding paragraphs 1-138.

140. The Preferential Transfers were transfers of an interest in WMI's property within one year of the Petition Date.

141. WMB and WMB fsb were creditors of WMI at the time the Preferential Transfers were made and the Preferential Transfers were made to WMB or WMB fsb or for their benefit.

142. WMB and WMB fsb were insiders of WMI within the meaning of the Bankruptcy Code at the time the Preferential Transfers were made.

143. The Preferential Transfers allowed WMB and WMB fsb to receive more by virtue of the Preferential Transfers than they would have received had the Preferential Transfers not been made in a hypothetical WMI chapter 7 bankruptcy case.

144. To the extent WMI was insolvent at the time the Preferential Transfers were made, the Preferential Transfers are avoidable pursuant to 11 U.S.C. § 547.

145. JPMorgan Chase is liable to WMI's estate as a subsequent transferee of the Preferential Transfers plus pre-judgment interest at the highest applicable rate to be determined by the Court. JPMorgan Chase did not acquire its interest in WMI property in good faith and without knowledge of the voidability of the Preferential Transfers.

NINTH COUNTERCLAIM

Avoidance and Recovery of Preferential Transfers to WMB Pursuant to 11 U.S.C. §§ 544, 550; RCW §§ 19.40.051, 19.40.071 & 19.40.081

146. Debtors repeat and re-allege each and every allegation contained in the preceding paragraphs 1-145.

147. On the dates of the Preferential Transfers, there were actual creditors of WMI holding unsecured claims allowable against WMI's estate within the meaning of sections 502(d) and 544(b) of the Bankruptcy Code, which claims remained unsatisfied on the Petition Date. Pursuant to section 544(b) of the Bankruptcy Code, WMI has the rights of an existing unsecured creditor of WMI.

148. The Preferential Transfers were transfers of an interest in WMI's property within one year of the Petition Date.

149. WMB and WMB fsb were creditors of WMI at the time the Preferential Transfers were made.

150. WMB and WMB fsb were insiders of WMI under applicable law at the time the Preferential Transfers were made.

151. To the extent WMI was insolvent at the time the Preferential Transfers were made (which WMB and WMB fsb each would have had reason to know of), the Preferential Transfers are avoidable pursuant to 11 U.S.C. § 544 and Washington state law.

152. Pursuant to section 550 of the Bankruptcy Code, JPMorgan Chase is liable to WMI's estate as a subsequent transferee of the Preferential Transfers plus pre-judgment interest at the

highest applicable rate to be determined by the Court. JPMorgan Chase did not acquire its interest in WMI property in good faith and without knowledge of the voidability of the Preferential Transfers.

TENTH COUNTERCLAIM

**Fraudulent Transfer Pursuant to 11 U.S.C. § 541;
RCW §§ 19.40.041, 19.40.051, 19.40.071, & 19.40.081;
NEV. REV. STAT. §§ 112.180, 112.190, 112.210, & 112.220**

153. Debtors repeat and re-allege each and every allegation contained in the preceding paragraphs 1-152.

154. The P&A Transaction is avoidable as a fraudulent transfer by WMI in WMI's capacity as a creditor of WMB under Nevada state law or alternatively under Washington state law.

155. At the time of the P&A Transaction, WMI was an actual creditor of WMB pursuant to various promissory notes and other intercompany payables. WMB was insolvent at the time of, or was rendered insolvent by, the P&A Transaction or was engaged in a business for which its remaining assets were unreasonably small.

156. The P&A Transaction is avoidable because it took place within four years of the date hereof and WMB did not receive reasonably equivalent value for its assets from JPMorgan Chase.

157. JPMorgan Chase did not acquire WMB's assets in good faith.

158. JPMorgan Chase is liable to WMI's estate for the actual value of WMB's assets at the time of the P&A Transaction to be demined at trial plus pre-judgment interest at the highest applicable rate to be determined by the Court.

159. Alternatively, JPMorgan Chase is liable to WMI's estate in an amount necessary to satisfy any and all claims that WMI has against WMB in full.

160. With respect to the claims recited in paragraphs 158 and 159 hereof, WMI has a claim against JPMorgan Chase for money damages and for any other relief that the circumstances may require.

161. Alternatively, WMI may avoid the P&A Transaction to the extent necessary to satisfy any and all claims that WMI has against WMB in full.

ELEVENTH COUNTERCLAIM

Disallowance of Claims Pursuant to 11 U.S.C. §§ 105, 502

162. Debtors repeat and re-allege each and every allegation contained in the preceding paragraphs 1-161.

163. JPMorgan Chase filed proofs of claims in the Debtors' bankruptcy cases. The Debtors hereby object to any and all claims filed or asserted by JPMorgan Chase pursuant to section 502(d) of the Bankruptcy Code.¹²

164. Property is recoverable from JPMorgan Chase on account of its status as a transferee of the Capital Contributions, the Preferential Transfers, and to the extent applicable, the Trust Securities, as asserted above. JPMorgan Chase has failed to turn over to the Debtors such property of the Debtors' estates.

165. Pursuant to Section 502(d) of the Bankruptcy Code, each claim asserted by JPMorgan Chase must be disallowed because property of the Debtors' estates is recoverable from JPMorgan Chase and JPMorgan Chase has not turned over all of such property to the Debtors.

166. Further, pursuant to Section 502(b)(1) of the Bankruptcy Code, the Debtors have a right of setoff under applicable state law, and because the Debtors have claims against JPMorgan

¹² The Debtors reserve their rights to object to JPMorgan Chase's proofs of claims on different grounds through the Debtors' claims reconciliation process.

Chase that exceed the amount (if any) owed by the Debtors to JPMorgan Chase, JPMorgan Chase's claims are unenforceable and must be disallowed.

TWELFTH COUNTERCLAIM

Declaratory Judgment that Certain Assets are Property of the Estate

167. Debtors repeat and re-allege each and every allegation contained in the preceding paragraphs 1-166.

168. In its Complaint, JPMorgan Chase asserts a claim of ownership to the: (i) Trust Securities; (ii) Tax Refunds; (iii) \$3.7 Billion Book Entry Transfer; (iv) Anchor and American Judgments (as defined therein) and all monies paid on account of those judgments, as well as any future judgment in either the *Anchor Savings Bank* or the *American Savings Bank* litigations; (v) Legacy Rabbi Trusts; (vi) Pension and 401(k) Plans; (vii) BOLI and Split Dollar Policies; (viii) Visa Shares; and (ix) Intangible Assets (each as defined in the Complaint, and collectively, the "Disputed Assets").

169. The Disputed Assets are property of the Debtors' estates and were not purchased by JPMorgan Chase under the terms of the P&A Agreement.

170. There is an actual controversy that is of sufficient immediacy to warrant judicial relief under the Declaratory Judgment Act, 28 U.S.C. § 2201.

171. The Debtors request a declaratory judgment determining that all of the Disputed Assets are property of the Debtors' estates and were not purchased by JPMorgan Chase under the terms of the P&A Agreement.

THIRTEENTH COUNTERCLAIM

Turnover of Intercompany Amounts Due Pursuant to 11 U.S.C. § 542

172. Debtors repeat and re-allege each and every allegation contained in the preceding paragraphs 1-171.

173. The Intercompany Amounts Due are debts owed to the Debtors' estates that are matured and payable on demand.

174. Pursuant to section 542 of the Bankruptcy Code, JPMorgan Chase is required to pay the Intercompany Amounts Due, including pre-judgment interest at the highest applicable rate to be determined by the Court, to the Debtors' estates.

FOURTEENTH COUNTERCLAIM

Unjust Enrichment, Constructive Trust, and Equitable Lien

175. Debtors repeat and re-allege each and every allegation contained in the preceding paragraphs 1-174.

176. JPMorgan Chase would be unjustly enriched if it were allowed to retain the Capital Contributions, the Trust Securities (if transferred), the Preferential Transfers, or any of the Disputed Assets.

177. In order to prevent that unjust enrichment, equity entitles WMI to recover the value of the property transferred, including through the remedies of constructive trust and/or equitable lien.

FIFTEENTH COUNTERCLAIM

Trademark Infringement Pursuant to 15 U.S.C. § 1114

178. Debtors repeat and re-allege each and every allegation contained in the preceding paragraphs 1-177.

179. JPMorgan Chase's continued use of the WaMu Marks, the Secondary Marks, and the WaMu Domain Names that incorporate either the WaMu Marks or the Secondary Marks, in connection with its business operations is unauthorized and infringing.

180. JPMorgan Chase's use of the WaMu Marks, the Secondary Marks and the WaMu Domain Names is intentional and willful.

181. The aforesaid acts of JPMorgan Chase constitute trademark infringement in violation of Section 32(1) of the Lanham Act, 15 U.S.C. § 1114(1).

182. The aforesaid acts of Counterclaim-Defendants have caused, and are causing, great and irreparable harm to WMI and, unless JPMorgan Chase is permanently restrained by this Court, said injury will continue.

183. WMI, the owner of the WASHINGTON MUTUAL and W Logo marks, permitted WMB, as its licensee, to retain two United States trademark registrations that cover a small fraction of WMB's services (United States Trademark Registrations Nos. 1197378 and 1214303), as an administrative convenience. Since the license is now terminated, WMI is entitled to an order requiring that JPMorgan Chase assign said trademark registrations to WMI to rectify the Federal Register or, in the alternative, cancelling such registrations.

184. WMI is entitled to recover its damages sustained as a result of JPMorgan Chase's federal trademark infringement, together with an accounting of JPMorgan Chase profits arising from such infringing activities.

185. WMI is entitled to recover treble damages under 15 U.S.C. § 1117 by reason of the willful and deliberate acts of federal trademark infringement by JPMorgan Chase.

186. WMI is entitled to recover its reasonable attorneys' fees pursuant to 15 U.S.C. § 1117.

SIXTEENTH COUNTERCLAIM

Common Law Trademark Infringement

187. Debtors repeat and re-allege each and every allegation contained in the preceding paragraphs 1-186.

188. The aforesaid acts of JPMorgan Chase constitute use that is likely to cause confusion as to the source of JPMorgan Chase's services.

189. The aforesaid acts of JPMorgan Chase constitute trademark infringement in violation of WMI's continuing and residual common law trademark rights in the WaMu Marks and the Secondary Marks.

190. The aforesaid acts of JPMorgan Chase have caused, and are causing, great and irreparable harm to WMI, and, unless permanently restrained by this Court, said injury will continue.

191. WMI is entitled to recover JPMorgan Chase's profits and/or damages by reason of JPMorgan Chase's acts of trademark infringement under the common law.

SEVENTEENTH COUNTERCLAIM

Patent Infringement

192. Debtors repeat and re-allege each and every allegation contained in the preceding paragraphs 1-191.

193. The Court has jurisdiction pursuant to 28 U.S.C. § 1334 and 28 U.S.C. § 157.

194. WMI is the owner by assignment of United States Patent No. 6,681,985, entitled "System For Providing Enhanced Systems Management, Such As In Branch Banking" (the "'985 patent"). The '985 patent was duly and legally issued by the United States Patent and Trademark Office ("USPTO") on January 27, 2004. A true and correct copy of the '985 patent is attached hereto as Exhibit 5.

195. In the years preceding the seizure, the WaMu corporate family encompassed dozens of companies that operated as a single, unified organization. WMB practiced the '985 patent as part of the larger corporate family.

196. Related companies were permitted to practice the '985 patent pursuant to an implied license from WMI for as long as they remained part of the Washington Mutual corporate family.

197. On September 25, 2008, upon the OTS's seizure of WMB, WMB's implied license to practice the '985 patent terminated.

198. JPMorgan Chase has continued to practice the '985 patent in connection with its business operations, which use is unauthorized and infringing.

199. In violation of 35 U.S.C. § 271, JPMorgan Chase has been and is now directly infringing and indirectly infringing, by way of inducement and/or contribution, literally and/or under the doctrine of equivalents, the '985 patent by practicing one or more claims of the '985 patent by making, using, selling, offering for sale, contributing to the use of, and/or inducing the use of financial transaction processing systems to process financial transactions for a customer in a branch bank.

200. JPMorgan Chase's infringement of the '985 patent includes, but is not limited to, use of the patented system in connection with banking operations in former Washington Mutual branch banks.

201. JPMorgan Chase's actions have damaged WMI in an amount to be determined at trial and have caused and will continue to cause WMI irreparable injury for which WMI has no adequate remedy at law.

202. Upon information and belief, JPMorgan Chase's infringement, contributory infringement, and inducement to infringe have been, and continue to be, willful, and will continue to injure WMI unless and until the Court enters an injunction prohibiting further infringement.

203. WMI is entitled to an award of damages adequate to compensate WMI for the infringement that has occurred, together with prejudgment interest from the date infringement began.

204. WMI is also entitled to increased damages as permitted under 35 U.S.C. § 284, as well a finding that this case is exceptional, entitling WMI to attorneys' fees and costs as provided by 35 U.S.C. § 285.

205. WMI is also entitled to a permanent injunction prohibiting JPMorgan Chase's further infringement, inducement of infringement, and contributory infringement of the '985 patent.

EIGHTEENTH COUNTERCLAIM

Federal Copyright Infringement Pursuant to 17 U.S.C. § 501

206. Debtors repeat and re-allege each and every allegation contained in the preceding paragraphs 1-205.

207. WMI owns the copyright for, and has applied to register, its website at wamu.com (the "Website"). True and correct copies of the applications as filed with the United States Copyright Office, and the filing receipts for these applications, are attached hereto as Exhibit 6.

208. Upon information and belief, JPMorgan Chase has continued to display, reproduce and distribute the Website, or significant parts thereof, without authorization from WMI.

209. Upon information and belief, JPMorgan Chase has created, reproduced and distributed derivative works based on the Website without authorization from WMI.

210. The actions and conduct by JPMorgan Chase as described above infringe upon the exclusive rights of WMI granted by Section 106 of the Copyright Act, 17 U.S.C. § 106, to display, reproduce, and distribute the copyrighted Website to the public, and to create derivative works based on the copyrighted Website. WMI is informed and believes, and on that basis alleges, that JPMorgan Chase has infringed directly and indirectly WMI's exclusive rights in the Copyrighted Website.

211. Such actions and conduct by JPMorgan Chase constitute copyright infringement under Section 501 of the Copyright Act, 17 U.S.C. § 501.

212. As a result of the copyright infringement described above, WMI is entitled to relief including, but not limited to, injunctive relief, actual damages, and prejudgment interest.

PRAYER FOR RELIEF

WHEREFORE, Debtors WMI and WMI Investment respectfully request that the Court enter judgment in favor of Debtors:

- A. Dismissing the Complaint with prejudice;
- B. Ordering JPMorgan Chase to return and pay to WMI's estate an amount equal to the Capital Contributions plus pre-judgment interest at the highest applicable rate to be determined by the Court;
- C. Declaring that the Trust Securities are property of WMI's estate and were never delivered or transferred therefrom;
- D. In the alternative, ordering JPMorgan Chase to return the Trust Securities to WMI's estate or to pay to WMI's estate an amount equal to the value of Trust Securities as of the Petition Date plus pre-judgment interest at the highest applicable rate to be determined by the Court;
- E. Ordering JPMorgan Chase to return and pay to WMI's estate an amount equal to the Preferential Transfers plus pre-judgment interest at the highest applicable rate to be determined by the Court;
- F. Ordering JPMorgan Chase to pay to WMI's estate the fair market value of the assets it purchased from WMB at the time of the P&A Transaction or, in the alternative, ordering JPMorgan Chase to return and pay to WMI's estate an amount necessary to satisfy any and all claims that WMI has against WMB in full, or, in the alternative, avoiding the P&A Transaction to the extent necessary to satisfy any and all claims that WMI has against WMB in full, in each case plus pre-judgment interest at the highest applicable rate to be determined by the Court;
- G. Ordering JPMorgan Chase to pay restitution to the Debtors in an amount equal to JPMorgan Chase's unjust enrichment;
- H. Disallowing each and every claim asserted by JPMorgan Chase against the Debtors' estates;

- I. Declaring that the Disputed Assets are property of WMI's estate and were not purchased by JPMorgan Chase under the terms of the P&A Agreement;
- J. Declaring that JPMorgan Chase has assumed the Intercompany Amounts Due and that such debts are due and payable;
- K. Enjoining the further use of the WaMu Marks, the Secondary Marks and the WaMu Domain Names by JPMorgan Chase;
- L. Ordering that JPMorgan Chase be required to assign United States Trademark Registrations Nos. 1197378 and 1214303 to WMI to rectify the Federal Register or, in the alternative, ordering the cancellation said trademark registrations;
- M. Ordering that WMI recover its damages sustained as a result of JPMorgan Chase's federal trademark infringement, together with an accounting of JPMorgan Chase's profits arising from such infringing activities;
- N. Ordering that WMI have and recover treble damages under 15 U.S.C. § 1117 by reason of the willful and deliberate acts of federal trademark infringement by JPMorgan Chase;
- O. Ordering that WMI have and recover its reasonable attorneys' fees pursuant to 15 U.S.C. § 1117;
- P. Ordering that WMI have and recover JPMorgan Chase's profits and/or damages by reason of JPMorgan Chase's acts of trademark infringement under the common law;
- Q. Ordering that JPMorgan Chase pay damages adequate to compensate Debtors for JPMorgan Chase's past and ongoing willful infringement of the '985 patent and increased damages as permitted under 35 U.S.C. § 284;
- R. Ordering that WMI have and recover its reasonable attorneys' fees and costs pursuant to 35 U.S.C. § 285;
- S. Enjoining JPMorgan Chase's infringement, inducement of infringement, and contributory infringement of the '985 patent;

- T. Ordering that WMI recover its damages sustained as a result of JPMorgan Chase's federal copyright infringement, together with prejudgment interest;
- U. Enjoining JPMorgan Chase's copyright infringement;
- V. Awarding the Debtors costs and attorneys' fees and expenses; and
- W. Granting Debtors such other legal or equitable relief as is just.

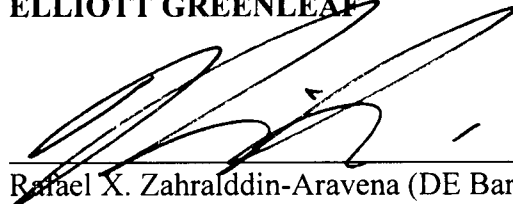
DEMAND FOR JURY TRIAL

Debtors hereby demand trial by jury on counts fifteen to eighteen (15-18).

Dated: May 29, 2009

Wilmington, Delaware

ELLIOTT GREENLEAF



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*Special Litigation and Conflicts Co-Counsel to Washington
Mutual, Inc. and WMI Investment Corp*

Exhibit 1

Print Page Close Window

Washington Mutual, Inc. Announces Conditional Exchange of Preferred Securities

SEATTLE--(BUSINESS WIRE)--

Washington Mutual, Inc. (NYSE:WM) announced today that an "Exchange Event" has occurred under the applicable documents governing the following securities (Securities):

- Washington Mutual Preferred (Cayman) I Ltd. 7.25% Perpetual Non-cumulative Preferred Securities, Series A-1 (to be exchanged into depositary shares representing Series J Perpetual Non-Cumulative Fixed Rate Preferred Stock of WMI);
- Washington Mutual Preferred (Cayman) I Ltd. 7.25% Perpetual Non-cumulative Preferred Securities, Series A-2 (to be exchanged into depositary shares representing Series J Perpetual Non-Cumulative Fixed Rate Preferred Stock of WMI);
- Washington Mutual Preferred Funding Trust I Fixed-to-Floating Rate Perpetual Non-cumulative Trust Securities (to be exchanged into depositary shares representing Series I Perpetual Non-Cumulative Fixed-to-Floating Rate Preferred Stock of WMI);
- Washington Mutual Preferred Funding Trust II Fixed-to-Floating Rate Perpetual Non-cumulative Trust Securities (to be exchanged into depositary shares representing Series L Perpetual Non-Cumulative Fixed Rate Preferred Stock of WMI);
- Washington Mutual Preferred Funding Trust III Fixed-to-Floating Rate Perpetual Non-cumulative Trust Securities (to be exchanged into depositary shares representing Series M Perpetual Non-Cumulative Fixed Rate Preferred Stock of WMI); and
- Washington Mutual Preferred Funding Trust IV Fixed-to-Floating Rate Perpetual Non-cumulative Trust Securities (to be exchanged into depositary shares representing Series N Perpetual Non-Cumulative Fixed-to-Floating Rate Preferred Stock of WMI).

In connection with the Exchange Event, WMI will effect an exchange (Conditional Exchange) of the Securities into depositary shares representing a like amount of preferred stock in WMI, as contemplated by the applicable documents governing the

securities.

In accordance with the terms of the documents governing the Securities, the Conditional Exchange of the Securities will occur on Friday, September 26, 2008 at 8:00 A.M. New York time. As of the time of the Conditional Exchange, each outstanding Security will be exchanged automatically for a like amount of newly issued Fixed Rate Depositary Shares or newly issued Fixed-to-Floating Rate Depositary Shares, as applicable, each representing a 1/1000th interest in one share of the applicable series of preferred stock of WMI.

WMI will mail the notice required under the applicable documents to each holder of record of Securities within 30 days, and WMI will deliver or cause to be delivered to each such holder of record depositary receipts for the Fixed Rate Depositary Shares and Fixed-to-Floating Rate Depositary Shares upon surrender of the Securities. Until such depositary receipts are delivered or in the event such depositary receipts are not delivered, any certificates previously representing Securities will be deemed for all purposes, effective as of 8:00 AM New York time on September 26, 2008, to represent Fixed Rate Depositary Shares or Fixed-to-Floating Rate Depositary Shares, as applicable.

Source: Washington Mutual, Inc.

Exhibit 2

In re: Washington Mutual, Inc.
Case No. 08-12229
SOFA 23 Payments to Insiders
Payments made to Washington Mutual Bank

Date Paid	Amount Paid to WMB
10/11/2007	857,230.47
10/18/2007	3,446,107.42
11/8/2007	1,189.73
11/15/2007	254,364.42
12/13/2007	186,438.82
1/10/2008	6,863,343.95
1/17/2008	2,190.72
2/7/2008	2,319,329.88
3/6/2008	7,948.56
3/13/2008	773,837.68
3/31/2008	14,030,414.67
4/10/2008	4,488,747.40
4/24/2008	3,759,043.02
5/8/2008	2,598,863.39
5/30/2008	1,240,005.70
6/19/2008	170.28
6/26/2008	10,520,771.72
7/24/2008	581,788.51
8/14/2008	1,431,922.60
8/21/2008	4,194,820.96
9/11/2008	112,923.51
9/25/2008	4,101,278.69
10/18/2007	175,635.71
10/25/2007	305,110.56
10/31/2007	1,434,522.37
11/8/2007	4,966,409.90
11/15/2007	725,599.67
12/13/2007	8,865,013.39
12/31/2007	6,205.49
1/10/2008	6,362,822.58
1/17/2008	914,011.32
1/31/2008	12,447,072.22
2/7/2008	3,377,908.39
2/14/2008	292,691.98
2/21/2008	671,242.69
2/29/2008	750,288.31
3/13/2008	3,256,230.57
3/20/2008	1,096,451.96

In re: Washington Mutual, Inc.
Case No. 08-12229
SOFA 23 Payments to Insiders
Payments made to Washington Mutual Bank

Date Paid	Amount Paid to WMB
4/10/2008	3,429,936.11
5/15/2008	1,956,466.25
5/22/2008	3,062,583.76
6/19/2008	1,422,117.59
6/30/2008	5,284,659.08
7/10/2008	2,598,631.45
7/24/2008	2,879,785.16
8/7/2008	1,805,099.83
8/14/2008	2,573,609.62
9/11/2008	614,326.45
9/18/2008	17,205,753.61
9/25/2008	1,681,646.07
Total:	151,934,564.19

In re: Washington Mutual Inc.
Payments made to Washington Mutual Bank and Washington Mutual Bank fsb
Tax Transfers

Date	Amount	Paid to
11/9/2007	11,489,211	Washington Mutual Bank, fsb
11/9/2007	390,077,331	Washington Mutual Bank
12/17/2007	139,388,137	Washington Mutual Bank
3/17/2008	136,681,251	Washington Mutual Bank
6/16/2008	196,412,285	Washington Mutual Bank
9/15/2008	238,489,257	Washington Mutual Bank
Total	<u>1,112,517,472</u>	

Exhibit 3

Mark	Owner	App No. App. Date Reg. No. Reg. Date Status	Class No.	Description
W LOGO	Washington Mutual, Inc.	75/515,416 7/8/1998 2,588,771 7/2/2002 Registered	036	Banking services; investment advisor services; investment brokerage, consultation and management; securities brokerage; financial portfolio management; financial planning; mortgage and consumer lending services; insurance services, namely agencies in the fields of property and casualty, life, health, credit and disability; and philanthropic services consisting of monetary donations
W LOGO	Washington Mutual, Inc.	77/103,111 2/8/2007 Pending	036, 045	Providing consumer credit information, credit card information and credit ratings, and information related to obtaining such information from others; providing credit reports, monitoring of credit reports, analysis of the credit reports, and notification of changes in credit reports; providing consulting services, advice and information to assist others in protecting credit ratings, registering and canceling credit cards; debt and credit analysis services; insurance underwriting, brokerage, agencies and consultation services specializing in the areas of privacy protection, identity theft and fraud; banking services; providing interactive websites containing information and online enrollment related to the foregoing services; Fraud detection and prevention in the field of identity theft, namely, locating and providing information to others concerning consumer and identity fraud and identity theft; providing consulting services and case worker assistance and counseling in filing claims, resolving fraud and identity theft issues with creditors and closing accounts necessitated by identity theft and fraud; providing consulting services, advice and information to assist others in protecting against identity fraud and identity theft; providing consulting services, advice and information on identity theft and fraud protection and prevention products and services; providing interactive websites containing information and online enrollment related to the foregoing services
W LOGO	Washington Mutual, Inc.	77/402,034 2/20/2008 Pending	036; 038; 041	Banking services provided via mobile phone communications; providing information on financial and insurance topics; Telecommunications services, namely electronic transmission of messages, data and text; text messaging services; electronic mail services; wireless digital messaging services; wireless electronic transmission of financial and insurance-related data; electronic mail services provided to others; electronic mail services provided to others; Providing online information on the topics of current events, entertainment venues, schedules, ticket information for arts and entertainment events and programs, namely, theater performances, musical performances and concerts, sporting events and community events and activities; providing online tickets for entertainment events via electronic mail
W LOGO	Washington Mutual, Inc.	77/489,166 6/2/2008 3,560,766 1/13/2009 Registered	035	Administration of a discount program for enabling participants to obtain discounts on goods and services through use of a discount membership card; promoting the goods and services of others through the distribution of discount cards; administration of discount programs for enabling participants to obtain discounts on health-care related merchandise and services through use of a discount membership card; providing information regarding discount shopping services for medical, dental, vision, pharmacy and healthcare services
W LOGO	Washington Mutual, Inc.	77/489,168 6/2/2008 3,560,767	036	Insurance brokerage and agencies in the fields of life, home, home warranties, mobile home, manufactured home, rental property, valuable article protection, mortgage, privacy protection, loss due to identity theft and fraud, personal umbrella protection, renters insurance, disaster mortgage

Matrix	Owner	App. No. App. Date Reg. No. Reg. Date Status	Class No.	Scope of Services
W LOGO	Washington Mutual, Inc.	1/13/2009 Registered		insurance, earthquake, flood, auto, motor home, recreational vehicle, travel trailer and boat insurance
W LOGO	Washington Mutual, Inc.	77/529,939 7/23/2008 Pending	035	Arranging and conducting incentive rewards programs to promote the sale of banking services, mortgage and equity home lending services, credit cards and credit card services, insurance services, and financial and investment services and the sale of goods and services of others; promoting the sale of goods and services of others through the administration of membership discount cards [intent to use] Promoting the sale of goods and services of others through the administration of incentive reward programs and purchase points for credit card use [Use based]
W LOGO	Washington Mutual, Inc.	77/548,644 8/15/2008 Pending	036	Insurance brokerage and agencies in the fields of life, home, home warranties, mobile home, manufactured home, rental property, valuable article protection, mortgage, privacy protection, loss due to identity theft and fraud, personal umbrella protection, renters insurance, disaster mortgage insurance, earthquake, flood, auto, motor home, recreational vehicle, travel trailer and boat insurance
W LOGO	Washington Mutual, Inc.	78/818,110 2/17/2006 Pending	036	Banking services; automated teller machine services; savings, checking and certificate of deposit account services; credit card services; debit card services; cash card services; stored value card services; deposit card services; online banking services; electronic payment services, namely, electronic processing and transmission of bill payment data; mortgage lending services; home equity lending services; consumer lending services; commercial lending services; equipment financing services; mortgage banking services, namely, origination, acquisition, servicing, securitization and brokerage of mortgage loans; specialty finance lending services, namely, lending to underserved borrowers; providing investment and financial information, advice, consultation, management and brokerage services; financial portfolio management and analysis services; mutual fund consultation, brokerage, distribution and investment; establishing and administering mutual funds for others; investment, management and distribution of fixed and variable annuities; retirement account management and distribution; insurance brokerage and agencies in the fields of home, renters, mortgage, earthquake, flood, long term health, medical, dental, vision, pet, boat, accidental death and accidental dismemberment; insurance services, namely, brokerage of insurance against loss due to identification and identity theft and fraud; brokerage of privacy protection insurance; brokerage of credit insurance; brokerage of privacy protection insurance; brokerage of credit insurance; insurance theft and fraud; brokerage of privacy protection insurance; insurance underwriting and brokerage and agency services in the field of home warranties; insurance underwriting and brokerage in the field of home warranties; charitable financial sponsorship of non-profit community, cultural, theatrical, artistic, musical, educational and sporting events and programs; providing charitable grants to educational institutions, students and community organizations; providing educational scholarships; charitable fund raising services; charitable financial sponsorship of non-profit community events; organizing financial sponsorship of fundraising events to raise money for recognition of educators, and providing financial sponsorship of fundraising events to raise money

Name	Owner	App. No. App. Date Reg. No. Reg. Date Status	Class No.	Description of Services
W LOGO	Washington Mutual, Inc.	78/818,113 2/17/2006 3,510,022 9/30/2008 Registered	009	for recognition of educators; arranging for others to provide financial sponsorship of fundraising events in the field of education and teaching; providing financial sponsorship of fundraising events in the field of education and teaching; organizing and conducting fundraising events to raise money for recognition of educators; charitable fund raising for fundraising events; providing information related to all of the foregoing services and associated accounts via the Internet Magnetically encoded credit cards, cash cards, check cards, ATM cards, deposit cards, debit cards and stored value cards
W LOGO	Washington Mutual, Inc.	78/818,117 2/17/2006 Pending	016	Printed materials, namely, magazines, trade journals, brochures, flyers, pamphlets, program guides, articles and reports provided to bank customers containing information on topics of general interest; printed matter, namely, books, newsletters, flyers, brochures, paper banners and program guides about financial, lending and banking information and savings and investment accounts; newsletters in the field of mutual funds, annuities, investment securities, investment advice, financial planning, financial portfolio management and related news; newsletters provided to financial advisors containing information relating to mutual funds, annuities and related news
W LOGO	Washington Mutual, Inc.	78/818,120 2/17/2006 Pending	035	Coordinating the recruitment and referral of volunteers for community service and tutoring programs
W LOGO	Washington Mutual, Inc.	78/818,123 2/17/2006 Pending	041	Educational services, namely, programs, presentations, training, classes, seminars, conferences, and workshops in the fields of consumer and commercial banking, finance, financial planning, financial portfolio management, investing, mortgage, consumer and commercial lending, real estate, retirement planning and insurance, and the distribution of course materials in connection therewith; conducting seminars in the field of affordable housing; providing awards to recognize excellence in the fields of education and teaching; organizing and conducting community programs to encourage excellence in the fields of education and teaching; promoting excellence in education and teaching through contests; providing recognition and incentives to recognize excellence in the fields of education and teaching; organizing and conducting cultural events and programs to encourage excellence in the fields of education and teaching; organizing and conducting educational conferences, events and programs to encourage excellence in the fields of education and teaching; donation of books and toys for the purpose of meeting community needs; providing newsletters in the field of mutual funds, annuities, investment securities, investment advice, financial planning, financial portfolio management and related news via e-mail; providing on-line newsletters in the field of mutual funds, annuities, investment securities, investment advice, financial planning, financial portfolio management and related news; organizing and conducting events and programs, namely non-profit community, cultural, theatrical, artistic, musical, educational and sporting events and programs, for charitable purposes

Mark	Owner	App. No. App. Date Reg. No. Reg. Date Status	Class No.	Goods or Services
W LOGO II	Washington Mutual, Inc.	75/515,419 7/8/1998 2,478,344 8/14/2001 Registered	036	Banking services; financial services, namely mutual fund distribution [and transfer agent] services; investment advisor services; investment brokerage, consultation and management; securities brokerage; financial portfolio management; financial planning; mortgage and consumer lending services; insurance services, namely agencies in the fields of property and casualty, life, health, credit and disability; and philanthropic services consisting of monetary donations
W LOGO II	Washington Mutual, Inc.	75/714,879 5/27/1999 2,368,337 7/18/2000 Registered	009, 036	Magnetically encoded debit cards; Banking services; credit card services; debit card services; commercial lending services
W LOGO II	Washington Mutual, Inc.	76/155,532 10/27/2000 2,919,255 1/18/2005 Registered	041	Educational services, namely, classes, seminars and workshops in the fields of consumer [and] banking, finance, financial planning, financial portfolio management, investing, mortgage, consumer lending, * and * real estate, and the distribution of course materials in connection therewith; entertainment services, namely, providing games * and * activities for children; library services; providing recreational areas for others in the nature of children's play areas
W LOGO II	Washington Mutual, Inc.	76/159,039 11/3/2000 2,847,884 6/1/2004 Registered	035	Retail store services, mail order services, computerized on-line retail store and mail order services, all in the field of general consumer merchandise
W LOGO II	Washington Mutual, Inc.	78/129,390 5/16/2002 2,911,603 12/14/2004 Registered	036	Banking services; credit card services; debit card services; commercial lending services; equipment financing services; mortgage and consumer lending services; financial services, namely mutual fund distribution and transfer agent services; investment services, namely, investment advisor services; [investment banking services;] investment brokerage, consultation and management; securities brokerage; financial portfolio management; financial planning; insurance agencies in the fields of property and casualty, life, credit and disability insurance and annuities; philanthropic services concerning monetary donations; charitable fund raising services; providing interactive websites containing information related to the foregoing services
W WASHINGTON MUTUAL CIRCLE Design	Washington Mutual, Inc.	78/661,736 6/30/2005 3,313,767 10/16/2007 Registered	009	Magnetically encoded credit cards, debit cards, check card, cash cards, ATM cards, and stored value cards
W WASHINGTON MUTUAL CIRCLE Design	Washington Mutual, Inc.	78/661,742 6/30/2005 3,593,036 3/17/2009	036	Banking; credit card services; debit card services; cash card services; issuing stored value cards services; ATM services; mortgage and home equity lending services; home equity loans

Plan	Owner	App. No. App. Date Reg. No. Reg. Date Status	CLASS No.	Govt. of Services
WAMU	Washington Mutual, Inc.	Registered 75/523,268 7/22/1998 2,315,782 2/8/2000 Registered	035	Promoting corporate investment in low-income housing
WAMU	Washington Mutual, Inc.	75/523,268 7/22/1998 2,315,782 2/8/2000 Registered	036	Banking services; financial services, namely mutual fund distribution *[and transfer agent services]*; investment advisor services; investment brokerage, consultation and management; securities brokerage; financial portfolio management; financial planning; mortgage and consumer lending services; insurance services, namely agencies in the fields of property and casualty, life, health, credit and disability; and philanthropic services consisting of monetary donations
WAMU	Washington Mutual, Inc.	75/719,116 5/28/1999 2,483,253 8/28/2001 Registered	036	Banking services; credit card services; debit card services; and commercial lending services
WAMU	Washington Mutual, Inc.	77/103,109 2/8/2007 Pending	036, 045	Providing consumer credit information, credit card information and credit ratings, and information related to obtaining such information from others; providing credit reports, monitoring of credit reports, analysis of the credit reports, and notification of changes in credit reports; providing consulting services, advice and information to assist others in protecting credit ratings, registering and canceling credit cards; debt and credit analysis services; insurance underwriting, brokerage, agencies and consultation services specializing in the areas of privacy protection, identity theft and fraud; banking services; providing interactive websites containing information and online enrollment related to the foregoing services; Fraud detection and prevention in the field of identity theft, namely, locating and providing information to others concerning consumer and identity fraud and identity theft; providing consulting services and case worker assistance and counseling in filing claims, resolving fraud and identity theft issues with creditors and closing accounts necessitated by identity theft and fraud; providing consulting services, advice and information to assist others in protecting against identity fraud and identity theft; providing consulting services, advice and information on identity theft and fraud protection and prevention products and services; providing interactive websites containing information and online enrollment related to the foregoing services
WAMU	Washington Mutual, Inc.	77/402,035 2/20/2008 Pending	036, 038, 041	Banking services provided via mobile phone communications; providing information on financial and insurance topics; Electronic transmission of text; text messaging services; electronic mail services; wireless digital messaging services; wireless electronic transmission of financial and insurance-related data; electronic mail services provided to others; Providing online information on the topics of entertainment venues, schedules, ticket information for arts and entertainment events and programs, namely, theater performances, and concerts, sporting events and community events and activities; providing online tickets for entertainment events via electronic mail

Mark	Owner	App. No. App. Date Reg. No. Reg. Date Status	Class No.	Description of Services
WAMU	Washington Mutual, Inc.	77/489,160 6/2/2008 3,560,763 1/13/2009 Registered	035	Administration of a discount program for enabling participants to obtain discounts on goods and services through use of a discount membership card; promoting the goods and services of others through the distribution of discount cards; administration of discount programs for enabling participants to obtain discounts on health-care related merchandise and services through use of a discount membership card; providing consumer information regarding discount shopping services for medical, dental, vision, pharmacy and healthcare services
WAMU	Washington Mutual, Inc.	77/489,165 6/2/2008 3,560,765 1/13/2009 Registered	036	Insurance brokerage and agencies in the fields of life, home, home warranties, mobile home, manufactured home, rental property, valuable article protection, mortgage, privacy protection, loss due to identity theft and fraud, personal umbrella protection, renters insurance, disaster mortgage insurance, earthquake, flood, auto, motor home, recreational vehicle, travel trailer and boat insurance
WAMU	Washington Mutual, Inc.	77/529,937 7/23/2008 Pending	035	Arranging and conducting incentive rewards programs to promote the sale of banking services, mortgage and equity home lending services, credit cards and credit card services, insurance services, and financial and investment services and the sale of goods and services of others; promoting the sale of goods and services of others through the administration of membership discount cards [Intent to use] Promoting the sale of goods and services of others through the administration of incentive reward programs and purchase points for credit card use [Use based]
WAMU	Washington Mutual, Inc.	77/548,653 8/15/2008 Pending	036	Banking services; mortgage and home equity lending services; credit rating services; credit reporting services; providing information on privacy protection products and services, namely, providing consulting services and information on obtaining and monitoring consumer credit information, credit card information and credit ratings, protecting credit ratings, registering and canceling credit cards and debit cards and restoring and analyzing credit; automated teller machine services; savings, checking and certificate of deposit account services; cash card services; stored value card services; deposit card services; electronic payment services, namely, electronic processing and transmission of bill payment data; home equity lending services; equipment financing services; mortgage banking services; financial portfolio management and analysis services; mutual fund consultation, brokerage, distribution and investment services; establishing and administering mutual funds for others; investment, management and distribution of fixed and variable annuities; retirement account management and distribution; insurance brokerage and agencies in the fields of mortgage, long term health, medical, dental, vision, pet, and accidental dismemberment; insurance underwriting and brokerage in the field of home warranties; charitable financial sponsorship of non-profit community, cultural, theatrical, artistic, musical, educational and sporting events and programs; providing charitable grants to educational institutions, students and community organizations; providing educational scholarships; charitable financial sponsorship of non-profit community events; organizing financial sponsorship of fundraising events to raise money for recognition of educators, and providing financial sponsorship of fundraising events to raise money for recognition of educators, and providing financial sponsorship of fundraising events to raise money for recognition of educators; arranging for others to provide financial sponsorship of fundraising

Mark	Owner	App. No. App. Date Reg. No. Reg. Date Status	GLS No.	Contents of Service
WAMU	Washington Mutual, Inc.	78/949,868 8/10/2006 3,538,957 11/25/2008 Registered	036	events in the field of education and teaching; providing financial sponsorship of fundraising events in the field of education and teaching; organizing and conducting fundraising events to raise money for recognition of educators; charitable fund raising for fundraising events; providing information related to all of the foregoing services and associated accounts via the Internet
WAMU	Washington Mutual, Inc.	78/953,663 8/16/2006 Pending	041	Educational services, namely providing classes, seminars, conferences and workshops in the field of tax planning, financial planning and financial investment; educational services, namely providing classes, seminars, conferences and workshops in the field of real property investment and asset investment; educational services, namely providing classes, seminars, conferences and workshops in the field of IRS § 1031 tax deferred property exchange transactions
WAMU	Washington Mutual, Inc.	78/956,846 8/21/2006 Pending	009	Magnetically encoded stored value cards; electronically readable stored value cards
WAMU	Washington Mutual, Inc.	78/956,852 8/21/2006 Pending	016	Printed materials, namely, magazines, trade journals, brochures, flyers, pamphlets, program guides, articles and reports provided to bank customers containing information on topics of general interest; printed matter, namely, books, newsletters, flyers, brochures, paper banners and program guides about financial, lending and banking information and savings and investment accounts; newsletters in the field of mutual funds, annuities, investment securities, investment advice, financial planning, financial portfolio management and related news; newsletters provided to financial advisors containing information relating to mutual funds, annuities and related news; non-magnetically encoded credit cards, cash cards, check cards, ATM cards, debit cards and stored value cards
WAMU	Washington Mutual, Inc.	78/956,855 8/21/2006 Pending	035	Coordinating the recruitment and referral of volunteers for community service and tutoring programs; providing a referral network for legal services; monitoring consumer credit reports and providing an alert as to any changes therein; providing referrals in the field of privacy protection and identity theft and fraud prevention products and services
WAMU	Washington Mutual, Inc.	78/957,035 8/21/2006 Pending	036	Banking services; automated teller machine services; savings, checking and certificate of deposit account services; check card services; credit card services; debit card services; cash card services; stored value card services; debit deposit card services; online banking services; electronic payment services, namely, electronic processing and transmission of bill payment data; mortgage lending services; home equity lending services; consumer lending services; commercial lending services; equipment financing services; mortgage banking services, namely, origination, acquisition, servicing, securitization and brokerage of mortgage loans; specialty finance lending services, namely, lending to underserved borrowers; investment services, namely, investment advisor

Mark	Owner	App. No. App. Date Reg. No. Reg. Date Status	Class No.	Description
WAMU	Washington Mutual, Inc.	78/957,038 8/21/2006 Pending	041	<p>services; investment brokerage, consultation and management services; securities brokerage; financial planning services; providing investment and financial information, advice, consultation, and management services; providing investment and financial information, advice, consultation, and management in the field of brokerage services; financial portfolio management and analysis services; mutual fund consultation, brokerage, distribution and investment; establishing and administering mutual funds for others; investment, management and distribution of fixed and variable annuities; retirement savings and investment account management and distribution; financial and investment services, namely providing asset-backed securities of government sponsored entities, mortgage backed securities, government securities, Treasury securities, municipal securities, bank certificates of deposit and investment securities backed by consumer loans, commercial loans, mortgage loans, home equity loans and equipment financing loans; providing investment securities backed by specialty finance loans, namely, loans provided to underserved borrowers; insurance brokerage and agencies in the fields of property and casualty, life, health, credit, home, renters, mortgage, earthquake, flood, long term health, medical, dental, vision, pet, boat, accidental death and accidental dismemberment and disability insurance and annuities; privacy protection insurance services, namely, insurance against loss due to identification and identity theft and fraud; insurance brokerage and agency services in the field of home warranties; insurance underwriting and brokerage in the field of home warranties; charitable financial sponsorship of non-profit community, cultural, theatrical, artistic, musical, educational and sporting events and programs; providing charitable grants to educational institutions, students and community organizations; providing educational scholarships; organizing and conducting events and programs for charitable purposes, namely, charitable fund raising services; organizing, arranging, conducting and providing financial sponsorship of fundraising events to raise money for recognition of educators; organizing, arranging, conducting and providing financial sponsorship of fundraising events in the field of education and teaching; charitable and philanthropic services concerning monetary donations; providing information related to all of the foregoing services and associated accounts via the Internet</p> <p>Educational services, namely, conducting programs, presentations, training, classes, seminars, conferences, and workshops in the fields of consumer and commercial banking, finance, financial planning, financial portfolio management, investing, mortgage, consumer and commercial lending, real estate, retirement planning and insurance, and the distribution of course materials in connection therewith; conducting seminars in the field of affordable housing; providing recognition and incentives by way of awards to demonstrate excellence in the fields of education and teaching; organizing and conducting community non-profit cultural and educational programs, events and educational conferences in the fields of education and teaching to encourage excellence in the fields of education and teaching; arranging of contests for the promotion of excellence in education and teaching; charitable donation of books and toys for the purpose of meeting community needs; providing on-line newsletters and newsletters via email in the fields of mutual funds, annuities, investment securities, investment advice, financial planning, financial portfolio management and</p>

MARK	OWNER	App. No App. Date Reg. No. Reg. Date Status	CLASS NO	related news
WAMU	Washington Mutual, Inc.	78/980,580 8/21/2006 3,532,722 11/11/2008 Registered	009	Magnetically encoded credit cards, cash cards, ATM cards and debit cards; electronically readable credit cards, cash cards, ATM cards and debit cards
WAMU 1031 EXCHANGE	Washington Mutual, Inc.	78/949,867 8/10/2006 3,529,315 11/4/2008 Registered	036	Financial consultation and management services relating to IRS § 1031 tax deferred property exchange transactions, namely, services as a Qualified Intermediary, Accommodatee, Trustee or facilitator in such transactions; banking services; online banking services; asset management services; mortgage banking, brokerage and lending services; security brokerage services
WAMU 1031 EXCHANGE	Washington Mutual, Inc.	78/953,666 8/16/2006 3,566,059 1/20/2009 Registered	041	Educational services, namely, providing classes, seminars, conferences and workshops in the field of tax planning, financial planning and financial investment; educational services, namely, providing classes, seminars, conferences and workshops in the field of real property investment and asset investment; educational services, namely, providing classes, seminars, conferences and workshops in the field of IRS § 1031 tax deferred property exchange transactions
WAMU BONUS BUCKS	Washington Mutual, Inc.	77/142,554 3/28/2007 Pending	036	Banking services; checking account services; credit card services; debit card services; financial services, namely a program offering purchase rebates and discounts for credit card and/or debit card transactions; providing cash and other rebates for credit card or debit card use as part of a customer loyalty program
WAMU BONUS BUCKS	Washington Mutual, Inc.	77/142,563 3/28/2007 Pending	035	Promoting credit card and/or debit card use and the sale of goods and services of others through the administration of discount, rebate and incentive awards for credit card and debit card use; promotional services, namely a program offering purchase rebates and discounts for credit card and/or debit card transactions
WAMU CAPITAL	Washington Mutual, Inc.	78/096,840 12/5/2001 3,268,921 7/24/2007 Registered	036	Providing investment and financial information, advice, consultation and management services; securities brokerage services; investment brokerage services; financial and investment services, namely providing asset-backed securities of government sponsored entities, mortgage backed securities, United States government securities, United States Treasury securities, municipal securities, bank certificates of deposit and investment securities backed by consumer loans, commercial loans and mortgage loans; providing investment securities backed by specialty finance loans, namely, loans provided to borrowers who do not fit standard underwriting models
WAMU COMMUNITY ACCESS	Washington Mutual, Inc.	77/155,453 4/12/2007 3,505,989 9/23/2008 Registered	036	Mortgage lending services; low-income and affordable housing mortgage lending services
WAMU DIRECT	Washington Mutual, Inc.	78/661,728	036	Banking services provided via computer and global computer networks; electronic cash

Mark	Owner	App. No. App. Date Reg. No. Reg. Date Status	Class No.	Goods or Services
		6/30/2005 3,415,723 4/22/2008 Registered		transactions; banking services; savings account services; debit card services; ATM services
WAMU EQUITY PLUS	Washington Mutual, Inc.	78/649,678 6/13/2005 3,291,722 9/11/2007 Registered	036	Mortgage lending services; home equity loans and home equity lines of credit; consumer lending services; providing interactive websites containing information, services, and online enrollment related to the foregoing services and related accounts
WAMU FREE CHECKING	Washington Mutual, Inc.	77/496,898 6/11/2008 Pending	035	Identity theft restoration services, namely, monitoring consumer credit reports and providing an alert as to any changes therein; registering and canceling debit cards; providing information on registering and canceling debit cards
WAMU FREE CHECKING	Washington Mutual, Inc.	77/496,903 6/11/2008 Pending	036	Banking services; automated teller machine services; savings, checking and certificate of deposit account services; debit card services; online banking services; electronic payment services, namely, electronic processing and transmission of bill payment data; restoring credit, namely, fraud reimbursement services in the field of credit card purchases; providing information on restoring credit; insurance underwriting, brokerage, and agencies specializing in the areas of privacy protection, identity theft and fraud
WAMU FREE CHECKING	Washington Mutual, Inc.	77/496,909 6/11/2008 3,564,336 1/20/2009 Registered	045	Providing information on identity theft recovery; providing consultation services, advice and information on identity theft and fraud protection
WAMU FREE CHECKING	Washington Mutual, Inc.	78/785,949 1/5/2006 3,473,838 7/22/2008 Registered	036	Banking services; automated teller machine services; savings, checking and certificate of deposit account services; debit card services; online banking services; electronic payment services, namely, electronic processing and transmission of bill payment data; registering and canceling debit cards and restoring credit
WAMU HOME LOANS	Washington Mutual, Inc.	78/232,173 3/31/2003 2,879,308 8/31/2004 Registered	036	Banking services; online banking services; mortgage lending services; consumer lending services; commercial lending services; credit card services; debit card services; and providing information related to the foregoing services and related accounts via the Internet
WAMU INCENT	Washington Mutual, Inc.	77/547,682 8/14/2008 Pending	035	Providing online employee compensation information in the field of employee sales commissions and incentive compensation; providing an employee compensation website in the field for employee sales commissions and incentive compensation; providing information in the field of employee compensation and monetary benefits

Mark	Owner	App. No. App. Date Reg. No. Reg. Date Status	Class No.	Goods or Services
WAMU INVESTMENTS	Washington Mutual, Inc.	77/273,614 9/6/2007 Pending	036	Investment services, namely, providing securities brokerage and investment advisory services; investment and financial information, advice, consultation, management and planning services; financial portfolio management and analysis services; retirement account management and distribution services
WAMU KIDS	Washington Mutual, Inc.	78/227,482 3/19/2003 2,813,141 2/10/2004 Registered	036	Banking services; financial services, namely, mutual fund distribution and transfer agent services; investment advisor services; investment brokerage, consultation and management; securities brokerage; financial portfolio management; financial planning; mortgage lending services; consumer lending services; commercial lending services; insurance services, namely, agencies in the fields of property and casualty, life, health, credit and disability; and philanthropic services consisting of monetary donations
WAMU KIDS	Washington Mutual, Inc.	78/227,487 3/19/2003 2,813,142 2/10/2004 Registered	041	Entertainment services, namely, providing games and activities for children; library services; providing recreational areas for others in the nature of children's play areas
WAMU LIVE!	Washington Mutual, Inc.	77/115,174 2/23/2007 Pending	041	Entertainment services, namely providing a website featuring news, entertainment information, entertainment venues, schedules and ticket information for arts and entertainment events and programs, namely, theatre performances, musical performances and concerts, art gallery shows, sporting events, and community events and activities; entertainment services, namely, providing on-line reviews of movies, plays, concerts and art gallery shows; entertainment services, namely, conducting contests; entertainment ticket agency services; entertainment ticket agency services provided via the Internet
WAMU LIVE!	Washington Mutual, Inc.	77/115,178 2/23/2007 Pending	038	Electronic mail services provided to others and featuring the delivery of information on the topics of news, entertainment venues, schedules, ticket information for arts and entertainment events and programs, namely, theatre performances, musical performances and concerts, sporting events and community events and activities; delivery of tickets for entertainment events via electronic mail
WAMU LIVE!	Washington Mutual, Inc.	77/115,183 2/23/2007 3,599,069 3/31/2009 Registered	036	Banking services; savings, checking and certificate of deposit account services, credit and debit card services; mortgage lending services; home equity lending services; consumer lending services; online banking and bill payment services
WAMU LIVE!	Washington Mutual, Inc.	77/115,186 2/23/2007 Pending	035	Distribution of advertisements and commercial announcements for others featuring news, information, entertainment venues, schedules, ticket information, and contests related to arts and entertainment events and programs, namely, theatre performances, musical performances and concerts, sporting events, art gallery shows, and community events and activities; distribution of advertisements and commercial announcements for entertainment ticket agencies
WAMU LIVE!	Washington Mutual, Inc.	77/975,813	041	Entertainment services, namely, providing a website featuring news, entertainment information,

Mark	Owner	App. No. App. Date Reg. No. Reg. Date Status	Class No.	Goods or Services
		2/23/2007 3,522,371 10/21/2008 Registered		entertainment venues, schedules and ticket information for arts and entertainment events and programs, namely, theatre performances, musical performances and concerts, and sporting events; entertainment services, namely, theatre performances, musical performances and concerts, and sporting events, namely, conducting contests; entertainment ticket agency services; entertainment ticket agency services provided via the Internet
WAMU LIVE!	Washington Mutual, Inc.	77/975,814 2/23/2007 3,518,040 10/14/2008 Registered	038	Electronic mail services provided to others and featuring the delivery of information on the topics of news, entertainment venues, schedules, ticket information for arts and entertainment events and programs, namely, theatre performances, musical performances and concerts, sporting events; delivery of tickets for entertainment events via electronic mail
WAMU LIVE!	Washington Mutual, Inc.	77/975,815 2/23/2007 3,522,372 10/21/2008 Registered	035	Distribution of advertisements and commercial announcements for others featuring news, information, entertainment venues, schedules, ticket information, and contests related to arts and entertainment events and programs, namely, theatre performances, musical performances and concerts, sporting events; distribution of advertisements and commercial announcements for entertainment ticket agencies
WAMU MORTGAGE PLUS	Washington Mutual, Inc.	78/649,674 6/13/2005 3,291,721 9/11/2007 Registered	036	Mortgage lending services; home equity loans and home equity lines of credit; consumer lending services; providing interactive websites containing information, services, and online enrollment related to the foregoing services and related accounts
WAMU REAL REWARDS	Washington Mutual, Inc.	77/109,922 2/16/2007 3,517,180 10/14/2008 Registered	036	Credit card services; financial information provided by electronic means
WAMU REAL REWARDS	Washington Mutual, Inc.	77/109,925 2/16/2007 3,517,181 10/14/2008 Registered	035	Promoting credit card use and the sale of goods and services of others through the administration of incentive award programs, purchase points for credit card use
WAMU THEATER	Washington Mutual, Inc.	77/194,309 5/31/2007 3,525,028 10/28/2008 Registered	043	Arena services, namely, providing facilities for concerts, conventions and exhibitions
WAMU THEATER	Washington Mutual, Inc.	77/194,312 5/31/2007	041	Production and co-production of sporting events and live music concerts; providing facilities for sporting events and live music concerts; production and co-production of, and providing facilities for,

Mark	Owner	App. No. App. Date Reg. No. Reg. Date Status	Class No.	Scope of Service
WAMU WITH W LOGO	Washington Mutual, Inc.	Pending 77/103,117 2/8/2007 Pending	036, 045	educational, training, artistic, philanthropic, humanitarian, finance and business conventions and exhibitions; organizing community, amateur and professional sporting events; entertainment in the nature of live music concerts Providing consumer credit information, credit card information and credit ratings, and information related to obtaining such information from others; providing credit reports; monitoring of credit reports, analysis of the credit reports, and notification of changes in credit reports; providing consulting services, advice and information to assist others in protecting credit ratings, registering and canceling credit cards; debt and credit analysis services; insurance underwriting, brokerage, agencies and consultation services specializing in the areas of privacy protection, identity theft and fraud; banking services; providing interactive websites containing information and online enrollment related to the foregoing services; Fraud detection and prevention in the field of identity theft, namely, locating and providing information to others concerning consumer and identity fraud and identity theft; providing consulting services and case worker assistance and counseling in filing claims, resolving fraud and identity theft issues with creditors and closing accounts necessitated by identity theft and fraud; providing consulting services, advice and information to assist others in protecting against identity fraud and identity theft; providing consulting services, advice and information on identity theft and fraud protection and prevention products and services; providing interactive websites containing information and online enrollment related to the foregoing services
WAMU WITH W LOGO	Washington Mutual, Inc.	77/402,030 2/20/2008 Pending	036, 038, 042	Banking services provided via mobile phone communications; providing information on financial and insurance topics; Electronic transmission of text; text messaging services; electronic mail services; wireless digital messaging services; wireless electronic transmission of financial and insurance-related data; electronic mail services provided to others; Providing online information on the topics of entertainment venues, schedules, ticket information for arts and entertainment events and programs, namely, theater performances and concerts, sporting events and community events and activities; providing online tickets for entertainment events via electronic mail
WAMU WITH W LOGO	Washington Mutual, Inc.	77/489,162 6/2/2008 3,560,764 1/13/2009 Registered	035	Administration of a discount program for enabling participants to obtain discounts on goods and services through use of a discount membership card; promoting the goods and services of others through the distribution of discount cards; administration of discount programs for enabling participants to obtain discounts on health-care related merchandise and services through use of a discount membership card; providing consumer information regarding discount shopping services for medical, dental, vision, pharmacy and healthcare services
WAMU WITH W LOGO	Washington Mutual, Inc.	77/489,170 6/2/2008 3,563,908 1/20/2009 Registered	036	Insurance brokerage and agencies in the fields of life, home, home warranties, mobile home, manufactured home, rental property, valuable article protection, mortgage, privacy protection, loss due to identity theft and fraud, personal umbrella protection, renters insurance, disaster mortgage insurance, earthquake, flood, auto, motor home, recreational vehicle, travel trailer and boat insurance
WAMU WITH W LOGO	Washington Mutual, Inc.	77/529,941 7/23/2008	035	Arranging and conducting incentive rewards programs to promote the sale of banking services, mortgage and equity home lending services, credit cards and credit card services, insurance

Mark	Owner	App No App Date Reg No Reg Date Status	Class No	Goods or Services
		Pending		services, and financial and investment services and the sale of goods and services of others; promoting the sale of goods and services of others through the administration of membership discount cards [Intent to use] Promoting the sale of goods and services of others through the administration of incentive reward programs and purchase points for credit card use [Use based]
WAMU WITH W LOGO	Washington Mutual, Inc.	77/548,646 8/15/2008 Pending	036	Credit card and debit card services; credit rating services; credit reporting services; providing information on privacy protection products and services, namely, providing consulting services and information on obtaining and monitoring consumer credit information, credit card information and credit ratings, protecting credit ratings, registering and canceling credit cards and debit cards and restoring and analyzing credit
WAMU WITH W LOGO	Washington Mutual, Inc.	78/971,669 9/11/2006 Pending	009	Magnetically encoded and/or electronically readable stored value cards
WAMU WITH W LOGO	Washington Mutual, Inc.	78/971,677 9/11/2006 Pending	016	Credit cards, debit cards, ATM cards, cash cards, check cards, deposit cards and stored value cards without magnetic coding; printed materials, namely, magazines, trade journals, brochures, flyers, pamphlets, program guides, series of articles and reports provided to bank customers containing information on topics of general interest; printed matter, namely, books, newsletters, flyers, brochures, paper banners and program guides about financial, lending and banking information and savings and investment accounts; newsletters in the field of mutual funds, annuities, investment securities, investment advice, financial planning, financial portfolio management and related news; newsletters provided to financial advisors containing information relating to mutual funds, annuities and related news
WAMU WITH W LOGO	Washington Mutual, Inc.	78/971,679 9/11/2006 Pending	035	Coordinating the recruitment and referral of volunteers for community service and tutoring programs; providing a referral network for legal services; providing referrals in the field of privacy protection and identity theft and fraud prevention products and services; providing consulting services, advice and information concerning monitoring consumer credit reports; monitoring consumer credit reports and providing an alert as to any changes therein; promotion of non-profit community, cultural, theatrical, artistic, musical, educational and sporting events and programs; providing information regarding the foregoing services via the Internet
WAMU WITH W LOGO	Washington Mutual, Inc.	78/971,685 9/11/2006 Pending	036	Banking services; automated teller machine services; savings, checking and certificate of deposit account services; credit card services; debit card services; cash card services; issuing check cards, stored value cards and deposit cards; online banking services; electronic payment services, namely, electronic processing and transmission of bill payment data; mortgage lending services; home equity lending services; consumer lending services; commercial lending services; equipment financing services; mortgage banking services, namely, origination, acquisition, servicing, securitization and brokerage of mortgage loans; specialty finance lending services, namely, lending to underserved borrowers; investment services, namely, investment advisor services; investment brokerage, consultation and management services; securities brokerage; financial planning services; providing investment and financial information, advice, consultation, and management

Mark	Owner	App. No. App. Date Reg. No. Reg. Date Status	Class No	Goods or Services
WAMU WITH W LOGO	Washington Mutual, Inc.	78/971,691 9/11/2006 Pending	041	<p>services; providing investment and financial information, advice, consultation, and management in the field of brokerage services; financial portfolio management and analysis services; mutual fund consultation, brokerage, distribution and investment; establishing and administering mutual funds for others; investment, management and distribution of fixed and variable annuities; retirement savings and investment account management and distribution; financial and investment services, namely providing asset-backed securities of government sponsored entities, mortgage backed securities, government securities, Treasury securities, municipal securities, bank certificates of deposit and investment securities backed by consumer loans, commercial loans, mortgage loans, home equity loans and equipment financing loans; providing investment securities backed by specialty finance loans, namely, loans provided to underserved borrowers; insurance brokerage and agencies in the fields of property and casualty, life, health, credit, home, home warranties, renters, mortgage, earthquake, flood, long term health, medical, dental, vision, pet, boat, privacy protection, loss due to identity theft and fraud, accidental death and accidental dismemberment and disability insurance and annuities; credit rating services; credit reporting services; charitable financial sponsorship of non-profit community, cultural, theatrical, artistic, musical, educational and sporting events and programs; providing charitable grants to educational institutions, students and community organizations; providing educational scholarships; organizing and conducting events and programs for charitable purposes, namely, charitable fund raising services; organizing, arranging, conducting and providing financial sponsorship of fundraising events to raise money for recognition of educators; organizing, arranging, conducting and providing financial sponsorship of fundraising events in the field of education and teaching; charitable and philanthropic services concerning monetary donations; providing information related to all of the foregoing services and associated accounts via the Internet; providing consumer credit information, credit card information and credit ratings and information related to obtaining such information from others; providing information on privacy protection products and services, namely, providing information on protecting credit ratings, registering and canceling credit cards and restoring and analyzing credit; providing credit reports and analysis of credit reports; providing information on privacy protection products and services, namely, providing information on obtaining and monitoring consumer credit information, credit card information and credit ratings; providing information regarding the foregoing services via the Internet</p> <p>Educational services, namely, conducting programs, presentations, training, classes, seminars, conferences, and workshops in the fields of consumer and commercial banking, finance, financial planning, financial portfolio management, investing, mortgage, consumer and commercial lending, real estate, retirement planning and insurance, and the distribution of course materials in connection therewith; conducting seminars in the field of affordable housing; providing recognition and incentives by way of awards to demonstrate excellence in the fields of education and teaching; organizing and conducting community non-profit cultural and educational programs, events and educational conferences in the fields of education and teaching to encourage excellence in the fields of education and teaching; arranging of contests for the promotion of excellence in education and teaching; charitable donation of books and toys for the purpose of meeting community needs;</p>

Mark	Owner	App. No. App. Date Reg. No. Reg. Date Status	CLASS NO	Goods or Services
WAMU WITH W LOGO	Washington Mutual, Inc.	78/980,556 9/11/2006 3,518,533 10/14/2008 Registered	009	providing on-line newsletters and newsletters via email in the fields of mutual funds, annuities, investment securities, investment advice, financial planning, financial portfolio management and related news Magnetically encoded and/or electronically readable credit cards, cash cards, ATM cards, deposit cards, debit cards
WAMU.COM	Washington Mutual, Inc.	75/742,362 7/2/1999 2,498,860 10/16/2001 Registered	036	Banking services; financial services, namely mutual fund distribution services; investment advisor services; investment brokerage, consultation and management; securities brokerage; financial portfolio management; financial planning; mortgage and consumer lending services; commercial lending services, credit card services; debit card services; insurance services, namely, agencies in the fields of property and casualty, life, health, credit and disability; philanthropic services consisting of monetary donations; and providing banking, financial, investment, insurance, credit card and loan information by means of the global computer network
WAMUINS	Washington Mutual, Inc.	76/977,685 2/1/2001 3,002,461 9/27/2005 Registered	036	Insurance services, namely, insurance brokerage and agencies in the fields of property and casualty, home, life, long term health insurance, pet insurance, and disability insurance and annuities; insurance brokerage and agencies in the field of home warranties; home warranty services; providing interactive websites containing information related to the foregoing services
WAMUINS.COM and Design	Washington Mutual, Inc.	76/976,846 2/1/2001 2,887,396 9/21/2004 Registered	036	Financial services, namely, financial planning, financial management, and financial analysis and consultation; insurance services, namely, insurance brokerage and agencies in the fields of property and casualty, home, life, long term health insurance, pet insurance, accidental death, accidental dismemberment and credit and disability insurance and annuities; insurance brokerage and agencies in the field of home warranties; providing an interactive website containing information and services relating to financial and insurance services, namely, financial planning, financial management, and financial analysis and consultation, insurance agencies in the fields of property and casualty, home, life, long term health insurance, pet insurance, accidental death and accidental dismemberment and credit and disability insurance and annuities; home warranty services
WASHINGTON MUTUAL	Washington Mutual, Inc.	75/515,420 7/8/1998 2,318,138 2/15/2000 Registered	036	Banking services; financial services, namely mutual fund distribution *[and transfer agent]* services; investment advisor services; investment brokerage, consultation and management; securities brokerage; financial portfolio management; financial planning; mortgage and consumer lending services; insurance services, namely agencies in the fields of property and casualty, life, health, credit and disability; and philanthropic services consisting of monetary donations
WASHINGTON MUTUAL	Washington Mutual, Inc.	75/715,723 5/27/1999 2,332,955	016, 036	Credit cards; debit cards; Banking services; credit card services; debit card services; commercial lending services

Mark	Owner	App. No. App. Date Reg. No. Reg. Date Status	Class No.	Services
WASHINGTON MUTUAL	Washington Mutual, Inc.	3/21/2000 Registered		
WASHINGTON MUTUAL	Washington Mutual, Inc.	76/155,066 10/27/2000 2,926,504 2/15/2005 Registered	041	Educational services, namely, classes, seminars and workshops in the fields of consumer banking, finance, financial planning, financial portfolio management, investing, mortgage, consumer lending and real estate, and the distribution of course materials in connection therewith; entertainment services, namely, providing games and activities for children; library services; providing recreational facilities in the nature of children's play areas
WASHINGTON MUTUAL	Washington Mutual, Inc.	76/976,677 11/3/2000 2,867,640 7/27/2004 Registered	035	Retail services, mail order services, computerized on-line retail store and mail order services, all featuring women's and men's apparel, toys, umbrellas, housewares, key chains, novelty items, bags, satchels, folios, candy, notepads, calendars, stationery, home electronics and flashlights
WASHINGTON MUTUAL	Washington Mutual, Inc.	78/129,389 5/16/2002 3,021,627 11/29/2005 Registered	036	Financial services, namely mutual fund distribution; investment services, namely, investment advisor services; investment brokerage, consultation and management; securities brokerage; financial portfolio management; financial planning; insurance agencies in the fields of property and casualty, life
WASHINGTON MUTUAL	Washington Mutual, Inc.	78/960,103 8/24/2006 3,329,552 11/6/2007 Registered	009	Magnetically encoded and/or electronically readable credit cards; cash cards, check cards, ATM cards, debit cards and stored value cards
WASHINGTON MUTUAL	Washington Mutual, Inc.	78/975,992 5/16/2002 2,980,037 7/26/2005 Registered	036	Banking services; credit card services; debit card services; commercial lending services; equipment financing services; mortgage and consumer lending services; philanthropic services concerning monetary donations; charitable fund raising services; providing interactive websites containing information related to the foregoing services
WASHINGTON MUTUAL BANK (Chinese Characters)	Washington Mutual, Inc.	75/601,482 12/9/1998 2,775,934 10/21/2003 Registered	036	Banking services; mortgage and consumer lending services and philanthropic services consisting of monetary donations
WASHINGTON MUTUAL BANK (Chinese Characters)	Washington Mutual, Inc.	75/697,864 5/4/1999 2,795,108 12/16/2003 Registered	036	Banking services; credit card services; debit card services; commercial lending services

Mark	Owner	App. No. App. Date Reg. No. Reg. Date Status	OFFICE No.	Goodwill Services
WASHINGTON MUTUAL COMMUNITY ACCESS	Washington Mutual, Inc.	78/975,413 6/21/2002 2,861,690 7/6/2004 Registered	036	Mortgage lending services; low-income and affordable housing mortgage lending services

Exhibit 4

Mark	Owner	App. No. App. Date Reg. No. Reg. Date Status	Class No.	Goods
ACCOUNT AUTOGRAPH	Washington Mutual, Inc.	78/856,967 4/7/2006 3,482,346 8/5/2008 Registered	036, 045	Banking services; Electronic signature verification services provided in connection with banking and financial services
ADVANTAGE 90	Washington Mutual, Inc.	75/682,322 4/13/1999 2,424,035 1/23/2001 Registered	036	Residential mortgage lending services
AMERICA'S LENDING LEADER	Washington Mutual, Inc.	78/173,277 10/10/2002 2,877,044 8/24/2004 Registered	036	Banking services; mortgage lending services; mortgage lending for low income and affordable housing; consumer lending services; commercial lending services; equipment financing services; specialty finance lending services; loan portfolio management services
ANOTHER SMALL REVOLUTION IN BANKING	Washington Mutual, Inc.	78/975,175 4/10/2002 2,846,921 5/25/2004 Registered	036	Banking services; checking and savings account services; online banking services; automated teller machine services
BANK MINDED. WILD AT HEART.	Washington Mutual, Inc.	77/273,615 9/6/2007 Pending	035	Distribution of advertisements and commercial announcements featuring news, information, venues, schedules, and the sale of tickets for and contests related to arts and entertainment events and programs, namely, theatre performances, musical performances and concerts, sporting events, art gallery shows, and community events and activities
BANK MINDED. WILD AT HEART.	Washington Mutual, Inc.	77/273,618 9/6/2007 Pending	036	Banking services; savings, checking and certificate of deposit account services; credit and debit card services; mortgage lending services; home equity lending services; consumer lending services; online banking and bill payment services
BANK MINDED. WILD AT HEART.	Washington Mutual, Inc.	77/273,622 9/6/2007 Pending	038	Delivery of information featuring news, venues, schedules and the sale of tickets for arts and entertainment events and programs, namely, theatre performances, musical performances and concerts, sporting events and community events and activities, to others via electronic mail
BANK MINDED. WILD AT HEART.	Washington Mutual, Inc.	77/273,623 9/6/2007 Pending	041	Entertainment services, namely providing a website featuring news, information, venues, schedules and ticket information for arts and entertainment events and programs, namely, theatre performances, musical performances and concerts, art gallery shows, sporting events, and community events and activities; entertainment services, namely, providing on-line reviews of movies, plays, concerts and art gallery shows; entertainment services, namely, conducting contests; entertainment ticket agency services; entertainment ticket agency services provided via the internet
BANK. SMILE.	Washington Mutual, Inc.	78/922,095	036	Banking services; automated teller machine services; savings, checking and certificate of deposit

Mark	Owner	App. No. App. Date Reg. No. Reg. Date Status	Class No.	Goods
REPEAT.		7/3/2006 Pending		account services; credit card services; debit card services; cash card services; stored value card services; deposit card services; online banking services; electronic payment services, namely, electronic processing and transmission of bill payment data; mortgage lending services; home equity lending services; consumer lending services; commercial lending services; equipment financing services; mortgage banking services, namely, origination, acquisition, servicing, and brokerage of mortgage loans; debt and credit analysis services; providing information on privacy protection products and services, namely, providing information on obtaining and monitoring consumer credit information, credit card information and credit ratings; providing information on privacy protection products and services, namely, providing information on protecting credit ratings, registering and canceling credit cards and restoring and analyzing credit; providing consumer credit information, credit card information and credit ratings, and information related to obtaining such information from others; providing and monitoring credit reports, analysis of credit reports, and notification of changes in credit reports; charitable financial sponsorship of non-profit community, cultural, theatrical, artistic, musical, educational and sporting events and programs; charitable and philanthropic services concerning monetary donations; providing charitable grants to educational institutions, students and community organizations; providing educational scholarships; organizing and conducting non-profit community, cultural, theatrical, artistic, musical, educational and sporting events and programs for charitable purposes; charitable fund raising services; providing information related to all of the foregoing services and associated accounts via the Internet
BUSINESS BILL PAY	Washington Mutual, Inc.	78/321,277 10/30/2003 2,996,170 9/13/2005 Registered	036	Banking services; online banking services; invoice and bill payment services; electronic payment services, namely, electronic processing and transmission of invoices, billings, and invoice and bill payment data; invoice and billing consolidation services; providing an interactive website containing information related to the foregoing and related accounts
BUYSMART	Washington Mutual, Inc.	78/791,708 1/13/2006 3,246,687 5/29/2007 Registered	036	Credit card services; providing extended warranty coverage for a wide range of consumer products; providing extended warranty coverage for items purchased with a credit card; brokerage of lowest price guarantee insurance and theft and damage insurance protection for items purchased with a credit card
BUYSMART	Washington Mutual, Inc.	78/791,719 1/13/2006 3,264,430 7/17/2007 Registered	035	Providing incentive award programs to promote credit card use and the sale of products and services of others; promoting the use of credit cards and the goods and services of others through the distribution of consumer coupons and by offering consumer discounts through use of a discount membership card and through use of a website; administration of discount programs for enabling participant members to obtain discounts on a wide variety of consumer merchandise and services through use of a discount membership card and through use of a website; providing information regarding discount shopping services for shoppers, travelers and businesses; advertising services, namely, promoting gift certificates and gift cards of others; issuing gift certificates and gift cards which may then be redeemed for goods or services of others; arranging for others the repair and

Mark	Owner	App. No. App. Date Reg. No. Reg. Date Status	Class No.	Goods
BUYSMART	Washington Mutual, Inc.	78/791,730 1/13/2006 3,227,216 4/10/2007 Registered	016	replacement of a wide range of consumer products pursuant to warranties; arranging for others the repair and replacement of items purchased with a credit card pursuant to warranties Coupons; gift cards; and printed gift certificates
CANI	Washington Mutual, Inc.	78/514,920 11/10/2004 3,140,248 9/5/2006 Registered	035	Coordinating the recruitment and referral of volunteers for community service and tutoring programs; dissemination of public service advertising matter
CANI	Washington Mutual, Inc.	78/514,924 11/10/2004 3,172,221 11/14/2006 Registered	036	Charitable fund raising; charitable fundraising services for grants and non-profit community events; financial sponsorship of non-profit charitable community events; charitable and philanthropic services concerning monetary donations in support of child education and community needs; banking services; banking services; namely savings accounts and mortgage lending for affordable housing; providing educational scholarships
CANI (COMMITTED ACTIVE NEIGHBORS)	Washington Mutual, Inc.	78/230,165 3/26/2003 2,960,902 6/7/2005 Registered	035	Coordinating the recruitment and referral of volunteers for community service; dissemination of public service advertising matter
CANI CASH	Washington Mutual, Inc.	75/798,409 9/14/1999 2,782,174 11/11/2003 Registered	036	Charitable and philanthropic services concerning monetary donations in support of child education and community needs; banking services
CANI CASH	Washington Mutual, Inc.	75/798,411 9/14/1999 2,782,175 11/11/2003 Registered	035	Coordinating the recruitment and referral of volunteers for community service and tutoring programs
CANI COMMITTED ACTIVE NEIGHBORS	Washington Mutual, Inc.	75/798,257 9/14/1999 2,779,794 11/4/2003 Registered	042	Charitable and philanthropic services concerning the donation of food, books, and toys for the purpose of meeting community needs

Mark	Owner	App. No. App. Date Reg. No. Reg. Date Status	Class No.	Good
CAN! COMMITTED ACTIVE NEIGHBORS	Washington Mutual, Inc.	75/798,259 9/14/1999 2,779,795 11/4/2003 Registered	036	Providing educational scholarships; charitable fund raising; fundraising services for charitable grants and non-profit community events; charitable sponsorships of non-profit community events; charitable and philanthropic services concerning monetary donations in support of child education and community needs; banking services; banking services; banking services, namely savings accounts and mortgage lending for affordable housing
CAN! COMMITTED ACTIVE NEIGHBORS	Washington Mutual, Inc.	75/798,265 9/14/1999 2,466,550 7/3/2001 Registered	035	Coordinating the recruitment and referral of volunteers for community service and tutoring programs; dissemination of public service advertising matter
COINHEAD	Washington Mutual, Inc.	78/094,733 11/21/2001 3,177,596 11/28/2006 Registered	016	Printed matter, namely, flyers, brochures and program guides about financial and banking information and savings accounts; erasers; notepads; notebooks; pencils
COINHEAD	Washington Mutual, Inc.	78/094,736 11/21/2001 3,104,567 6/13/2006 Registered	041	Educational services, namely, classes, seminars and presentations concerning banking services, banking and financial information, savings, budgeting, and checking and savings accounts
COINHEAD	Washington Mutual, Inc.	78/094,737 11/21/2001 3,114,771 7/11/2006 Registered	042	Providing temporary use of online non-downloadable software used in connection with banking services and school banking programs
COINHEAD	Washington Mutual, Inc.	78/975,636 11/21/2001 2,968,801 7/12/2005 Registered	036	Banking services; banking services, namely savings accounts; providing banking and financial information via the Internet
COINHEAD	Washington Mutual, Inc.	78/975,737 11/21/2001 2,937,042 3/29/2005 Registered	036	Providing an interactive website containing information and services relating to banking and school banking programs
COINHEAD DESIGN	Washington Mutual, Inc.	76/258,637 5/17/2001	016	Printed matter, namely, newsletters, brochures, and manuals about financial and banking information; calendars; posters; notepads; stationery

Mark	Owner	App. No. App. Date Reg. No. Reg. Date Status	Class No.	Goods
		2,540,354 2/19/2002 Registered		
COINHEAD DESIGN	Washington Mutual, Inc.	76/258,638 5/17/2001 2,569,903 5/14/2002 Registered	036	Banking services, namely savings accounts; charitable and philanthropic services for educational purposes
COINHEAD DESIGN	Washington Mutual, Inc.	78/095,352 11/27/2001 2,925,700 2/8/2005 Registered	041	Educational services, namely classes, seminars and presentations concerning banking services, banking and financial information, savings, budgeting, and checking and savings accounts
COINHEAD DESIGN	Washington Mutual, Inc.	78/975,792 11/27/2001 2,929,894 3/1/2005 Registered	036	Providing an interactive website containing information and services primarily relating to banking services and school banking programs; philanthropic services concerning monetary donations
COINHEAD DESIGN	Washington Mutual, Inc.	78/975,792 11/27/2001 2,929,894 3/1/2005 Registered	042	Temporary use of non-downloadable software used in connection with banking services and school banking programs
COLOR PLUM TRADE DRESS	Washington Mutual, Inc.	76/388,007 3/28/2002 3,164,183 10/24/2006 Registered	036	Banking services; checking and savings account services; credit card services; debit card services; consumer lending services; mortgage lending services, commercial lending services; online banking services; insurance services, namely, insurance brokerage and agencies in the field of property and casualty, home, life, long term health insurance, pet insurance, accidental death, accidental dismemberment and credit and disability insurance and annuities; credit insurance services; automated teller machine services; providing information via the global computer network in the fields of banking services, debit and credit card services, mortgage lending services, consumer lending services, commercial lending services, investment brokerage, consultation and management services, securities brokerage services, securities brokerage account services; financial portfolio management; financial planning; philanthropic services concerning monetary donations
EQUITY YOUR WAY	Washington Mutual, Inc.	78/298,229 9/9/2003 3,169,358	036	Banking services; mortgage lending services; home equity loans; home equity lines of credit; consumer lending services

Mark	Owner	App. No. App. Date Reg. No. Reg. Date Status	Class No.	Goods
		11/7/2006 Registered		
FREE CHECKING, FREE SMILES	Washington Mutual, Inc.	78/975,324 8/8/2001 2,841,863 5/11/2004 Registered	036	Banking services; credit card services; debit card services; consumer lending services; mortgage lending services; commercial lending services; automated teller machine services; financial and investment services; investment brokerage, consultation and management services; securities brokerage services; financial portfolio management; financial planning
GRUBSTAKE	Washington Mutual, Inc.	78/094,717 11/21/2001 3,011,923 11/1/2005 Registered	016	Printed matter, namely, flyers, brochures about financial and banking information and savings accounts
GRUBSTAKE	Washington Mutual, Inc.	78/094,720 11/21/2001 3,013,731 11/8/2005 Registered	041	Educational services, namely, classes, seminars, conferences and workshops concerning banking services, banking, finance, financial planning, savings, budgeting, and checking and savings accounts
GRUBSTAKE	Washington Mutual, Inc.	78/094,721 11/21/2001 3,011,924 11/1/2005 Registered	042	Providing temporary use of on-line non-downloadable software for maintaining and accessing databases and account information used in connection with banking services and school banking programs and for conducting banking transactions
GRUBSTAKE	Washington Mutual, Inc.	78/975,703 11/21/2001 2,921,804 1/25/2005 Registered	036	Banking services; banking services, namely savings accounts; providing banking and financial information via the Internet; all these services provided in the area of K-12 children's school banking programs; on-line banking services, namely, providing an interactive web site containing services relating to banking services and school banking programs
GRUBSTAKE Design	Washington Mutual, Inc.	78/095,356 11/27/2001 2,981,659 8/2/2005 Registered	016	Printed matter, namely, flyers, brochures and program guides about financial and banking information and savings accounts; calendars; decals; stickers
GRUBSTAKE Design	Washington Mutual, Inc.	78/095,357 11/27/2001 3,032,741 12/20/2005 Registered	036	Banking services; banking services, namely savings accounts; providing banking and financial information via the Internet

Mark	Owner	App. No. App. Date Reg. No. Reg. Date Status	Class No.	Goods
GRUBSTAKE Design	Washington Mutual, Inc.	78/095,359 11/27/2001 3,032,742 12/20/2005 Registered	041	Educational services, namely, conducting classes, seminars, and presentations concerning banking services, banking and financial information, savings, budgeting, and checking and savings accounts
GRUBSTAKE Design	Washington Mutual, Inc.	78/095,360 11/27/2001 3,032,743 12/20/2005 Registered	042	Providing temporary use of on-line non-downloadable software for maintaining, accessing and updating databases and account information used in connection with banking services and school banking programs and for conducting banking transactions
HOME CREST	Washington Mutual, Inc.	78/287,724 8/14/2003 Pending	035, 039	Promoting the goods and services of others, namely, prescriptions, medical insurance, pet insurance, accidental death insurance, accidental dismemberment insurance, disability and credit insurance, and annuities, and dental and vision care, for participating members, via print, electronic, audio, audio-visual, Internet and broadcast media; customer loyalty services and customer club services for commercial, promotional and/or advertising purposes to obtain discounts on dining, hotel accommodations, travel and other leisure activities and consumer merchandise (excluding apparel, casual and outdoor furniture, and building and construction supplies, materials and furnishings); Automobile travel club services for participating members
HOME CREST	Washington Mutual, Inc.	78/287,725 8/14/2003 3,127,548 8/8/2006 Registered	036	Insurance services, namely, insurance brokerage and agencies in the fields of property and casualty, home, mortgage, earthquake, flood, life and accidental death; insurance brokerage and agencies in the field of home warranties
HOME CREST INSURANCE SERVICES, INC. and Design	Washington Mutual, Inc.	78/375,619 2/27/2004 3,127,626 8/8/2006 Registered	036	Insurance services, namely, insurance brokerage and agencies in the fields of property and casualty, home, mortgage, earthquake, flood, life and accidental death; insurance brokerage and agencies in the field of home warranties; home warranty services
HOME OF THE FREE	Washington Mutual, Inc.	75/983,015 5/24/2001 2,689,000 2/18/2003 Registered	036	Banking services, debit card services
HOME OF THE FREE	Washington Mutual, Inc.	78/065,637 5/24/2001 2,783,095 11/11/2003	036	Banking services; financial services, namely, mutual fund distribution and transfer agent services; investment advisor services; securities brokerage services; financial portfolio management; mortgage services, namely, commercial, residential and consumer lending; insurance services, namely agencies in the field of property and casualty, life, health, credit and disability; credit card

Mark	Owner	App. No. App. Date Reg. No. Reg. Date Status	GBS No.	Goods
HOME OF THE FREE	Washington Mutual, Inc.	Registered 78/138,795 6/25/2002 2,841,601 5/11/2004 Registered	042	services; philanthropic services consisting of monetary donations; providing banking, financial, investment, insurance, credit card and loan information by means of the global computer network Charitable services concerning non-monetary donations, namely, providing cameras to schools; providing interactive websites containing information related to the foregoing services
HOME OF THE FREE	Washington Mutual, Inc.	78/138,800 6/25/2002 2,846,510 5/25/2004 Registered	041	Educational services, namely, organizing and conducting community events for educational purposes; organizing and conducting community events in the nature of an art and photojournalism exhibit featuring history, politics and government; dissemination of educational materials of others in the fields of art, photojournalism, history, politics and government; providing interactive websites containing information related to the foregoing services
HOME OF THE FREE	Washington Mutual, Inc.	78/975,344 6/25/2002 2,857,016 6/22/2004 Registered	036	Banking services; financial sponsorship for charitable grants and non-profit community events; charitable sponsorships of non-profit community events; charitable and philanthropic services concerning monetary donations; charitable and philanthropic services concerning monetary donations in support of educational and community needs; providing interactive websites containing information related to the foregoing services
ID THEFT INSPECT	Washington Mutual, Inc.	78/353,387 1/16/2004 3,048,704 1/24/2006 Registered	036	Providing consumer credit information, credit card information and credit ratings, and information related to obtaining such information from others; providing credit reports, monitoring of credit reports, analysis of the credit reports, and notification of changes in credit reports; providing consulting services, advice and information to assist others in protecting credit ratings, registering and canceling credit cards; debt and credit analysis services; insurance underwriting, brokerage, agencies and consultation services specializing in the areas of privacy protection, identity theft and fraud; banking services; providing interactive websites containing information and online enrollment related to the foregoing services
ID THEFT INSPECT	Washington Mutual, Inc.	78/353,389 1/16/2004 3,048,705 1/24/2006 Registered	035, 045	Monitoring and providing consulting services, advice and information concerning monitoring credit inquiries and consumer credit reports and providing an alert as to any changes therein; providing referrals in the field of fraud detection and prevention; Fraud detection and prevention in the field of identity theft, namely, locating and providing information to others concerning consumer and identity fraud and identity theft; providing consulting services and case worker assistance and counseling in filing claims, resolving fraud and identity theft issues with creditors and closing accounts necessitated by identity theft and fraud; providing consulting services, advice and information to assist others in protecting against identity fraud and identity theft; providing consulting services, advice and information on identity theft and fraud protection and prevention products and services; providing interactive websites containing information and online enrollment related to the foregoing services
I'M WITH THE	Washington Mutual, Inc.	77/115,249	035	Distribution of advertisements and commercial announcements for others featuring news.

Mark	Owner	App. No. App. Date Reg. No. Reg. Date Status	Class NO.	Goods
BANK		2/23/2007 Pending		information, entertainment venues, schedules, ticket information, and contests related to arts and entertainment events and programs, namely, theater performances, musical performances and concerts, sporting events, art gallery shows, and community events and activities; distribution of advertisements and commercial announcements for entertainment ticket agencies
I'M WITH THE BANK	Washington Mutual, Inc.	77/115,252 2/23/2007 Pending	036	Banking services; savings, checking and certificate of deposit account services, credit and debit card services; mortgage lending services; home equity lending services; consumer lending services; online banking and bill payment services
I'M WITH THE BANK	Washington Mutual, Inc.	77/115,257 2/23/2007 Pending	038	Electronic mail services provided to others and featuring the delivery of information on the topics of news, entertainment venues, schedules, ticket information for arts and entertainment events and programs, namely, theater performances, musical performances and concerts, sporting events and community events and activities; delivery of tickets for entertainment events via electronic mail
I'M WITH THE BANK	Washington Mutual, Inc.	77/115,261 2/23/2007 Pending	041	Entertainment services, namely, providing a website featuring news, entertainment information, entertainment venues, schedules and ticket information for arts and entertainment events and programs, namely, theater performances, musical performances and concerts, art gallery shows, sporting events, and community events and activities; entertainment services, namely, providing online reviews of movies, plays, concerts and art gallery shows; entertainment services, namely, conducting contests; entertainment ticket agency services; entertainment ticket agency services provided via the Internet
INSTANT BANKIFICATION	Washington Mutual, Inc.	77/511,772 6/30/2008 Pending	035	Registering and canceling debit cards; providing information on registering and cancelling debit cards; identity theft restoration services, namely, monitoring consumer credit reports and providing an alert as to any changes therein
INSTANT BANKIFICATION	Washington Mutual, Inc.	77/511,777 6/30/2008 Pending	036	Banking services; checking account services; debit card services; ATM services; online banking services; electronic payment services, namely, electronic processing and transmission of bill payment data; restoring credit, namely, fraud insurance administration, underwriting and brokering and reimbursement services in the field of credit and debit card purchases and bank accounts; providing information on restoring credit; identity theft restoration services, namely credit repair and restoration services, fraud reimbursement services in the field of credit and debit card purchases and bank accounts, identity theft insurance administration, underwriting and brokering, providing financial counseling, providing financial information relating to the consequences of identity theft, and providing credit counseling and analysis services
INSTANT BANKIFICATION	Washington Mutual, Inc.	77/511,778 6/30/2008 Pending	045	Providing information on identity theft recovery; providing consultation services, advice and information on identity theft and fraud protection; identity theft restoration services provided to individuals who have been victims of identity theft, namely, assisting with filing reports with credit reporting agencies, police, social security administration, banks, postal inspector, passport office, and the department of motor vehicles, as applicable, by collecting relevant information from victim, and identifying the agencies to contact; identity theft restoration services, namely, monitoring of credit reports, the Internet, and public records to facilitate the detection and prevention of identity

Mark	Owner	App No. App Date Reg No. Reg Date Status	Class No.	Goods
INSTANT CHECKING	Washington Mutual, Inc.	77/170,872 5/2/2007 Pending	035, 036	theft and fraud Electronic signature verification service Banking services s provided in connection with banking and financial services;
INSTANT CLOSE	Washington Mutual, Inc.	78/321,155 10/30/2003 3,276,108 8/7/2007 Registered	036	Mortgage lending services
INVEST1TO1	Washington Mutual, Inc.	75/916,196 2/11/2000 2,672,628 1/7/2003 Registered	036	Financial and investment services, namely, investment brokerage, consultation and management, securities brokerage, financial portfolio management, and financial planning; providing an interactive website containing information and services primarily relating to financial and investment services, namely, investment brokerage, consultation and management, securities brokerage, financial portfolio management, individual account information, and financial planning
INVESTING OURSELVES BUILDING BETTER COMMUNITIES	Washington Mutual, Inc.	78/129,048 5/15/2002 2,949,586 5/10/2005 Registered	035	Coordinating the recruitment and referral of volunteers for community service, community events, job fairs; dissemination of public service advertising matter; organizing and conducting job fairs; conducting employee incentive award programs to promote employee volunteer efforts and contribution and monetary donations
INVESTING OURSELVES BUILDING BETTER COMMUNITIES	Washington Mutual, Inc.	78/129,049 5/15/2002 2,957,876 5/31/2005 Registered	036	Banking services; banking services, namely, savings accounts; mortgage lending services; mortgage lending services for affordable housing; consumer and commercial lending services; providing educational scholarships; charitable fund raising; fundraising services and financial sponsorship for charitable grants and non-profit community events; charitable sponsorships of non-profit community events; charitable and philanthropic services concerning monetary donations; charitable and philanthropic services concerning monetary donations in support of child and teacher education and community needs; charitable and philanthropic services concerning monetary donations to educational institutions and for educational purposes; organizing and conducting fundraising events to raise money for recognition of educators; fundraising events
INVESTING OURSELVES BUILDING BETTER COMMUNITIES	Washington Mutual, Inc.	78/129,050 5/15/2002 3,060,814 2/21/2006 Registered	041	Conducting classes, seminars and presentations concerning banking services, lending services, banking, financial and investment information, credit information, savings, budgeting, and checking and savings accounts; educational services, namely, a program to expand career opportunities through career development activities, internships, mentoring networks, and information on banking and investment and financial-related employment and employers
LAM	Washington Mutual, Inc.	77/031,085 10/27/2006 3,264,193 7/17/2007	036	Financial consultation and management services relating to IRS § 1031 tax deferred property exchange transactions, namely, services as a Qualified Intermediary, Accommodatee, Trustee or facilitator in such transactions; banking services; online banking services; asset management services; mortgage banking, brokerage and lending services; real estate and security brokerage

Mark	Owner	App. No. App. Date Reg. No. Reg. Date Status	Class No.	Goods
LAWYERS ASSET MANAGEMENT	Timcor Exchange Corporation [a subsidiary of Washington Mutual, Inc.]	Registered 78/952,942 8/15/2006 3,258,396 7/3/2007 Registered	036	services Financial consultation services for real estate transactions; Financial management services for real estate transactions
LEARN, EARN, SAVE	Washington Mutual, Inc.	78/078,309 8/8/2001 3,149,337 9/26/2006 Registered	041	Entertainment services, namely, providing games and activities for children, all in the field of banking and financial service education; providing recreational and interactive play areas for children
MAS INTERES HUMANO	Washington Mutual, Inc.	78/976,977 8/28/2003 3,166,814 10/31/2006 Registered	036	Banking services; checking accounts
MORE HUMAN INTEREST	Washington Mutual, Inc.	76/228,013 3/21/2001 3,042,121 1/10/2006 Registered	036	Banking services; mortgage and consumer lending services; commercial lending services; credit card services; debit card services
MULTIPAY	Washington Mutual, Inc.	77/199,596 6/7/2007 Pending	036	Mortgage lending services; home equity lending services; commercial lending services; providing interactive websites containing information, services, and online enrollment related to the foregoing services and related accounts; mortgage banking services, namely, origination, acquisition and servicing of mortgage loans
MUTUAL INTEREST	Washington Mutual, Inc.	78/431,289 6/7/2004 3,160,012 10/17/2006 Registered	016	Newsletters provided to financial advisors containing information relating to mutual funds, inutilities and related news
MY WAMU PERKS	Washington Mutual, Inc.	77/475,531 5/15/2008 Pending	035	Arranging and conducting incentive rewards programs to promote the sale of banking services, mortgage and equity home lending services, credit cards and credit card services, insurance services, and financial and investment services and the sale of goods and services of others; providing information on privacy protection products and services; namely, providing consulting services and information on monitoring consumer credit reports and providing an alert as to any changes therein; registering and canceling credit cards and debit cards, providing information on registering and canceling credit cards and debit cards

Mark	Owner	App No App Date Reg No Reg Date Status	Class No	Goods
MY WAMU PERKS	Washington Mutual, Inc.	77/475,589 5/15/2008 Pending	036	Banking services; credit card and debit card services; online banking services; mortgage and home equity lending services; consumer lending services; commercial lending services; providing investment and financial information, advice, consultation, management and brokerage in the field of securities, mutual funds, and insurance, namely, life, long term health, health, dental, vision, accidental death and dismemberment, pet, home, home warranties, mobile home, manufactured home, rental property, valuable article protection, mortgage, privacy protection, loss due to identity theft and fraud, personal umbrella protection, renters insurance, disaster mortgage insurance, earthquake, flood, auto, motor home, recreational vehicle, travel trailer and boat insurance; insurance services namely, insurance underwriting, brokerage, agencies and consultation services in the fields listed above; credit rating services; credit reporting services; providing information on privacy protection products and services, namely, consumer credit consultation, providing information on obtaining consumer credit information, credit card information, credit ratings, and providing information on protecting credit ratings
OCCASIO	Washington Mutual, Inc.	76/155,069 10/27/2000 3,006,115 10/11/2005 Registered	036	Banking services; providing interactive websites containing information and services primarily relating to banking services, financial and investment services, namely, investment advisor services; investment brokerage, consultation and management services; financial portfolio management; financial planning; providing interactive websites containing information and services, primarily relating to financial and investment services, investment brokerage, consultation and management services, financial portfolio management, financial planning
ON THE HOUSE	Washington Mutual, Inc.	75/862,259 12/2/1999 2,737,193 7/15/2003 Registered	036	Banking services; financial services, namely, residential mortgage and home equity loans; consumer lending services; credit card services; debit card services
ON THE HOUSE	Washington Mutual, Inc.	75/862,270 12/2/1999 2,737,194 7/15/2003 Registered	009	Magnetically encoded credit cards and debit cards
OPTIMUM PRICING	Washington Mutual, Inc.	78/664,950 7/6/2005 3,292,441 9/11/2007 Registered	036	Mortgage lending services; home equity loans and home equity lines of credit; specialty finance lending services, namely lending to borrowers who do not fit standard underwriting models; credit card services; providing interactive websites featuring information about the foregoing services and the related accounts provided by the services
OPTIS	Washington Mutual, Inc.	76/975,761 3/15/2000 2,835,305 4/20/2004	036	Mortgage lending

Mark	Owner	App. No. App. Date Reg. No. Reg. Date Status	Class No.	Goods
PEOPLE ARE OUR FOUNDATION, SERVICE IS OUR PRIORITY Chinese C	Washington Mutual, Inc.	Registered 76/276,930 6/25/2001 2,933,523 3/15/2005 Registered	036	Banking services; financial services, namely, mutual fund distribution and transfer agent services; investment advisor services; securities brokerage services; financial portfolio management; mortgage services, namely commercial, residential and consumer lending; insurance services, namely agencies in the field of property and casualty, life, health, credit and disability; credit card services; debit card services; philanthropic services consisting of monetary donations; providing banking, financial, investment, insurance, credit card and loan information via the Internet
PERSONAL BILL PAY	Washington Mutual, Inc.	78/306,280 9/26/2003 2,990,743 8/30/2005 Registered	036	Banking services; online banking services; invoice and bill payment services; electronic payment services, namely, electronic processing and transmission of invoices, billings, and invoice and bill payment data; invoice and billing consolidation services; providing an interactive website containing information relating to the foregoing and related accounts
PERSONAL EQUITY MANAGER	Washington Mutual, Inc.	78/305,006 9/24/2003 2,953,879 5/17/2005 Registered	036	Banking services; mortgage lending services; home equity loans; home equity lending services; home equity lines of credit; consumer lending services; credit card services; providing information related to the foregoing services and related accounts via the Internet
PLATINUM PROTECT	Washington Mutual, Inc.	77/377,953 1/22/2008 Pending	009	Magnetically encoded and/or electronically readable credit cards
PLATINUM PROTECT	Washington Mutual, Inc.	77/377,954 1/22/2008 Pending	035	Promoting credit card use and the sale of goods and services of others through the administration of incentive award programs, purchase points for credit card use and membership discount cards; providing consulting services, advise and information concerning monitoring consumer credit reports; monitoring consumer credit reports and providing an alert as to any changes therein
PLATINUM PROTECT	Washington Mutual, Inc.	77/377,955 1/22/2008 Pending	036	Credit card services; automated teller machine services; online banking services; electronic payment services, namely, electronic processing and transmission of bill payment data; bill payment services; consumer lending services; commercial lending services; privacy protection insurance services, namely, insurance against loss due to identification and identity theft and fraud; financial information provided by electronic means; registering and canceling credit cards; insurance underwriting, brokerage, agencies and consultation services specializing in the areas of privacy protection, identity theft and fraud; banking services; providing interactive websites containing information and online enrollment related to the foregoing services
POWER OF YES, THE	Washington Mutual, Inc.	75/545,591 8/31/1998 2,381,822 8/29/2000 Registered	036	Mortgage and consumer lending services; banking services

Mark	Owner	App. No. App. Date Reg. No. Reg. Date Status	Class No.	Goods
PROTECTING WHAT MATTERS	Washington Mutual, Inc.	78/219,101 2/26/2003 2,802,535 1/6/2004 Registered	036	Insurance services, namely, insurance brokerage and agencies in the fields of property and casualty, home, renters, mortgage, earthquake, flood, life, long term health insurance, pet insurance, boat insurance, accidental death, accidental dismemberment and credit and disability insurance and annuities; insurance brokerage and agencies in the field of home warranties; providing an interactive website containing information and services relating to the foregoing
PROTECTING WHAT MATTERS	Washington Mutual, Inc.	78/258,972 6/5/2003 3,018,471 11/22/2005 Registered	036	Insurance services, namely, insurance brokerage and agencies in the fields of medical insurance; home warranty services; providing interactive websites containing information related to the foregoing services
PUT YOUR MONEY WHERE YOUR MOUSE IS	Washington Mutual, Inc.	78/078,296 8/8/2001 3,117,803 7/18/2006 Registered	036	Banking services; credit card services; debit card services; consumer lending services; mortgage lending services; commercial lending services; online banking services; insurance services, namely, agencies in the fields of property and casualty, and life insurance and annuities; insurance consultation services; automated teller machine services; providing interactive websites containing information and services primarily relating to banking services, debit and credit card services, mortgage lending services, consumer lending services and commercial lending services and related accounts; financial services, namely mutual fund distribution services; investment services, namely, investment advisor services, investment brokerage, investment consultation and investment management services; securities brokerage services; broker/dealer services; financial portfolio management; financial planning; providing interactive websites containing information and services, primarily relating to financial and investment services, investment brokerage, consultation and management services, securities brokerage services, financial portfolio management, financial planning, insurance services and related accounts
REAL INFORMATION	Washington Mutual, Inc.	78/838,882 3/16/2006 Pending	035, 036	Monitoring, tracking and analyzing customer credit reports and scores and notification of changes in credit reports and scores; registering and canceling credit cards; providing information related to all of the foregoing services and associated accounts via the Internet; Credit card services; providing customer credit and payment information, credit card information and credit ratings, and information related to obtaining such information from others; providing information on credit management and budgeting; providing information on privacy protection products and services, namely, protecting credit ratings, and restoring and analyzing credit; providing information related to all of the foregoing services and associated accounts via the Internet
REAL INFORMATION	Washington Mutual, Inc.	78/838,882 3/16/2006 Pending	045	Providing information on privacy protection products and services, namely, providing information on protecting against identity theft; providing information related to all of the foregoing services and associated accounts via the Internet
REAL PRIVACY	Washington Mutual, Inc.	77/487,888 5/30/2008 Pending	035	Monitoring and providing consulting services, advice and information concerning monitoring credit inquiries and consumer credit reports and providing an alert as to any changes therein; providing referrals in the field of fraud detection and prevention; providing referrals and customer service in the field of obtaining and managing do not call, do not mail and prescreen opt out information,

Mark	Owner	App. No. App. Date Reg. No. Reg. Date Status	Class No.	Goods
REAL PRIVACY	Washington Mutual, Inc.	77/487,889 5/30/2008 Pending	036	registration and services; providing consulting services, advice and information to assist others in obtaining and managing do not call, do not mail and prescreen opt out information, registration and services
REAL PRIVACY	Washington Mutual, Inc.	77/487,890 5/30/2008 Pending	045	Providing consumer credit information, credit card information and credit ratings, and information related to obtaining such information from others; providing credit reports, monitoring of credit reports, analysis of the credit reports, and notification of changes in credit reports; providing consulting services, advice and information to assist others in protecting credit ratings, registering and canceling credit cards; debt and credit analysis services; insurance underwriting, brokerage, agencies and consultation services specializing in the areas of privacy protection, identity theft and fraud; banking services; providing interactive websites containing information and online enrollment related to the foregoing services
REAL PRIVACY PLUS	Washington Mutual, Inc.	77/487,892 5/30/2008 Pending	035	Fraud detection and prevention in the field of identity theft, namely, locating and providing information to others concerning consumer and identity fraud and identity theft; providing consulting services and case worker assistance and counseling in filing claims, resolving fraud and identity theft issues with creditors and closing accounts necessitated by identity theft and fraud; providing consulting services, advice and information to assist others in protecting against identity fraud and identity theft; providing consulting services, advice and information on identity theft and fraud protection and prevention products and services; providing interactive websites containing information and online enrollment related to the foregoing services
REAL PRIVACY PLUS	Washington Mutual, Inc.	77/487,893 5/30/2008 Pending	036	Monitoring and providing consulting services, advice and information concerning monitoring credit inquiries and consumer credit reports and providing an alert as to any changes therein; providing referrals in the field of fraud detection and prevention; providing referrals and customer service in the field of obtaining and managing do not call, do not mail and prescreen opt out information, registration and services; providing consulting services, advice and information to assist others in obtaining and managing do not call, do not mail and prescreen opt out information, registration and services
REAL PRIVACY PLUS	Washington Mutual, Inc.	77/487,894 5/30/2008 Pending	045	Providing consumer credit information, credit card information and credit ratings, and information related to obtaining such information from others; providing credit reports, monitoring of credit reports, analysis of the credit reports, and notification of changes in credit reports; providing consulting services, advice and information to assist others in protecting credit ratings, registering and canceling credit cards; debt and credit analysis services; insurance underwriting, brokerage, agencies and consultation services specializing in the areas of privacy protection, identity theft and fraud; banking services; providing interactive websites containing information and online enrollment related to the foregoing services
REAL PRIVACY PLUS	Washington Mutual, Inc.	77/487,894 5/30/2008 Pending	045	Fraud detection and prevention in the field of identity theft, namely, locating and providing information to others concerning consumer and identity fraud and identity theft; providing consulting services and case worker assistance and counseling in filing claims, resolving fraud and identity theft issues with creditors and closing accounts necessitated by identity theft and fraud; providing

Mark	Owner	App No. App Date Reg No. Reg Date Status	Class No	Goods
RETIREMENT MADE EASY	Washington Mutual, Inc.	78/905,283 6/9/2006 Pending	041	consulting services, advice and information to assist others in protecting against identity fraud and identity theft; providing consulting services, advice and information on identity theft and fraud protection and prevention products and services; providing interactive websites containing information and online enrollment related to the foregoing services
RETIREMENT MADE EASY	Washington Mutual, Inc.	78/979,688 6/9/2006 3,416,280 4/22/2008 Registered	036	Educational services, namely, programs, presentations, classes, seminars, conferences, and workshops in the fields of retirement planning, banking, finance, financial planning, financial portfolio management, investing, mortgage, consumer lending, and real estate, and the distribution of course materials in connection therewith; providing newsletters in the field of retirement planning, mutual funds, annuities, investment securities, investment advice, financial planning, financial portfolio management and related news via e-mail; training services in the fields of retirement planning, banking, finance, financial planning, financial portfolio management, investing, mortgage, consumer lending, and real estate, and distribution of course materials in connection therewith
REWARDS YOU AND YOUR PET WILL LOVE	Washington Mutual, Inc.	77/347,297 12/7/2007 Pending	035	Banking services; savings, checking and certificate of deposit account services; check card services; debit card services; cash card services; deposit card services; online banking services; investment services, namely, investment advisor services; investment brokerage, investment consultation and management services; securities brokerage; financial planning services; providing investment and financial information, advice, consultation, management and brokerage services; financial portfolio management and analysis services; mutual fund consultation, brokerage, distribution and investment; providing information in the fields of banking and finance via the internet
REWARDS YOU AND YOUR PET WILL LOVE	Washington Mutual, Inc.	77/347,298 12/7/2007 Pending	036	Promoting credit card use and the sale of goods and services of others through the administration of incentive award programs
SAVINGS FOR SUCCESS	Washington Mutual, Inc.	77/427,853 3/20/2008 3,608,303 4/21/2009 Registered	036	Credit card services
SHORTY	Washington Mutual, Inc.	78/094,725 1/12/2001 3,046,707 1/17/2006 Registered	016	Banking services; savings account services; checking account services; certificate of deposit services; automated teller machine services; online banking services
SHORTY	Washington Mutual, Inc.	78/094,727 1/12/2001	036	Printed matter, namely, newsletters, flyers, brochures and program guides about financial and banking information and savings accounts; posters; all for use in connection with banking programs and services directed to school-aged children
				Banking services; banking services, namely savings accounts; providing banking and financial information via the internet

Mark	Owner	App. No. App. Date Reg. No. Reg. Date Status	Class No.	Goods
		3,007,727 10/18/2005 Registered		
SHORTY	Washington Mutual, Inc.	78/094,728 11/21/2001 3,013,732 11/8/2005 Registered	041	Educational services, namely, classes, seminars, conferences and workshops concerning banking services, banking, finance, financial planning, savings, budgeting, and checking and savings accounts
SHORTY	Washington Mutual, Inc.	78/094,729 11/21/2001 3,036,404 12/27/2005 Registered	042	Providing temporary use of on-line non-downloadable software for maintaining and accessing databases and account information used in connection with banking services and school banking programs and for conducting banking transactions
SHORTY	Washington Mutual, Inc.	78/975,655 11/21/2001 2,921,803 1/25/2005 Registered	036	Banking services; banking services, namely savings accounts; providing banking and financial information via the Internet
SHORTY	Washington Mutual, Inc.	78/975,736 11/21/2001 2,934,264 3/15/2005 Registered	036	On-line banking services, namely, providing an interactive web site containing services relating to banking services and school banking programs
SHORTY	Washington Mutual, Inc.	78/975,764 11/21/2001 2,934,266 3/15/2005 Registered	016	Printed matter, namely, calendars
SHORTY DESIGN	Washington Mutual, Inc.	78/095,363 11/27/2001 3,036,405 12/27/2005 Registered	016	Printed matter, namely, newsletters, brochures and program guides about financial and banking information and savings accounts; calendars
SHORTY DESIGN	Washington Mutual, Inc.	78/095,366 11/27/2001 3,036,406 12/27/2005	041	Educational services, namely, conducting classes, seminars and presentations concerning banking services, banking and financial information, savings, budgeting, and checking and savings accounts

Mark	Owner	App. No. App. Date Reg. No. Reg. Date Status	CLASS No.	Goods
SHORTY DESIGN	Washington Mutual, Inc.	78/975,853 11/27/2001 2,935,580 3/22/2005 Registered	042	Providing temporary use of on-line non-downloadable software for maintaining, accessing and updating databases and account information used in connection with banking services and school banking programs and for conducting banking transactions
SHORTY DESIGN	Washington Mutual, Inc.	78/975,859 11/27/2001 2,946,845 5/3/2005 Registered	036	Banking services; banking services, namely saving accounts; providing banking and financial information via the Internet
SIMPLE LOAN MANAGER	Washington Mutual, Inc.	77/114,744 2/23/2007 Pending	009	Loan origination, processing and maintenance software; software for use by lenders, mortgage brokers, and loan consultants to track the status of loans, namely to track information regarding loan origination, processing and maintenance; software for use in providing consumer, commercial, mortgage and equity lending services
SIMPLE LOAN MANAGER	Washington Mutual, Inc.	77/114,750 2/23/2007 Pending	036	Banking services; mortgage lending services; equity lending services; commercial lending services; consumer lending services
SIMPLE LOAN MANAGER	Washington Mutual, Inc.	77/114,755 2/23/2007 Pending	042	Providing temporary use of non-downloadable loan origination, processing and maintenance software for use by lenders, mortgage brokers, and loan consultants; providing temporary use of non-downloadable software for use by lenders, mortgage brokers, and loan consultants, to track the status of loans, namely to track information regarding loan origination, processing and maintenance; providing temporary use of non-downloadable software for use in providing consumer, commercial, mortgage and equity lending services
SIMPLER BANKING AND MORE SMILES	Washington Mutual, Inc.	78/821,746 2/23/2006 Pending	036	Banking services; automated teller machine services; savings, checking and certificate of deposit account services; issuing check cards; credit card services; debit card services; cash card services; issuing stored value cards; issuing deposit cards; online banking services; electronic payment services, namely, electronic processing and transmission of bill payment data; mortgage lending services; home equity lending services; consumer lending services; commercial lending services; equipment financing services; mortgage banking services, namely, origination, acquisition, servicing, securitization and brokerage of mortgage loans; specialty finance lending services, namely, lending to underserved borrowers; providing information related to all of the foregoing services and associated accounts via the Internet
SMILE MAKER	Washington Mutual, Inc.	77/280,365 9/14/2007 3,469,212 7/15/2008	035	Conducting employee incentive award programs to promote customer service, productivity, increased sales, personnel loyalty, job performance, and on the job professional growth and development; conducting employee incentive award programs to promote company and client products and services

Mark	Owner	App. No. App. Date Reg. No. Reg. Date Status	Class No.	Goods
SMILING ALL THE WAY TO THE BANK	Washington Mutual, Inc.	Registered 77/489,156 6/2/2008 3,560,762 1/13/2009 Registered	036	Mortgage lending services; home equity lending services; consumer lending services; mortgage banking services, namely, origination, acquisition, servicing and brokerage of mortgage loans
SMILING ALL THE WAY TO THE BANK	Washington Mutual, Inc.	78/641,622 6/1/2005 3,565,890 1/20/2009 Registered	036	Banking services; checking account services; savings account services; debit card services; credit card services; cash card services; automatic teller machine services; online banking services; providing interactive websites containing information and services relating to the foregoing services and related accounts
SOLID START	Washington Mutual, Inc.	78/503,991 10/21/2004 3,163,705 10/24/2006 Registered	041	Educational seminars, workshops and programs featuring financial issues, financing, banking, mortgage lending, equity lending, consumer lending, and home ownership; educational services related to the development and financing of low income and affordable housing; educational seminars, workshops and programs for the benefit of purchasers and prospective purchasers of low-income and affordable housing; and course materials distributed with all of the foregoing; providing information related to all of the foregoing services via on-line interactive web sites
SPOTLIGHT ON TEACHERS	Washington Mutual, Inc.	78/975,342 5/10/2002 2,861,686 7/6/2004 Registered	036	Organizing and conducting community events and programs for charitable purposes; philanthropic services consisting of money donations; providing educational scholarships; providing interactive websites containing information related to the foregoing services
SPOTLIGHT ON TEACHERS	Washington Mutual, Inc.	78/975,343 5/10/2002 2,861,687 7/6/2004 Registered	041	Providing recognition and incentives to recognize excellence in the fields of education and teaching; organizing and conducting cultural events and programs to encourage excellence in the fields of education and teaching
THE BUCK- FIFTY STOPS HERE	Washington Mutual, Inc.	76/116,050 8/24/2000 2,872,030 8/10/2004 Registered	036	Banking services; debit and credit card services; automatic teller machine services
THE CARD THAT REWARDS YOU AND YOUR PET.	Washington Mutual, Inc.	77/341,651 11/30/2007 Pending	035	Promoting credit card use and the sale of goods and services of others through the administration of incentive award programs

Mark	Owner	App. No. App. Date Reg. No. Reg. Date Status	Class No	Goods
THE CARD THAT REWARDS YOU AND YOUR PET.	Washington Mutual, Inc.	77/341,656 11/30/2007 Pending	036	Credit card services
TIMCOR	Washington Mutual, Inc.	77/031,077 10/27/2006 3,447,434 6/17/2008 Registered	036	Financial consultation and management services relating to IRS § 1031 tax deferred property exchange transactions, namely, services as a Qualified Intermediary, Accommodate, Trustee or facilitator in such transactions; banking services; online banking services; asset management services; mortgage banking, brokerage and lending services; real estate and security brokerage services
TOUCHDOWNS FOR TOTS	Washington Mutual, Inc.	78/780,489 12/23/2005 3,168,604 11/7/2006 Registered	036	Charitable fundraising services; philanthropic services consisting of monetary donations; charitable and philanthropic services concerning monetary donations in support of educational and community needs; charitable and philanthropic fundraising services in connection with professional football games and exhibitions
TRUSTED BANKING	Washington Mutual, Inc.	77/389,466 2/5/2008 Pending	036	Banking services; on-line banking services; providing secured online access to customer's banking, lending, credit card, debit card, insurance and brokerage accounts
TURN UP YOUR BANK	Washington Mutual, Inc.	77/115,232 2/23/2007 Pending	036	Banking services; savings, checking and certificate of deposit account services, credit and debit card services; mortgage lending services; home equity lending services; consumer lending services; online banking and bill payment services
TURN UP YOUR BANK	Washington Mutual, Inc.	77/115,241 2/23/2007 Pending	041	Entertainment services, namely providing a website featuring news, entertainment information, entertainment venues, schedules and ticket information for arts and entertainment events and programs, namely, theatre performances, musical performances and concerts, art gallery shows, sporting events, and community events and activities; entertainment services, namely, providing on-line reviews of movies, plays, concerts and art gallery shows; entertainment services, namely, conducting contests; entertainment ticket agency services; entertainment ticket agency services provided via the Internet
TURN UP YOUR BANK	Washington Mutual, Inc.	77/115,243 2/23/2007 Pending	038	Electronic mail services provided to others and featuring the delivery of information on the topics of news, entertainment venues, schedules, ticket information for arts and entertainment events and programs, namely, theatre performances, musical performances and concerts, sporting events and community events and activities; delivery of tickets for entertainment events via electronic mail
TURN UP YOUR BANK	Washington Mutual, Inc.	77/115,268 2/23/2007 Pending	035	Distribution of advertisements and commercial announcements for others featuring news, information, entertainment venues, schedules, ticket information, and contests related to arts and entertainment events and programs, namely, theatre performances, musical performances and concerts, sporting events, art gallery shows, and community events and activities; distribution of advertisements and commercial announcements for entertainment ticket agencies

Mark	Owner	App. No. App. Date Reg. No. Reg. Date Status	Class No.	Goods
W WASHINGTON & WATERMARK WALLPAPER BANNER DESIGN	Washington Mutual, Inc.	76/387,923 3/28/2002 2,990,870 9/6/2005 Registered	036	Banking services; credit card services; debit card services; consumer lending services; mortgage lending services; commercial lending services; online banking services; insurance services; namely, insurance brokerage and agencies in the fields of property and casualty, home, life, long term health insurance, pet insurance, accidental death, accidental dismemberment and personal property and credit and disability insurance and annuities; credit insurance services; automated teller machine services; providing interactive websites containing information and services relating to banking services; debit and credit card services, mortgage lending services, consumer lending services and commercial lending services; financial and investment services, namely, mutual fund distribution and transfer agent services and investment advisor services; securities brokerage, consultation and management services; securities brokerage services; securities brokerage account services; financial portfolio management; financial planning; philanthropic services consisting of monetary donations; providing interactive websites containing information and services relating to financial and investment services, investment brokerage, consultation and management services, securities brokerage services, financial portfolio management, financial planning, insurance services, and philanthropic services
WAMOOLA	Washington Mutual, Inc.	78/428,943 6/2/2004 3,130,751 8/15/2006 Registered	028	Children's play money
WAMOOLA FOR COMMUNITIES	Washington Mutual, Inc.	78/465,513 8/11/2004 3,127,786 8/8/2006 Registered	036	Banking services; savings account and checking account services; check card services; credit card services; debit card services; cash card services; home equity lines of credit; mortgage lending services; consumer lending services; online banking services; automated teller machine services; financial sponsorships of charitable grants and non-profit community events; charitable and philanthropic services concerning monetary donations; charitable and philanthropic services concerning monetary donations in support of educational and community needs; providing educational scholarships; providing interactive websites containing information and services primarily relating to the foregoing services and related accounts
WAMOOLA FOR L.I.F.E.	Washington Mutual, Inc.	78/428,939 6/2/2004 3,169,485 11/7/2006 Registered	036	Banking services; savings account and checking account services; check card services; credit card services; debit card services; mortgage lending services; consumer lending services; commercial lending services; specialty finance lending services, namely, lending to borrowers who do not fit standard underwriting models; online banking services; automated teller machine services; investment banking services; providing investment and financial information, advice, consultation, management and brokerage services; securities brokerage services; securities underwriting services; investment advisor services; financial portfolio management services; financial planning services; financial and investment services, namely, mutual fund distribution services; establishing and administering mutual funds for others; mutual fund brokerage, distribution and investment services; funds investment; funds investment consultation; providing information via the Internet

Mark	Owner	App. No. App. Date Reg. No. Reg. Date Status	GISS No.	Goods
				related to all of the foregoing services and related accounts; insurance services, namely, insurance brokerage and agencies in the fields of property and casualty, home, renters, mortgage, earthquake, flood, boat, life, health, long-term health, disability, pet, accidental death, accidental dismemberment, and credit insurance and annuities; providing financial sponsorship of non-profit community theatrical, cultural, arts and sporting events and programs; providing grants to teachers, students, educational institutions and community organizations; charitable and philanthropic services concerning monetary donations; providing educational scholarships; providing interactive websites containing information and services primarily relating to the foregoing services, namely, banking services, lending services, monetary donations and financial sponsorship information
WAMOOLA FOR L.I.F.E.	Washington Mutual, Inc.	78/428,940 6/2/2004 3,018,739 11/22/2005 Registered	041	Educational services, namely, conducting classes, seminars, conferences, programs, presentations, training and workshops in the fields of banking, financial, lending, investing and insurance education, and financial and retirement planning, and distributing course materials in connection therewith
WAMOOLA FOR SCHOOLS	Washington Mutual, Inc.	75/763,731 7/29/1999 2,496,917 10/9/2001 Registered	036	Charitable and philanthropic services concerning monetary donations to educational institutions and for educational purposes
WAMOOLA FOR SCHOOLS	Washington Mutual, Inc.	78/354,838 1/21/2004 3,169,399 11/7/2006 Registered	009	Magnetically encoded credit cards, debit cards, check cards
WAMOOLA FOR SCHOOLS	Washington Mutual, Inc.	78/354,840 1/21/2004 3,139,843 9/5/2006 Registered	036	Banking services; savings account and checking account services; check card services; credit card services; debit card services; cash card services; home equity lines of credit; mortgage lending services; consumer lending services; online banking services; automated teller machine services; providing financial sponsorship of non-profit community theatrical, cultural, arts and sporting events and programs; organizing and conducting events and programs for charitable purposes; philanthropic services concerning monetary donations; charitable fundraising services; charitable and philanthropic services concerning monetary donations to educational institutions and in support of educational and community needs; providing educational scholarships; providing interactive websites containing information and services primarily relating to the foregoing services and related accounts, namely, banking services, lending services, monetary donations and financial sponsorship information
WAMOOLA MADNESS	Washington Mutual, Inc.	76/211,579 2/15/2001 2,633,038	036	Charitable and philanthropic services concerning monetary donations to educational institutions and for educational purposes; banking services

Mark	Owner	App. No. App. Date Reg. No. Reg. Date Status	Class No.	Goods
WAMOVE-IT	Washington Mutual, Inc.	10/8/2002 Registered 78/435,686 6/15/2004 3,130,764 8/15/2006 Registered	036	Banking services; banking services, namely, facilitating the transfer of consumer and business banking accounts, automatic bill payment accounts, savings accounts, investment accounts, home loan accounts, home equity lines of credit, retirement accounts and insurance accounts from other banking institutions; savings account and checking account services; automatic bill payment services; check card services; debit card services; online banking services
WE HAVE LISTENERS NOT TELLERS	Washington Mutual, Inc.	77/288,749 9/25/2007 Pending	036	Banking services; savings, checking and certificate of deposit account services; credit card services; debit card services; cash card services; issuing check cards, stored value cards and deposit cards; mortgage lending services; home equity lending services; consumer lending services; commercial lending services; specialty finance lending services, namely, lending to underserved borrowers; financial planning services; retirement account management and distribution; credit rating services; credit reporting services; charitable fundraising events; charitable and philanthropic services concerning monetary donations; providing consumer credit information, credit card information and credit ratings, and information related to obtaining such information from others; credit reporting services; providing consulting services, advice and information to assist others in protecting credit ratings, registering and canceling credit cards and restoring and analyzing credit; debt and credit analysis services
WESTERN BANK and Design	Washington Mutual, Inc.	75/716,086 5/27/1999 2,884,514 9/14/2004 Registered	016	Credit cards
WHOO HOO	Washington Mutual, Inc.	77/357,506 12/20/2007 Pending	036	Banking services; automated teller machine services; savings, checking and certificate of deposit account services; credit card services; debit card services; cash card services; issuing check cards, stored value cards and deposit cards; online banking services; electronic payment services, namely, electronic processing and transmission of bill payment data; mortgage lending services; home equity lending services; consumer lending services; commercial lending services; equipment financing services; mortgage banking services, namely, origination, acquisition, servicing, securitization and brokerage of mortgage loans; investment services, namely, investment advisor services; investment brokerage, consultation and management services; securities brokerage; financial planning services; providing investment and financial information, advice, consultation, management and brokerage services; financial portfolio management and analysis services; mutual fund consultation, brokerage, distribution and investment; establishing and administering mutual funds for others; investment, management and distribution of fixed and variable annuities; retirement savings and investment account management and distribution; insurance brokerage and agencies in the fields of property and casualty, life, health, credit, home, home warranties, renters, mortgage, earthquake, flood, long term health, medical, dental, vision, pet, boat, privacy protection, loss due to

Mark	Owner	App. No. App. Date Reg. No. Reg. Date Status	CEBS No.	Good
				identity theft and fraud, accidental death and accidental dismemberment and disability insurance and annuities; insurance underwriting, brokerage, agencies and consultation services specializing in the areas of privacy protection, identity theft and fraud; credit rating services; credit reporting services; providing credit reports, monitoring of credit reports, analysis of credit reports and notification of changes in credit reports; providing information on privacy protection products and services, namely, providing consulting services and information on obtaining and monitoring consumer credit information, credit card information and credit ratings, protecting credit ratings, registering and canceling credit cards and restoring and analyzing credit; debt and credit analysis services; charitable financial sponsorship of non-profit community, cultural, theatrical, artistic, musical, educational and sporting events and programs; providing charitable grants to educational institutions, students and community organizations; providing educational scholarships; organizing and conducting events and programs for charitable purposes; charitable fund raising services; organizing, arranging, conducting and providing financial sponsorship of fundraising events to raise money for recognition of educators; organizing, arranging, conducting and providing financial sponsorship of fundraising events in the field of education and teaching; fundraising events; charitable and philanthropic services concerning monetary donations; providing information related to all of the foregoing services and associated accounts and providing online enrollment all via the Internet
WILMA	Washington Mutual, Inc.	75/983,180 1/21/2000 2,727,550 6/17/2003 Registered	036	Banking services; providing customers with letters of credit; providing letters of credit and information and reports relating to letters of credit by means of a data transmission network
WM	Washington Mutual, Inc.	75/515,417 7/8/1998 2,884,500 9/14/2004 Registered	036	Financial services, namely; providing financial and investment services to the investing public, consisting of individual retail and individual corporate commercial customers, but not investment professionals, namely, mutual fund distribution and transfer agent services; investment advisor services; investment brokerage, consultation and management; securities brokerage; financial portfolio management; financial planning; insurance services, namely agencies in the fields of casualty and life
WM FINANCIAL SERVICES	Washington Mutual, Inc.	75/373,844 10/16/1997 2,793,366 12/16/2003 Registered	036	Investment brokerage, consultation and management; securities brokerage; financial portfolio management; financial planning; all of the aforementioned services provided to the investing public, consisting of individual retail and individual and corporate commercial customers, but not investment professionals
WM FINANCIAL SERVICES, INC. (STYLIZED)	Washington Mutual, Inc.	75/377,675 10/22/1997 2,831,033 4/13/2004	036	Investment brokerage, consultation and management; securities brokerage; financial portfolio management; financial planning; all of the aforementioned services provided to the investing public, consisting of individual retail and individual and corporate commercial customers, but not investment professionals

Mark	Owner	App. No. App. Date Reg. No. Reg. Date Status	Class No.	Goods
WM GROUP OF FUNDS	Washington Mutual, Inc.	Registered 75/450,218 3/13/1998 2,881,909 9/7/2004 Registered	036	Investment securities; mutual funds; investment advisory services; management and maintenance of mutual funds and investment securities; all of the aforementioned services provided to the investing public, consisting of individual retail and individual and corporate commercial customers, but not investment professionals
WM MORNING REPORT	Washington Mutual, Inc.	75/637,988 2/8/1999 2,913,411 12/21/2004 Registered	036	Banking services; providing financial reports via electronic transmission to the investing public, consisting of individual retail and individual and corporate commercial customers, but not investment professionals, and providing banking records and account activity via electronic transmission
WM MUTUAL FUNDS	Washington Mutual, Inc.	75/442,730 3/2/1998 2,998,505 9/20/2005 Registered	036	Investment securities; mutual funds; investment advisory services; management and maintenance of mutual funds and investment securities; all of the aforementioned services provided to the investing public, consisting of individual retail and individual and corporate commercial customers, but not investment professionals
YOU SHOP. SCHOOLS WIN.	Washington Mutual, Inc.	78/677,893 7/25/2005 3,153,431 10/10/2006 Registered	036	Charitable and philanthropic services concerning monetary donations to educational institutions and for educational purposes; philanthropic services concerning monetary donations; charitable fundraising services; charitable and philanthropic services concerning monetary donations to educational institutions and in support of educational and community needs
YOUR PET. YOUR CARD. PERFECT TOGETHER.	Washington Mutual, Inc.	77/341,629 11/30/2007 Pending	035	Promoting credit card use and the sale of goods and services of others through the administration of incentive award programs
YOUR PET. YOUR CARD. PERFECT TOGETHER.	Washington Mutual, Inc.	77/341,631 11/30/2007 Pending	036	Credit card services

Exhibit 5



US006681985B1

(12) **United States Patent**
Curtin et al.

(10) **Patent No.:** **US 6,681,985 B1**
(45) **Date of Patent:** **Jan. 27, 2004**

(54) **SYSTEM FOR PROVIDING ENHANCED SYSTEMS MANAGEMENT, SUCH AS IN BRANCH BANKING**

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(73) Assignee: **Washington Mutual, Inc.**, Seattle, WA (US)

(*) Notice: Subject to any disclaimer, the term of this patent is extended or adjusted under 35 U.S.C. 154(b) by 0 days.

(21) Appl. No.: **09/972,754**

(22) Filed: **Oct. 5, 2001**

Related U.S. Application Data

(60) Provisional application No. 60/239,626, filed on Oct. 9, 2000, provisional application No. 60/238,305, filed on Oct. 5, 2000, provisional application No. 60/291,612, filed on May 16, 2001, provisional application No. 60/239,630, filed on Oct. 9, 2000, provisional application No. 60/260,567, filed on Jan. 9, 2001, provisional application No. 60/238,306, filed on Oct. 5, 2000, and provisional application No. 60/291,660, filed on May 16, 2001.

(51) **Int. Cl.**⁷ **G06F 17/60**

(52) **U.S. Cl.** **235/379; 705/42; 705/43**

(58) **Field of Search** **235/379, 380, 235/378; 705/10, 13, 42, 43, 5**

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Primary Examiner—Michael G. Lee

Assistant Examiner—Kumiko C. Koyama

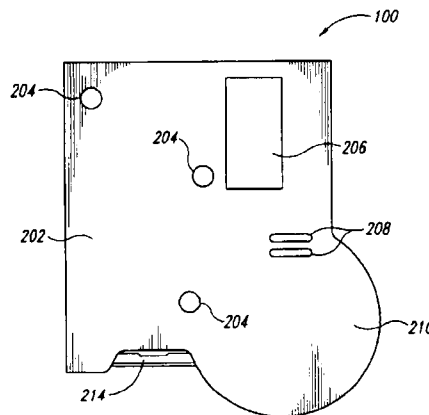
(74) *Attorney, Agent, or Firm*—Perkins Coie LLP

(57)

ABSTRACT

Various embodiments of the invention include a financial transactions processing system to process financial transactions for a customer in a financial institution. One embodiment includes an entrance, a concierge desk, two or more teller towers, and a teller cash dispenser. The teller towers may contain a teller computer, a top surface, one or more cash slots, and a cash box. A bank employee at the teller tower performs transactions for a customer, such as depositing cash, performing account inquiries, etc. In one embodiment, the teller cash dispenser receives information regarding a withdrawal transaction and dispenses cash to a customer or the customer receives a printed receipt to receive cash from the cash dispenser. In another embodiment, the teller towers are arranged in a circle, semicircle, elongated circle, or oval.

10 Claims, 28 Drawing Sheets



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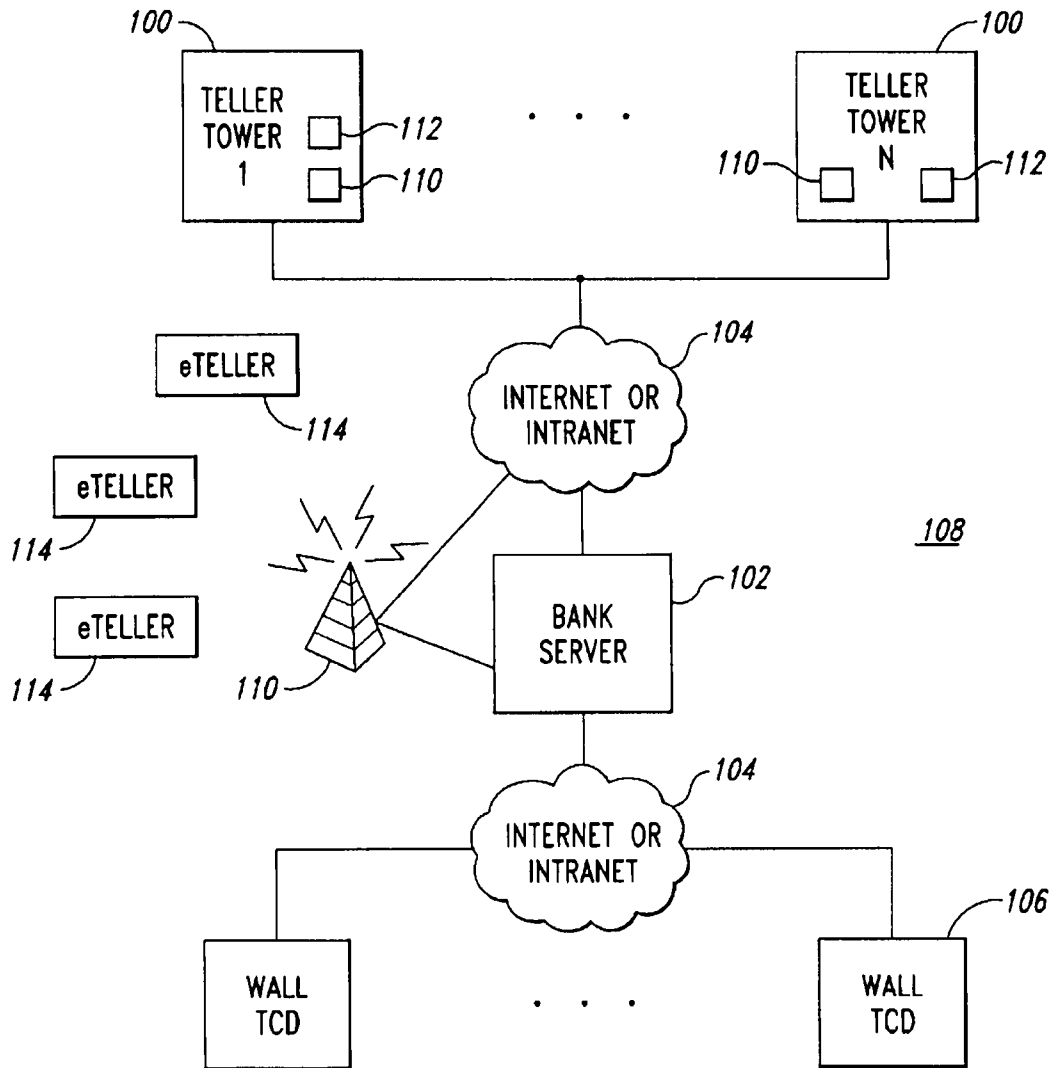


Fig. 1

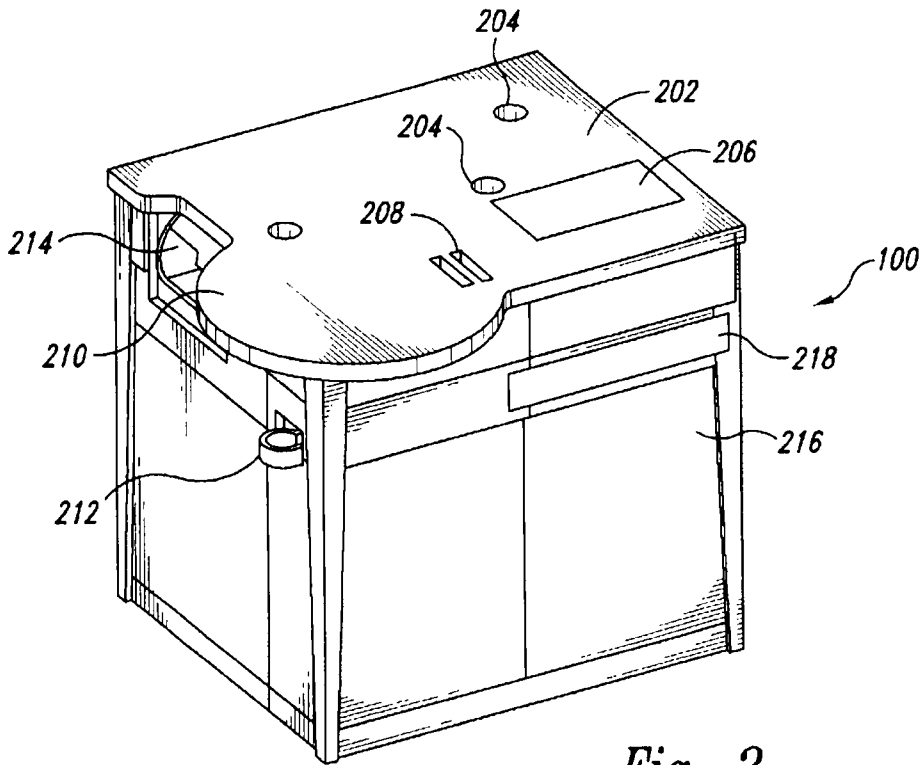


Fig. 2

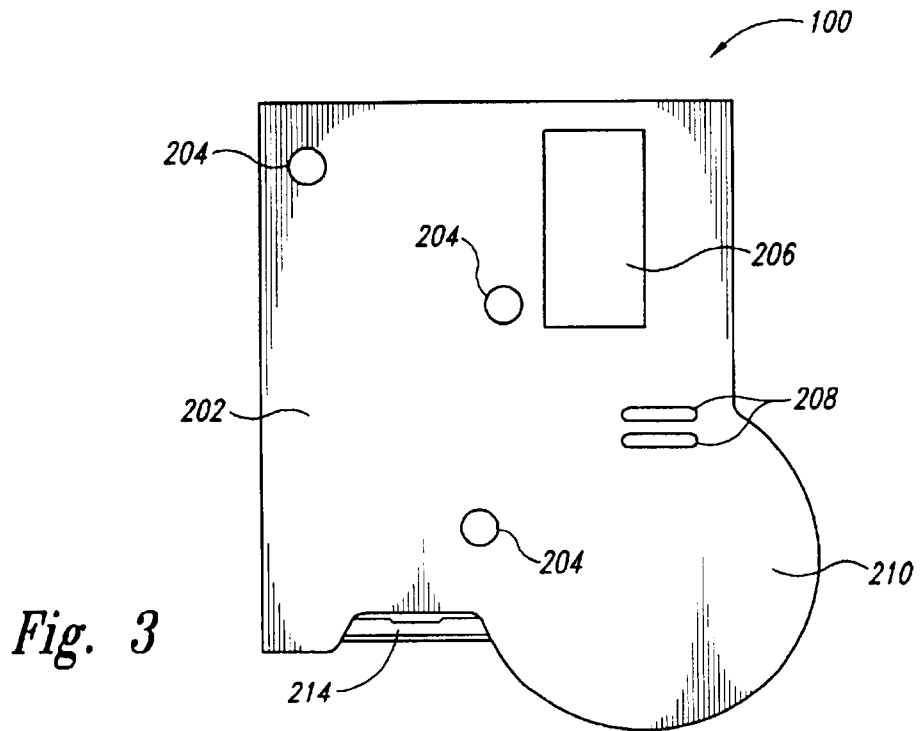


Fig. 3

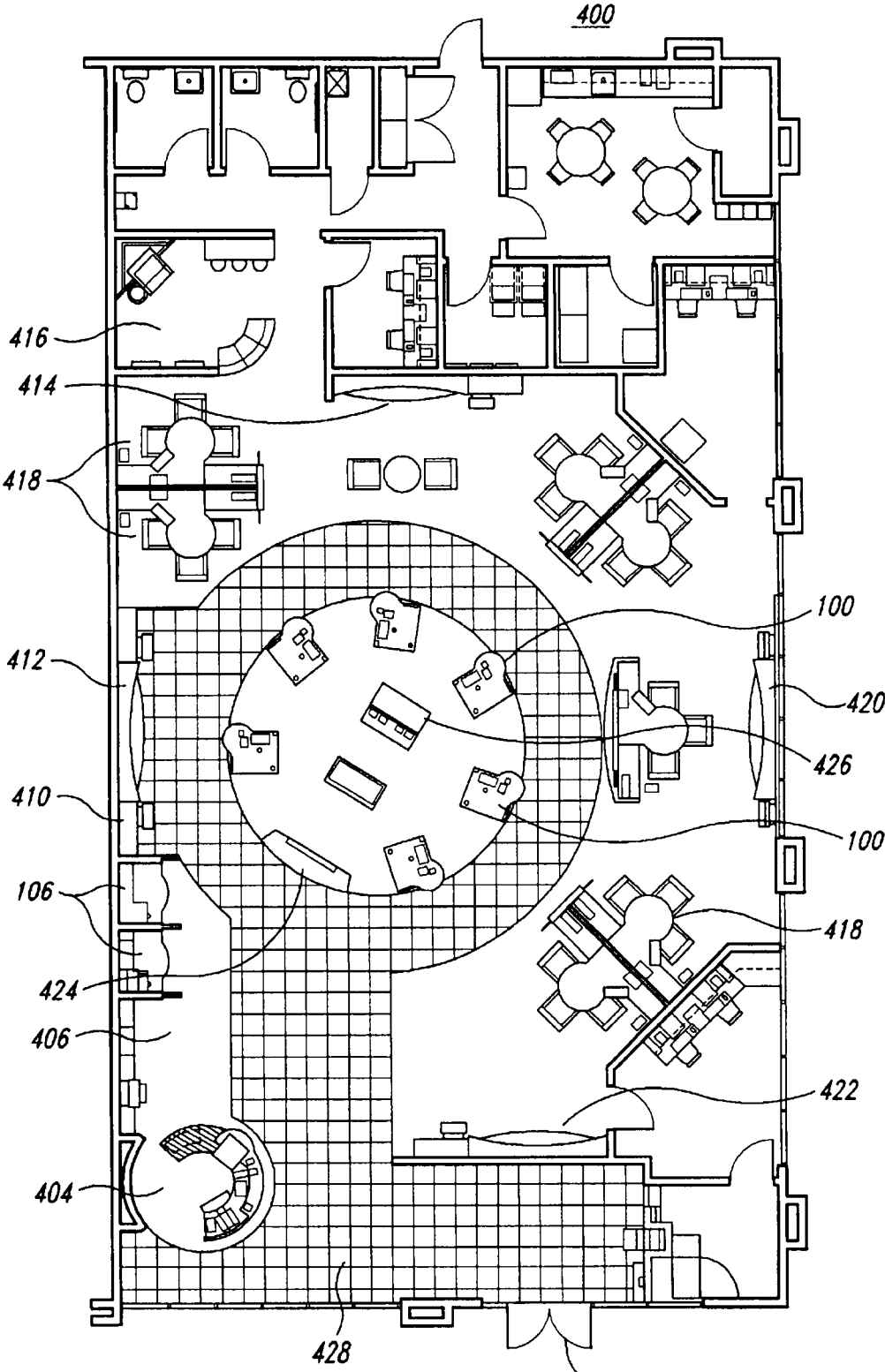


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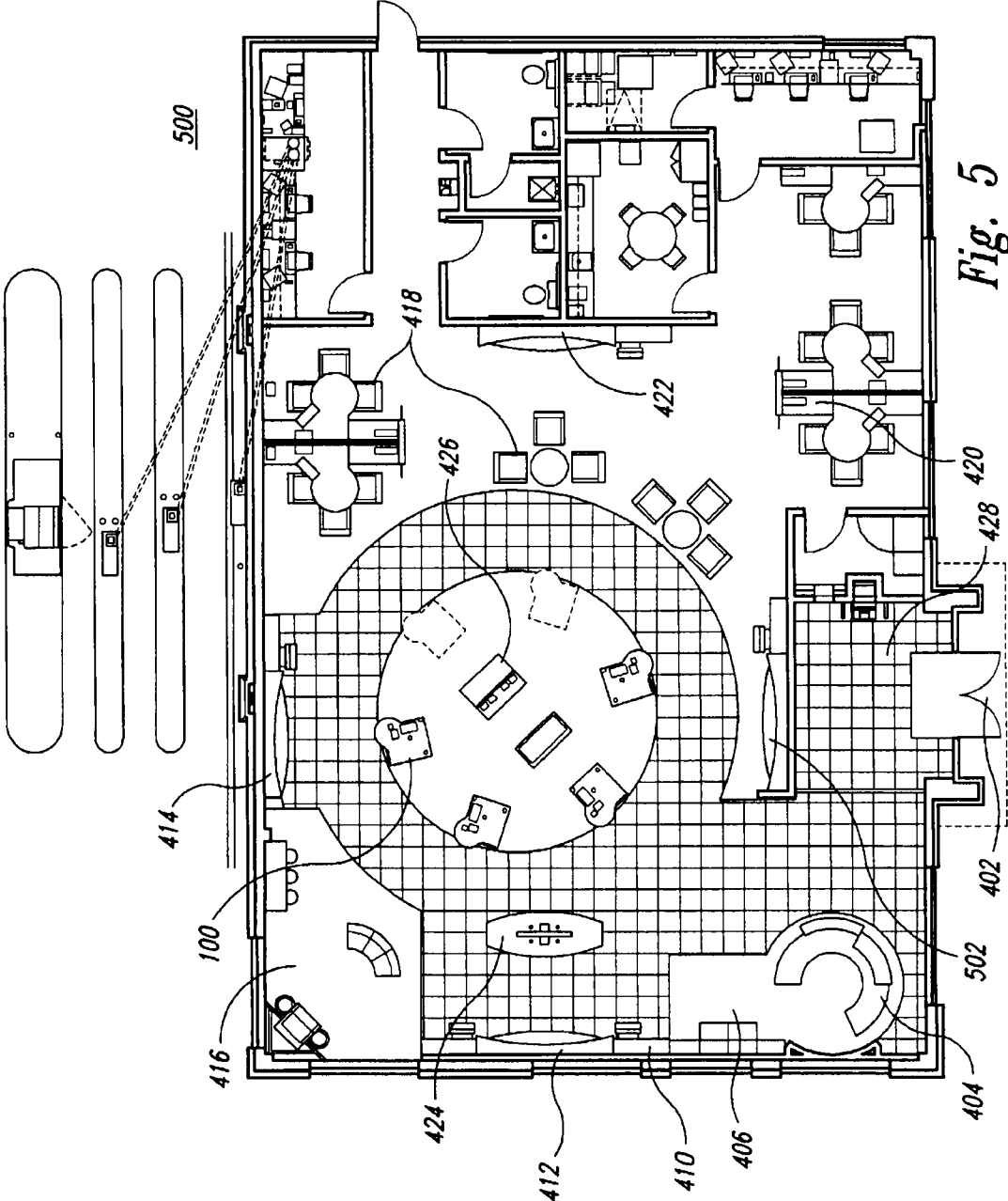


Fig. 5

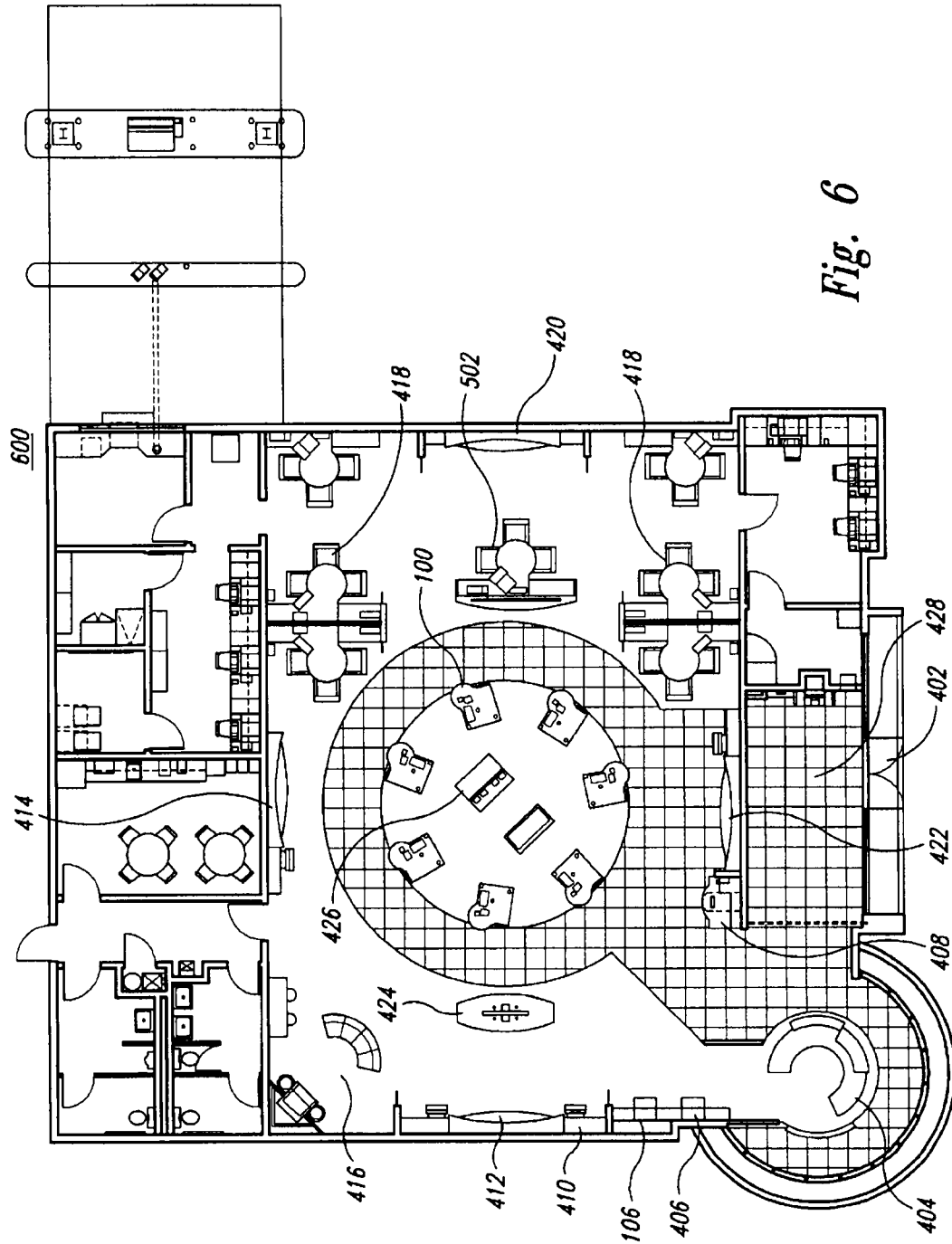


Fig. 6

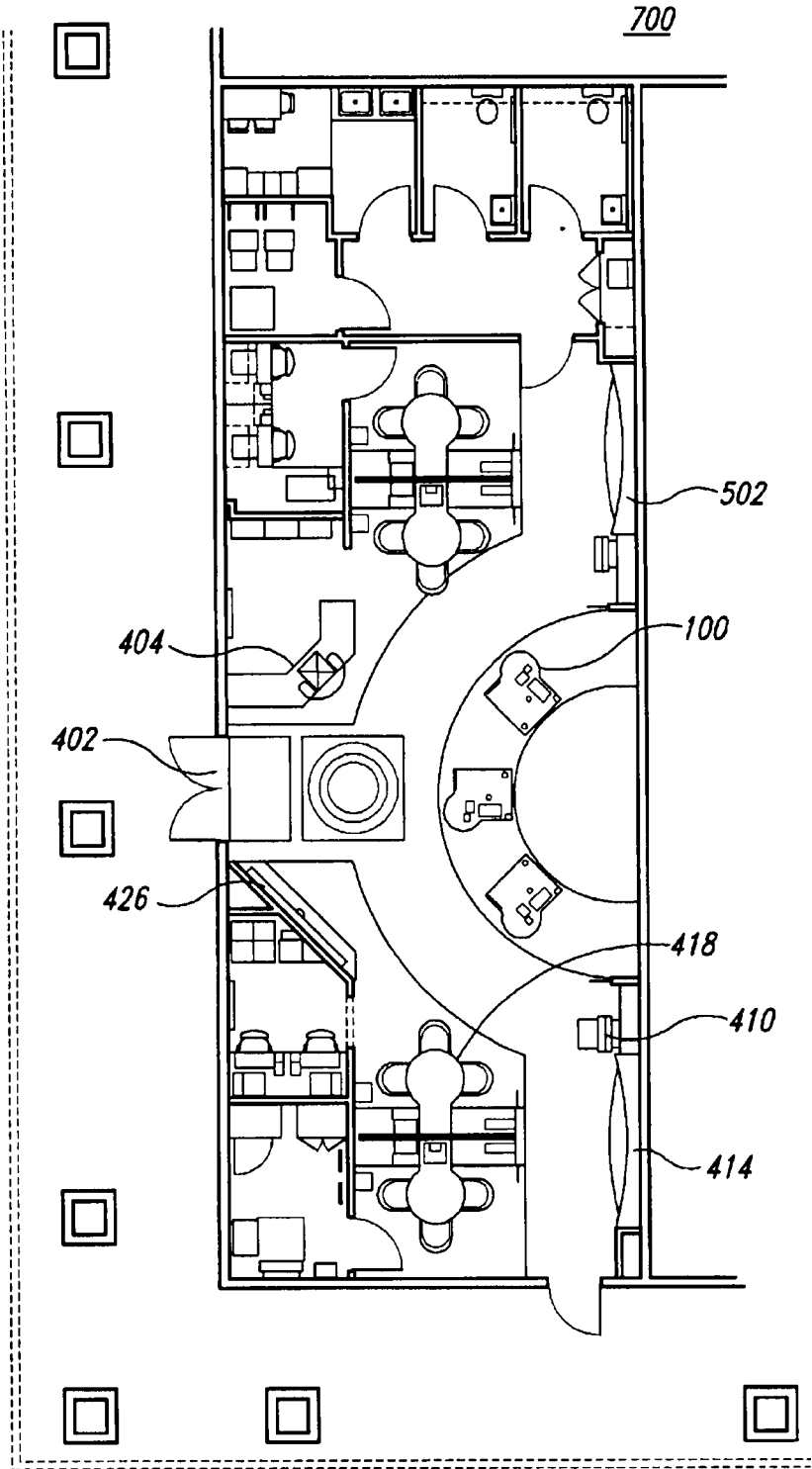


Fig. 7

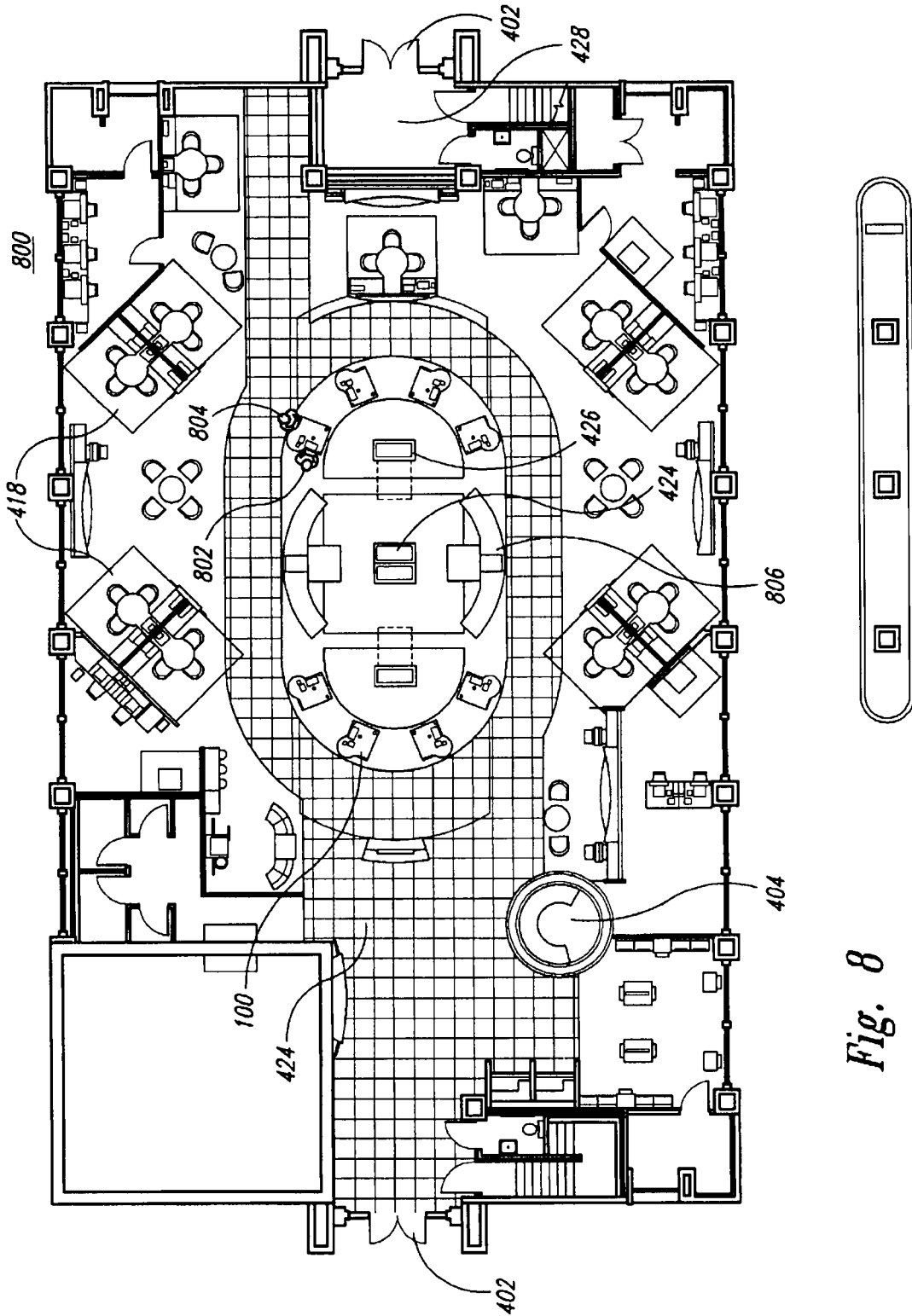


Fig. 8

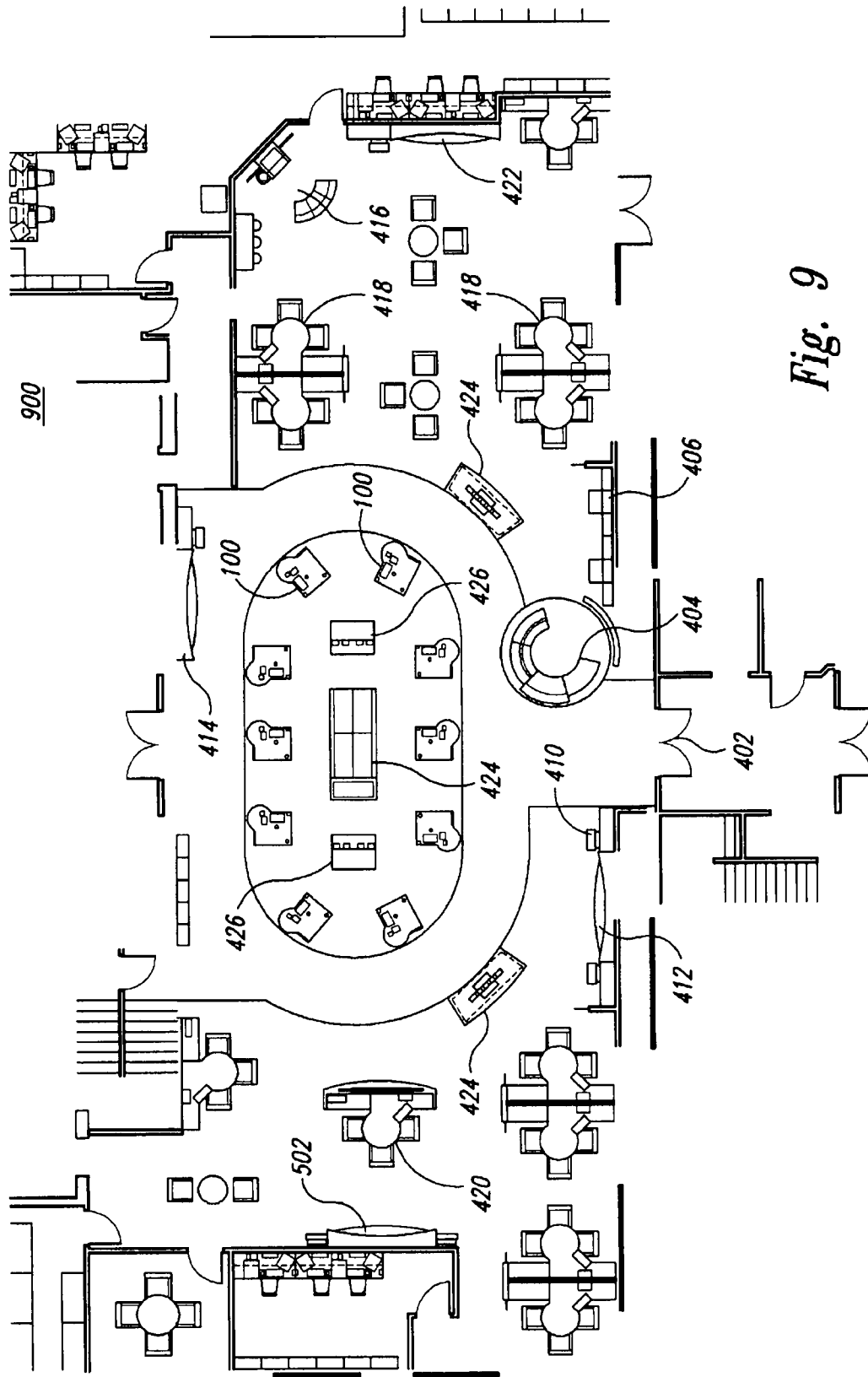
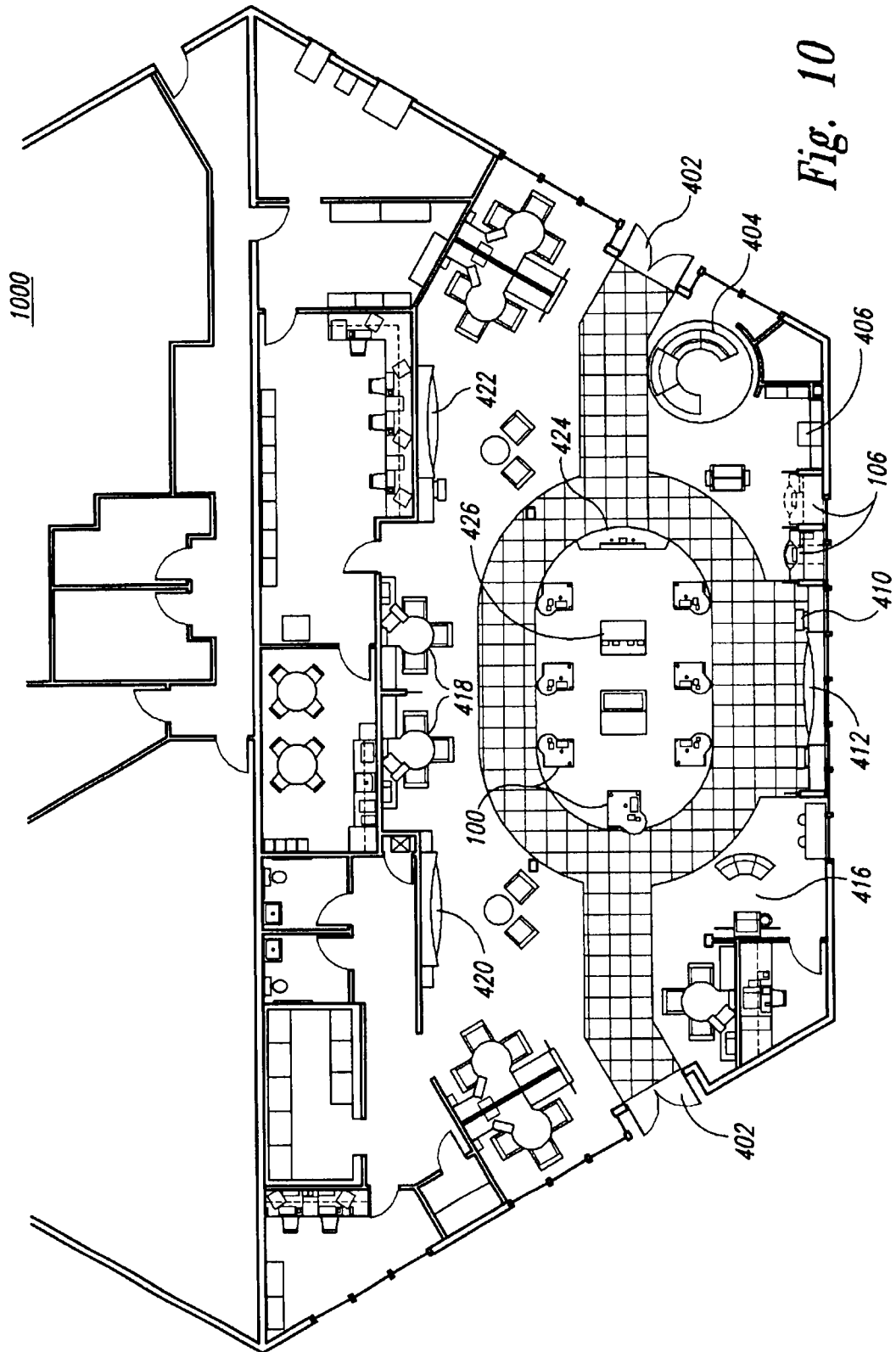


Fig. 9



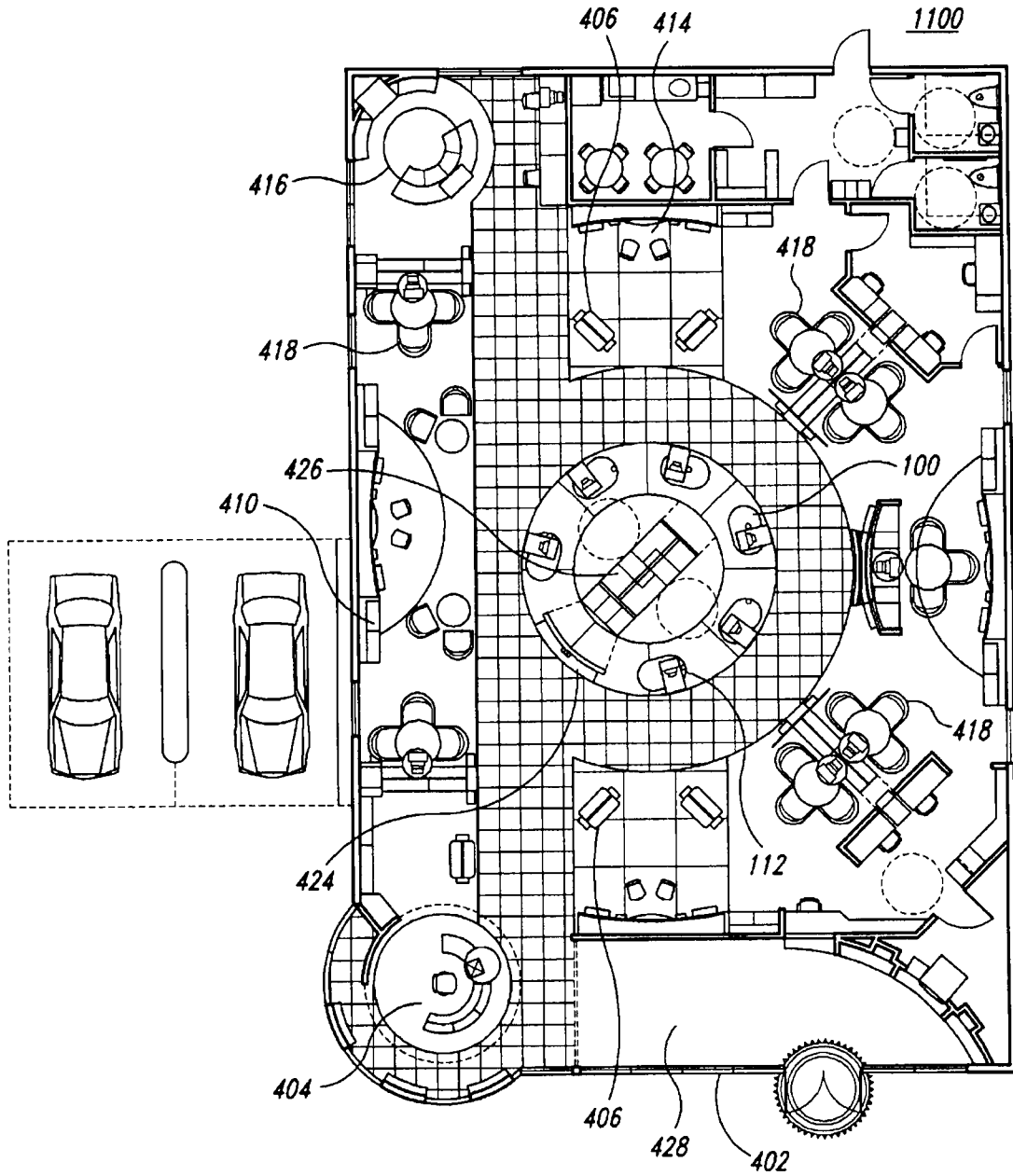


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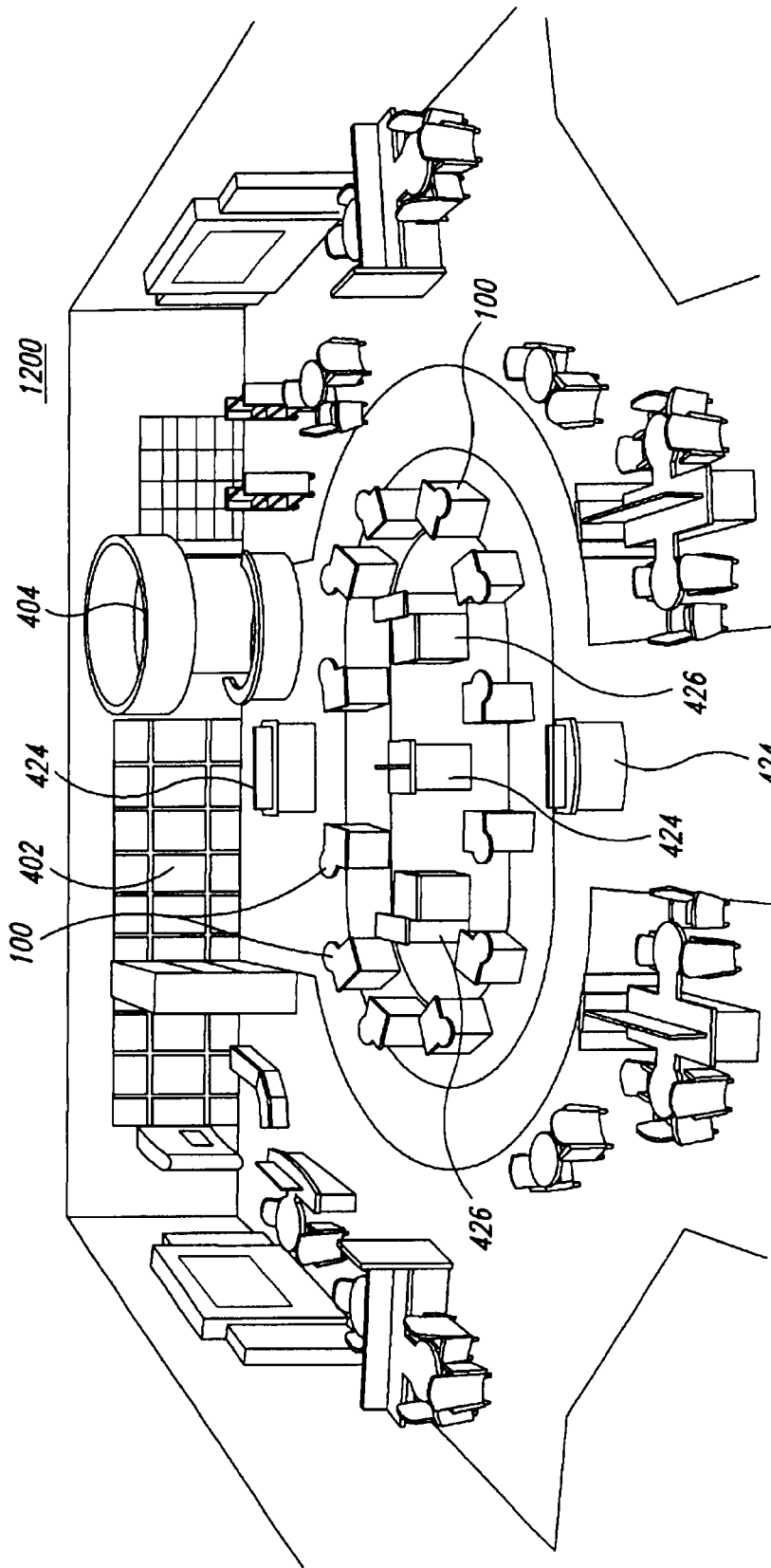


Fig. 12

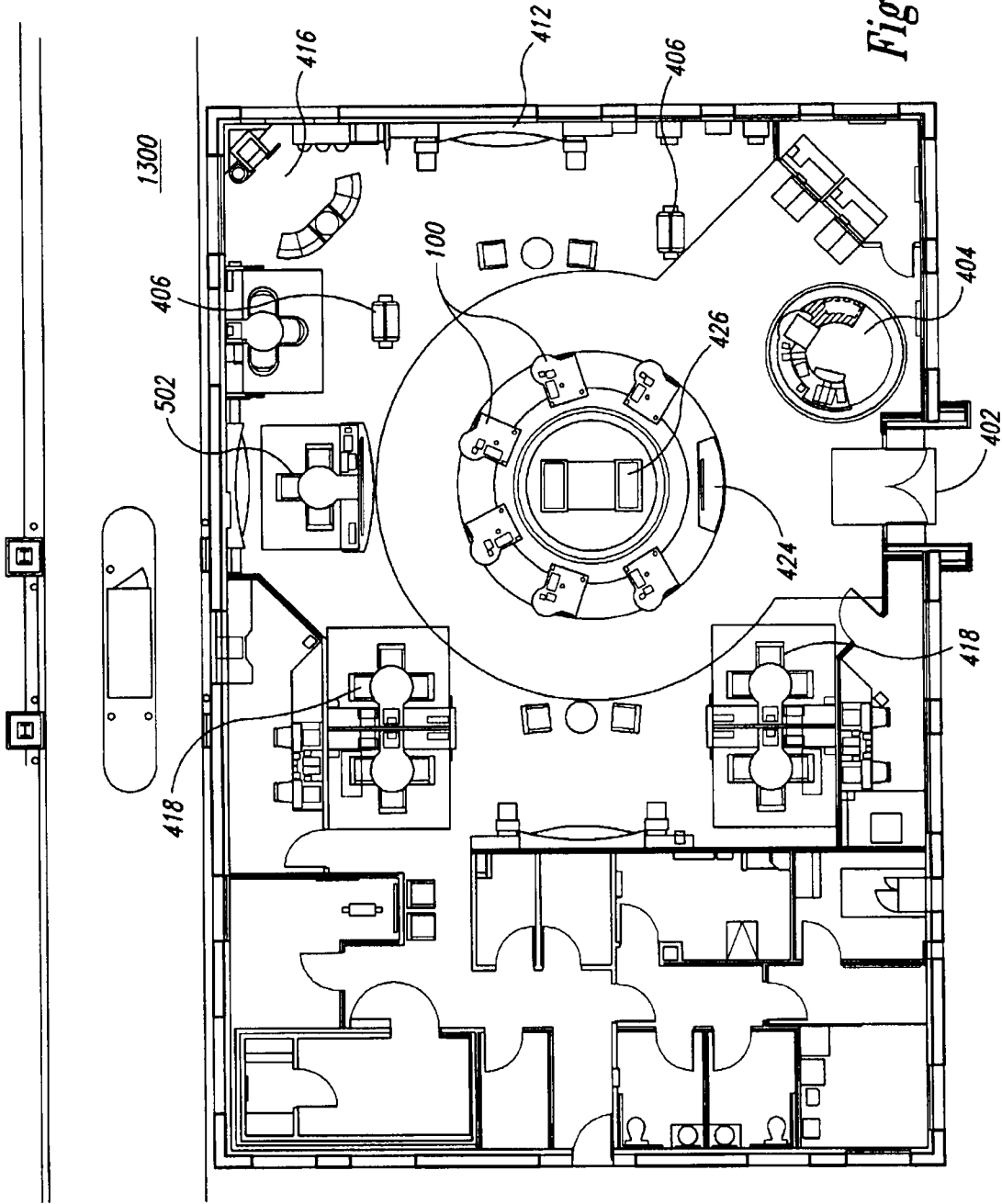


Fig. 13

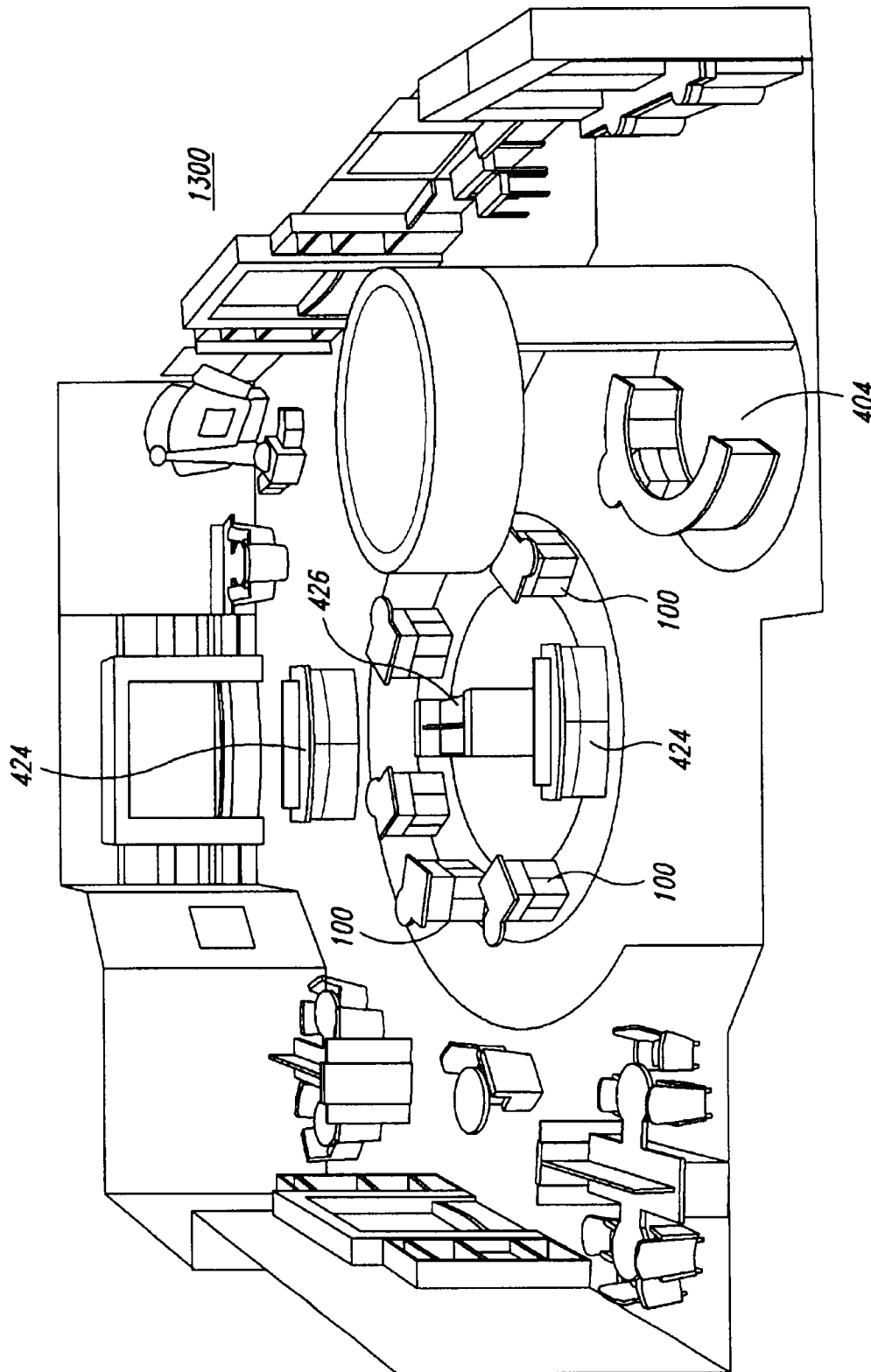


Fig. 14

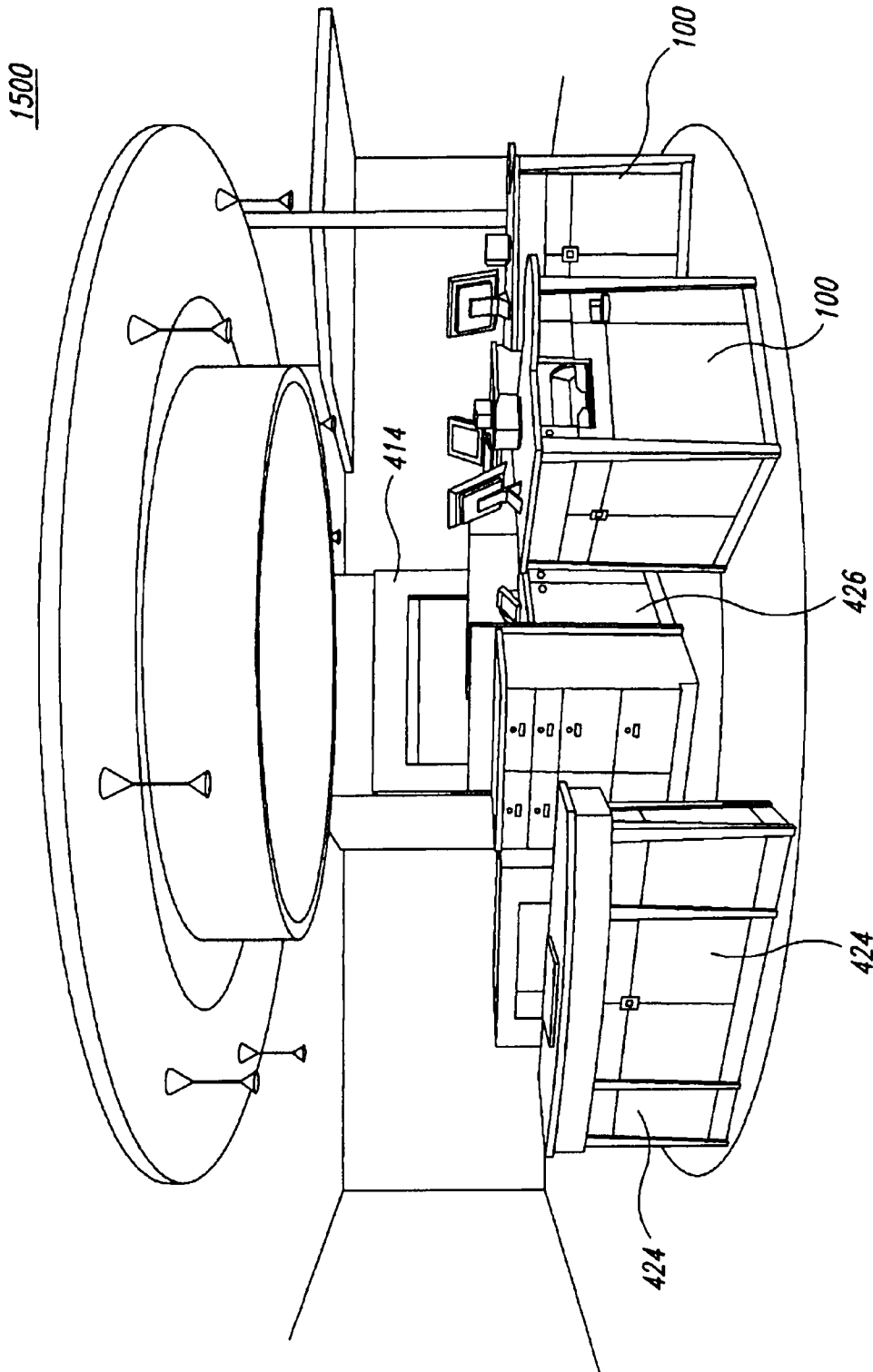


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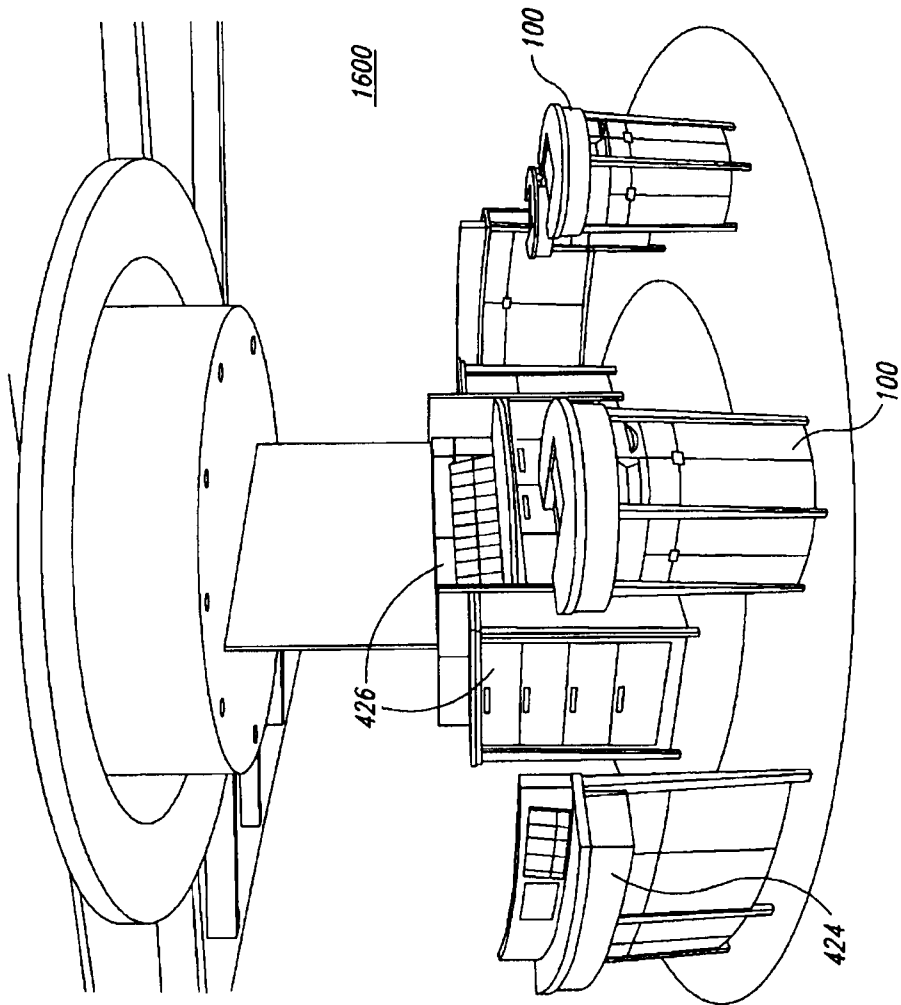


Fig. 16

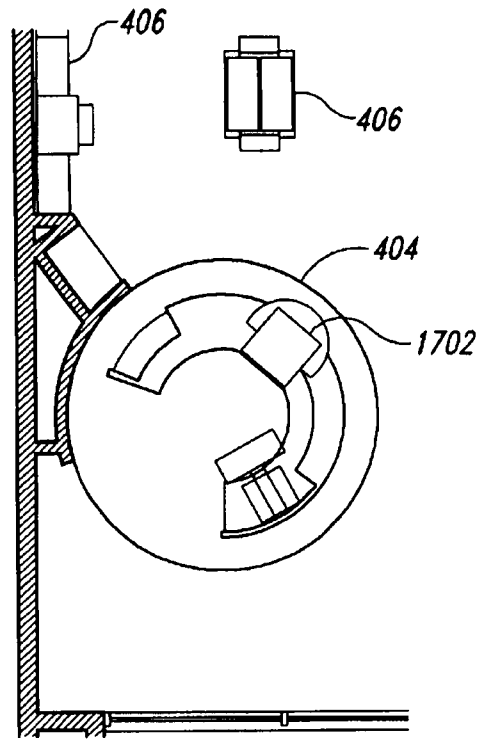


Fig. 17

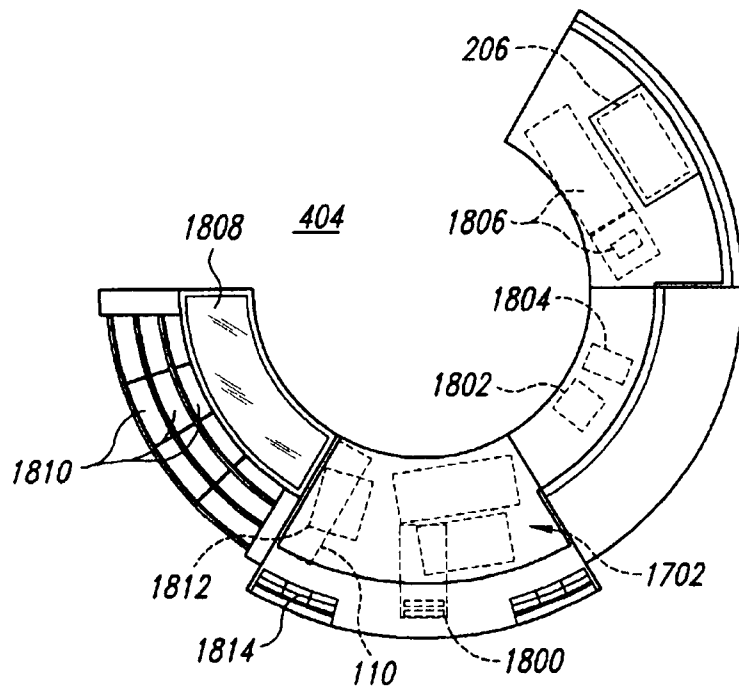


Fig. 18

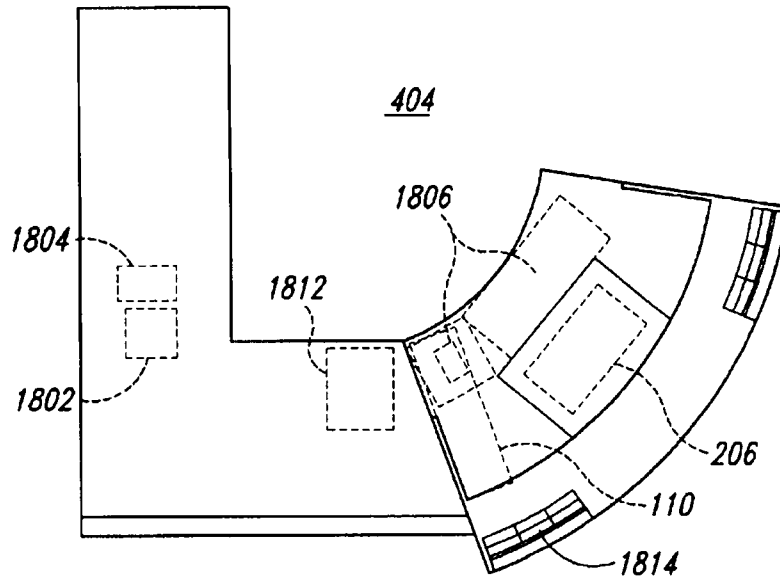


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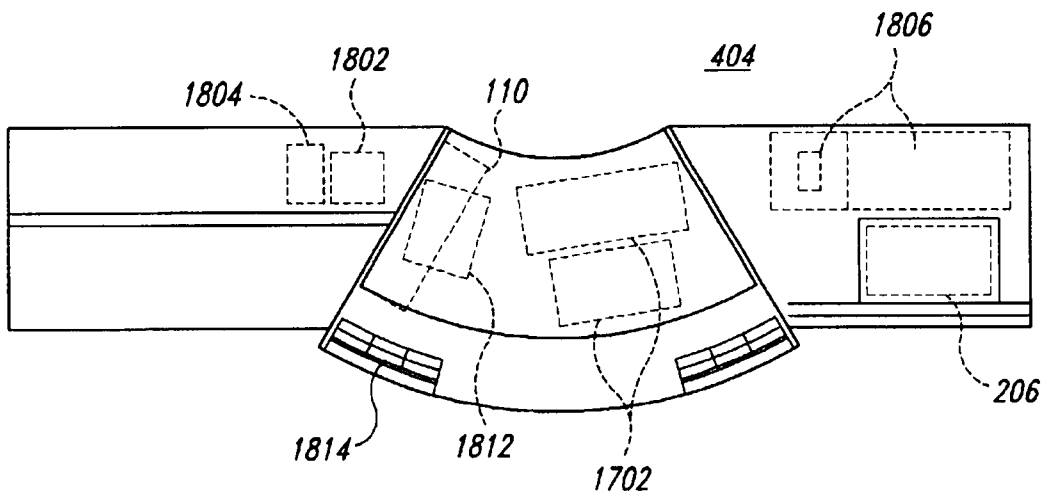


Fig. 21

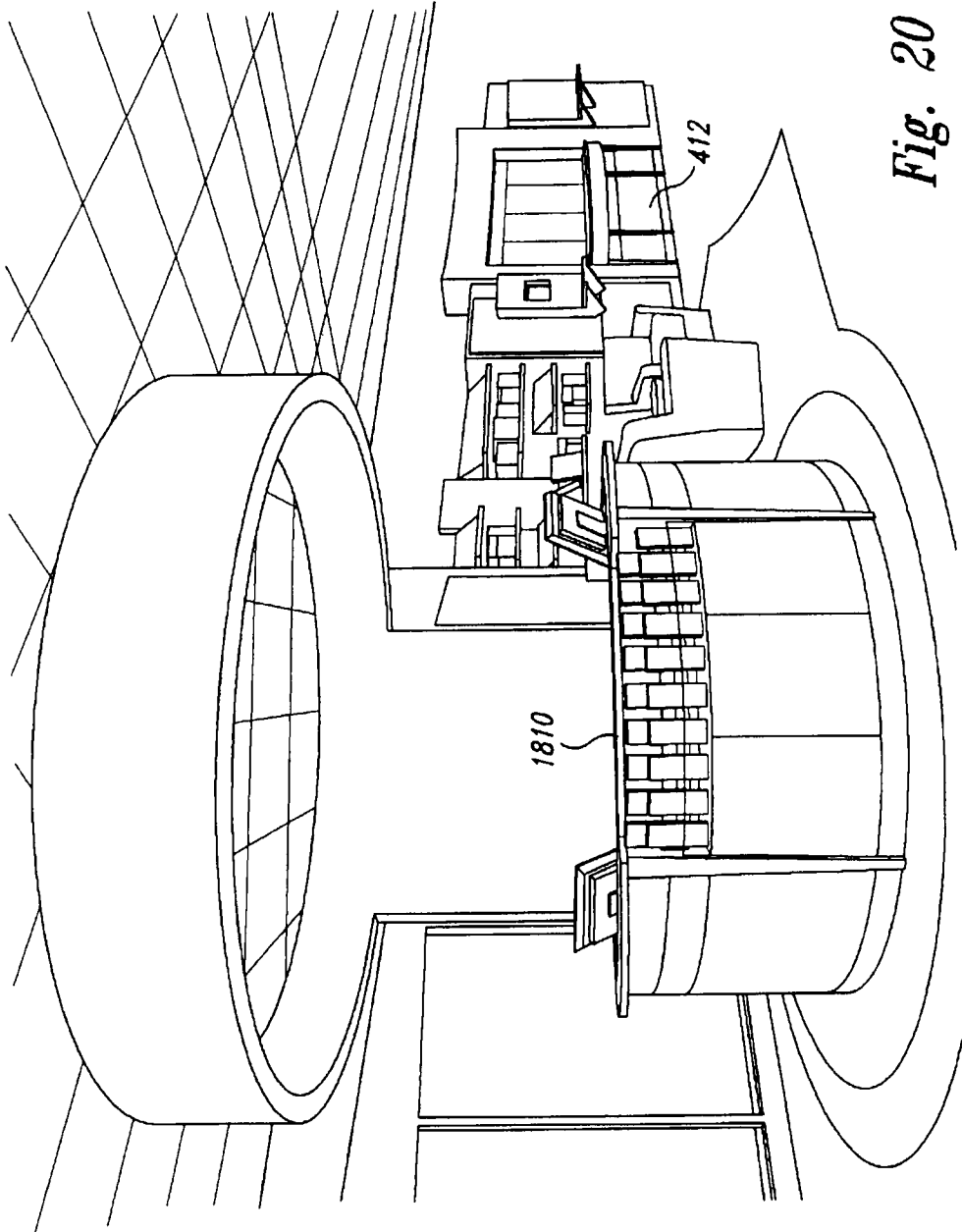


Fig. 20

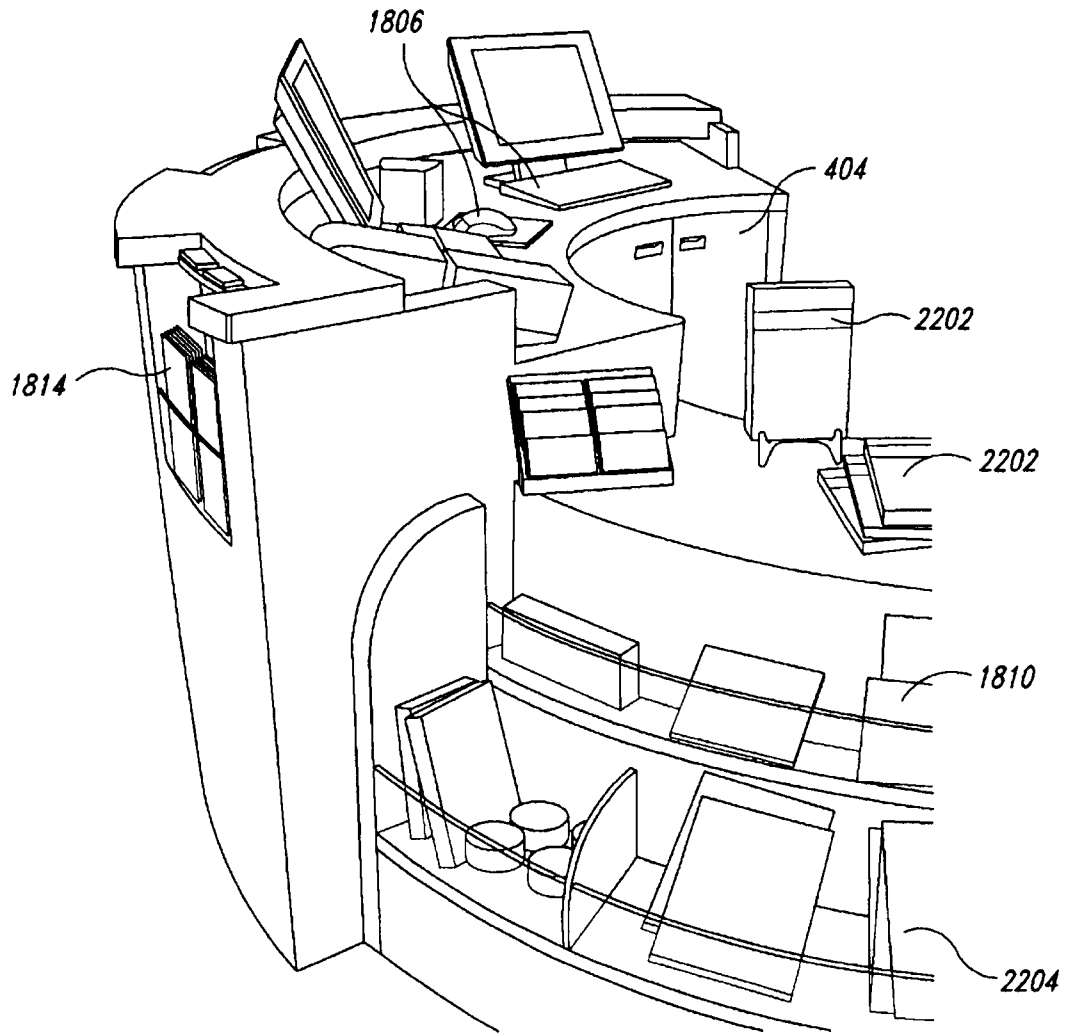


Fig. 22

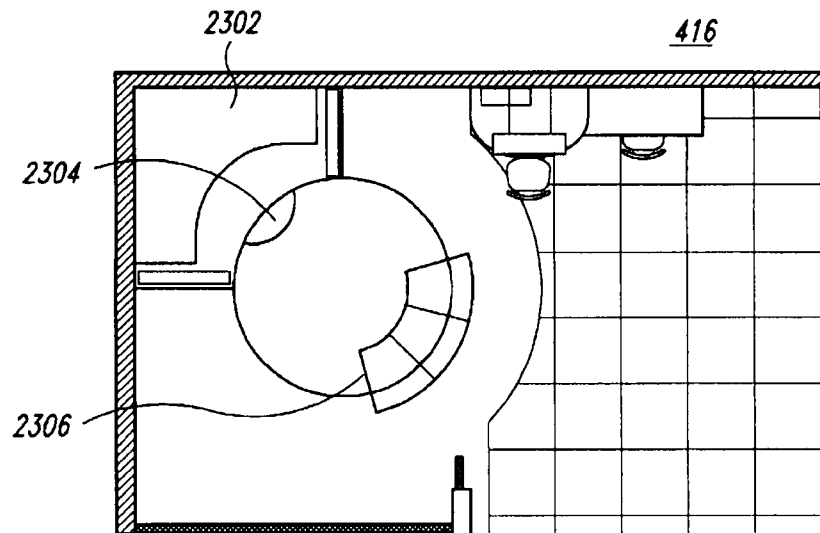


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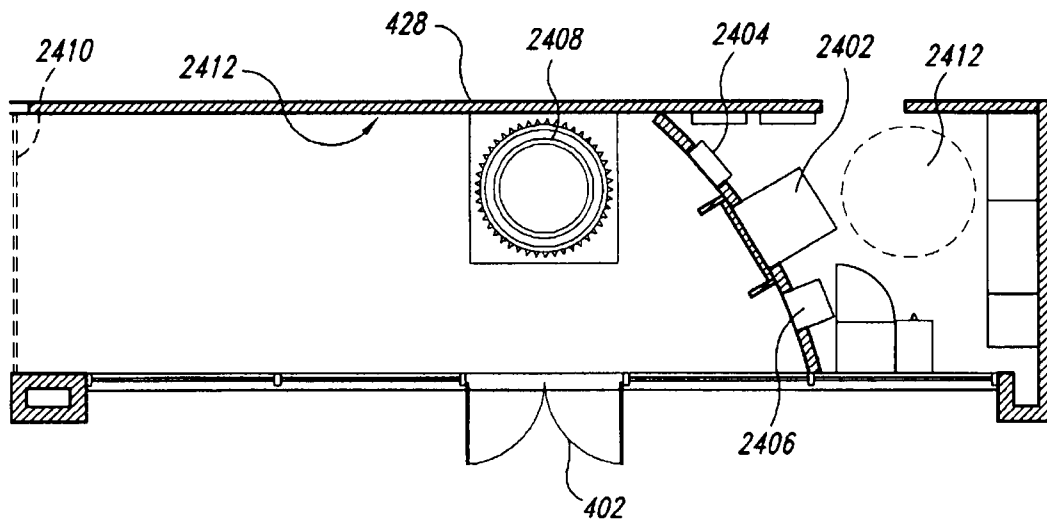


Fig. 24

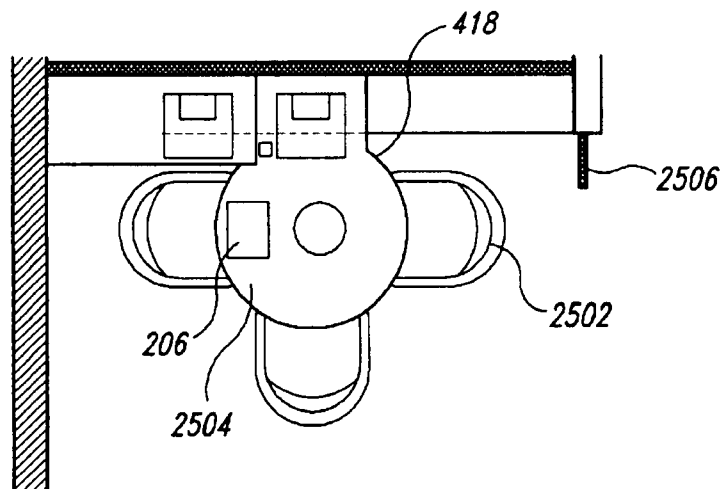


Fig. 25

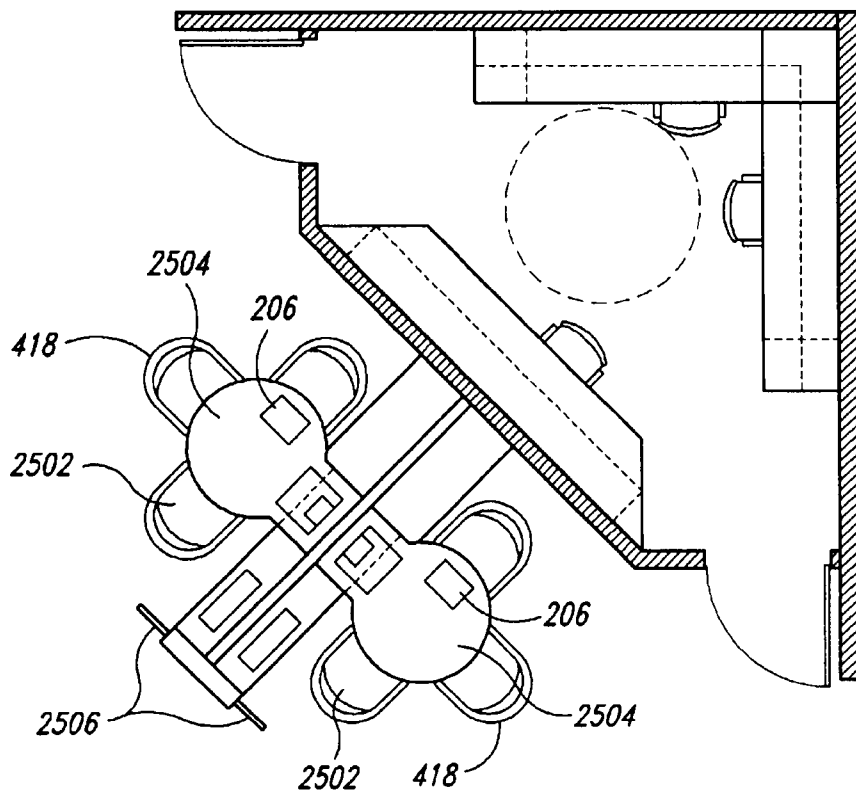


Fig. 26

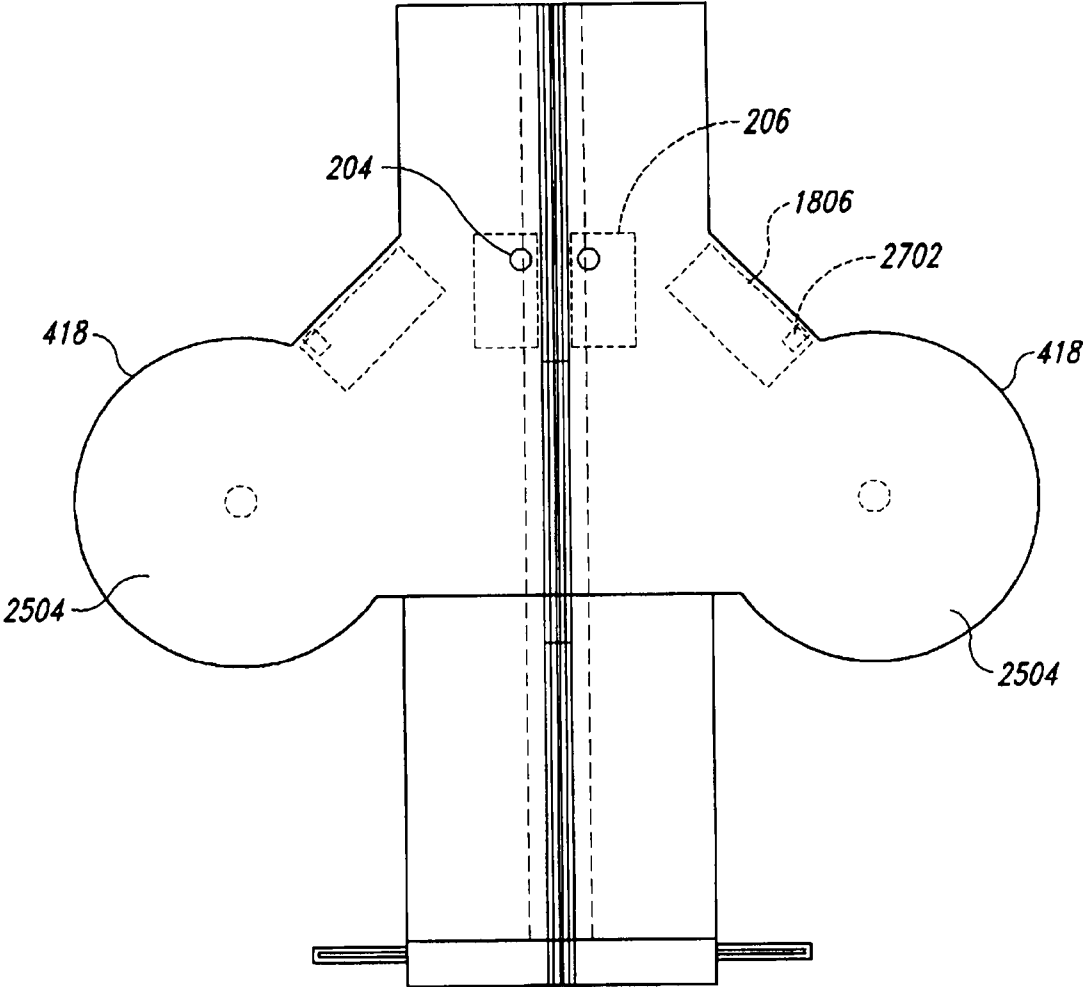


Fig. 27

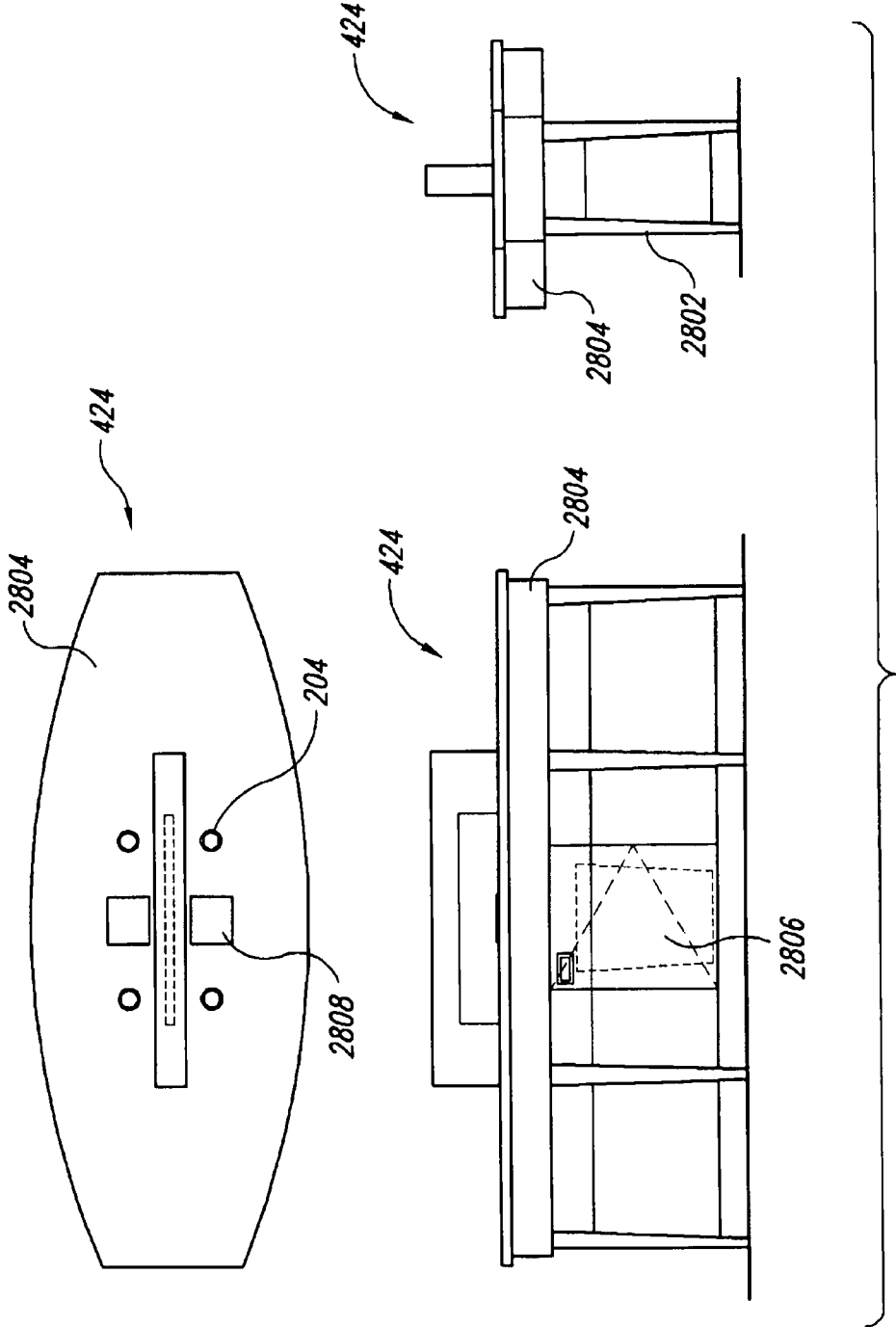


Fig. 28

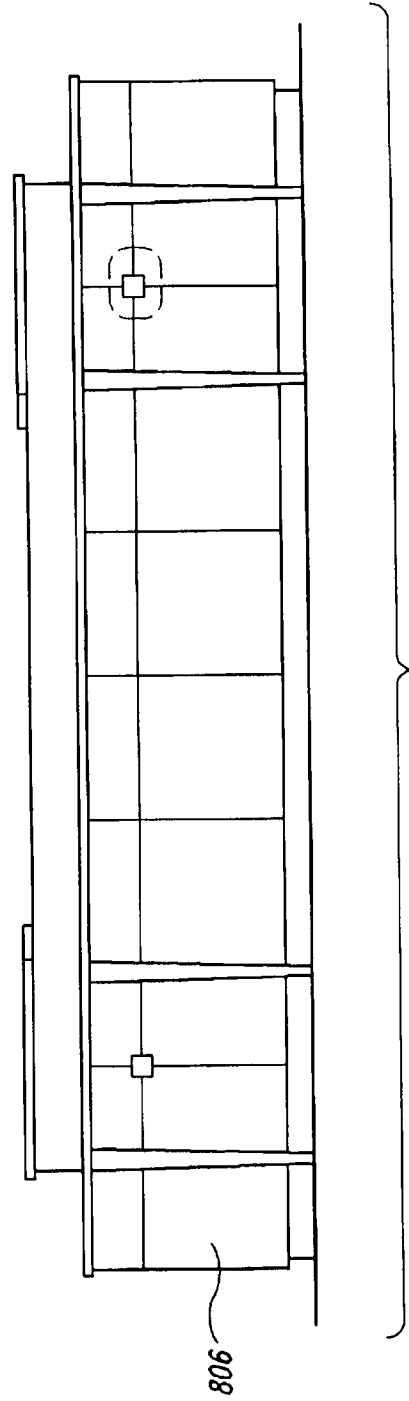
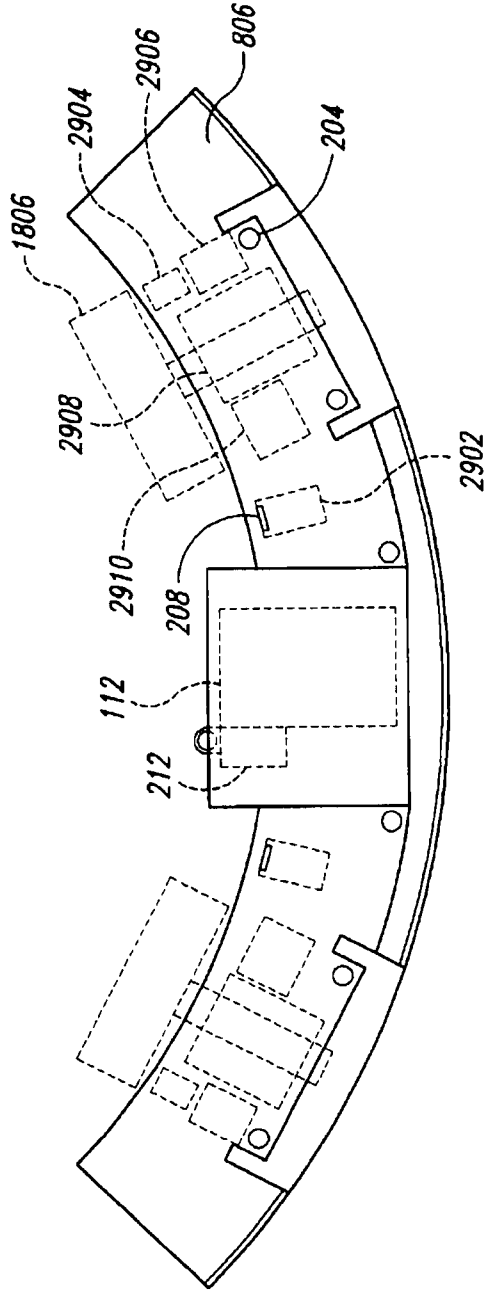


Fig. 29

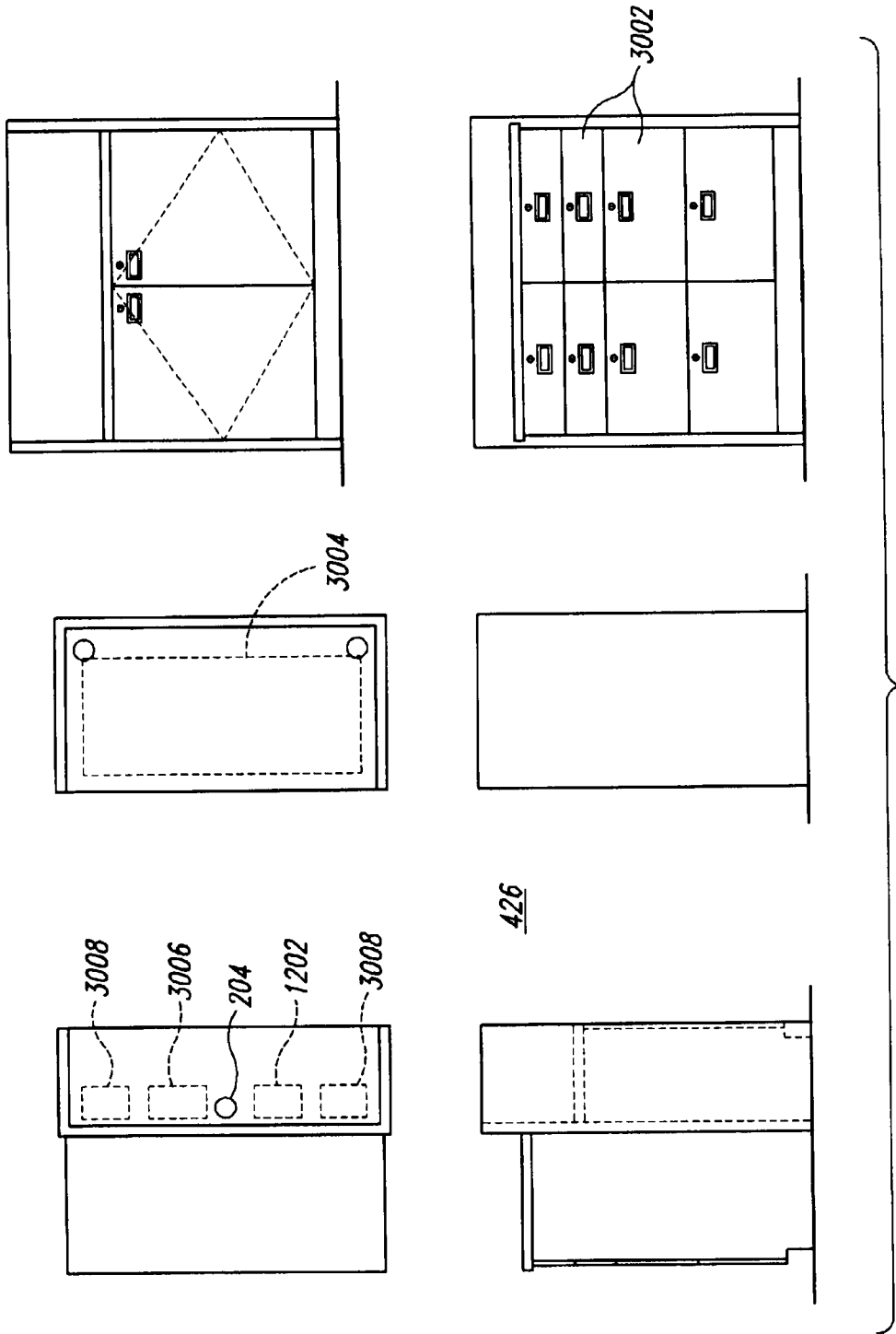


Fig. 30

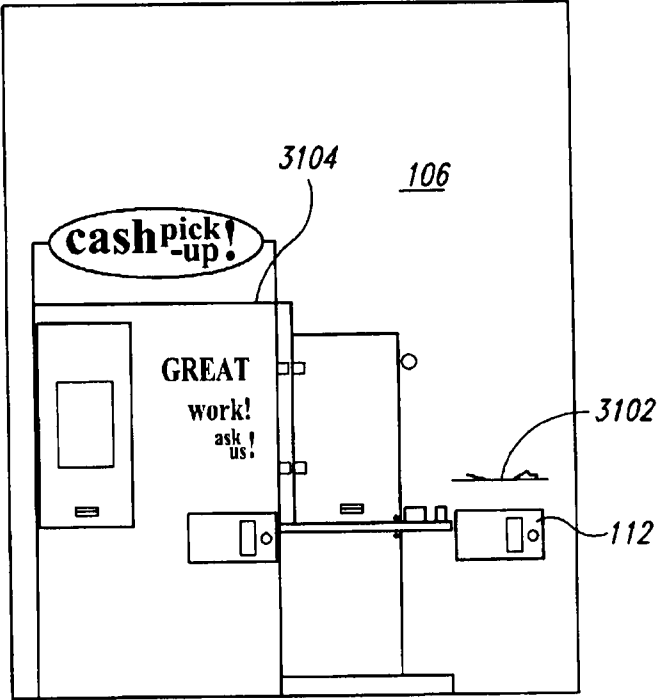


Fig. 31

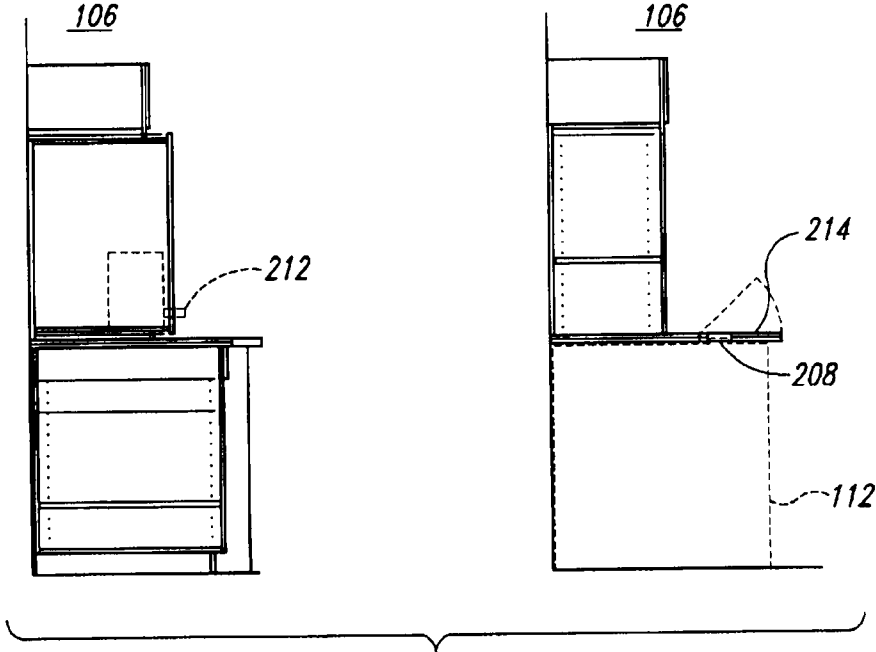


Fig. 32

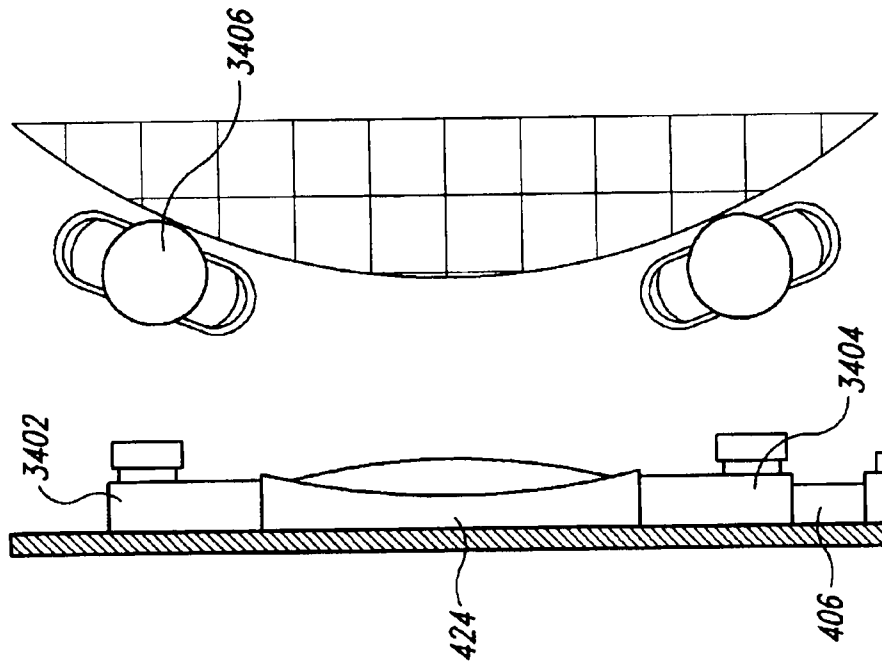


Fig. 34

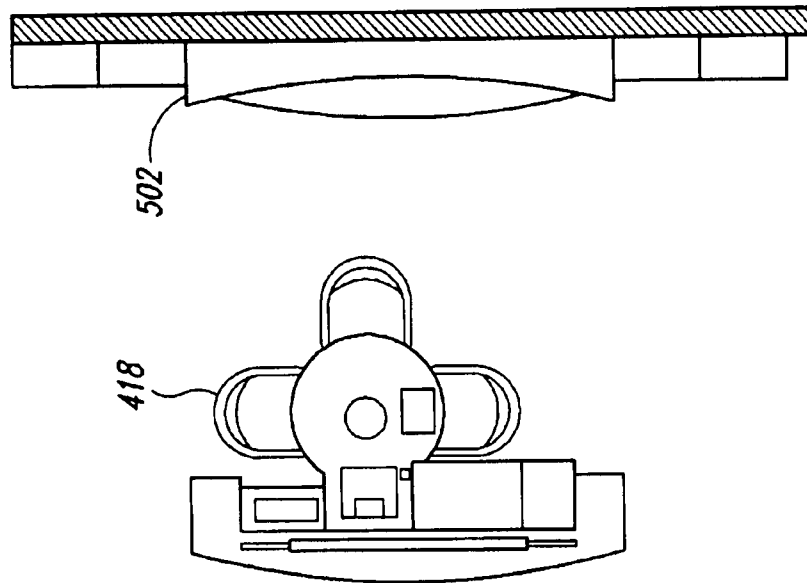


Fig. 33

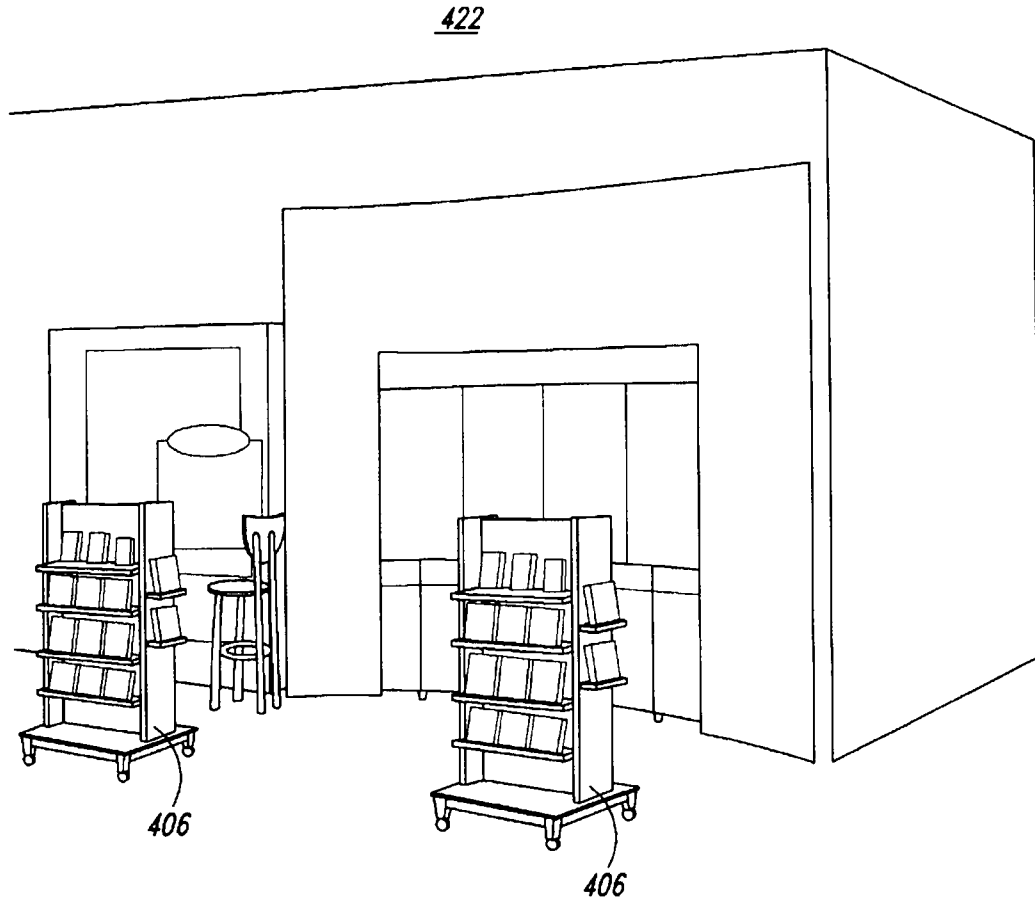


Fig. 35

**SYSTEM FOR PROVIDING ENHANCED
SYSTEMS MANAGEMENT, SUCH AS IN
BRANCH BANKING**

**CROSS-REFERENCE TO RELATED
APPLICATIONS**

This application claims the benefit of U.S. Provisional Patent Applications: No. 60/239,626, filed Oct. 9, 2000, "System and Method of Providing Enhanced Systems Management, Such as in Branch Banking," No. 60/238,305, filed Oct. 5, 2000, "Information Display System and Method," No. 60/291,612, filed May 16, 2001, "System and Method for Providing Enhanced Systems Management, Such as in Branch Banking," No. 60/239,630, filed Oct. 9, 2000, "System and Method for Providing Enhanced Systems Management, Such as in Branch Banking," No. 60/260,567, filed Jan. 9, 2001, "System and Method for Providing Enhanced Systems Management, Such as in Branch Banking," No. 60/238,306, filed Oct. 5, 2000, "Portable Computer, Such As for Use With Financial Services Applications," and "Stationary and Portable Computers, Such as For Use with Financial Services Applications," No. 60/291,660, filed May 16, 2001.

BACKGROUND

The disclosure relates generally to systems management, and more particularly to financial systems management.

Analyzing systems for efficiency is an ongoing task. There are often ways to improve existing systems to make them more profitable, quicker or better. Automation is one example of a way to improve the efficiency of an existing system. One method of automation may be to use computers to perform data sorting tasks that previously had been performed by people.

Financial systems are an example of a system that may benefit from increased efficiencies. A typical branch banking establishment has a teller counter along one wall. The teller counter typically is relatively long and has room for five or more bank tellers to stand behind the counter. The teller counter is usually about waist high or higher for most people. The bank tellers remain behind the teller counter and interact with customers over the teller counter. Often a series of rooms exist behind the teller counter where bank tellers and other employees often go to perform administrative tasks, complete parts of transactions, etc.

Customers often must wait in line to perform typical branch banking functions at a traditional bank. As a result, customers may be hesitant to perform some or all transactions capable of being performed at branch banks. Additionally, customers may be reluctant to investigate all transactions performed by, or offerings of, a branch bank. This is exacerbated by the traffic flow in a traditional branch bank, which directs customers to a teller counter against one wall and discourages movement throughout the branch bank. Some banks have attempted to attract customers by providing flashing audio/visual content, such as described in U.S. Pat. No. 6,073,119.

Moreover, traditional branch banks are often intimidating to their customers and have very formal feels to them. By requiring customers to wait in line to talk to a teller standing behind a long teller counter, traditional branch banks increase the intimidation level of their customers. Traditional branch banks also have a very formal atmosphere, particularly because of the line, teller counter, and the "mysterious" rooms behind the teller counter. The passing back and forth of cash between the customer and teller also increases the formality of the situation.

Bank tellers often are involved in cash transactions with customers of the branch bank. For example, customers will often deposit cash with the bank or receive cash from the bank. Tellers have a cash drawer from which they will add or remove cash as appropriate. At the end of the day, tellers must "cash out" and show that all deposits and withdrawals are reflected in the cash drawer. Penalties may be levied on a teller by the branch bank if the cash drawer does not have the correct amount of cash at the end of the day. This causes additional stress on the tellers, resulting in lower employee happiness and retention. Additionally, this makes it more difficult to find suitable employees, as employees that are capable of handling large sums of cash need to be found.

Another problem with traditional branch banks is that there is a large amount of money in the bank that can be accessed, making the branch bank an inviting target for thieves or bank robbers. Many branch banks have attempted to solve this problem by storing the bulk of valuables (e.g., cash, financial instruments, etc.) in a safe that only a few employees have access to. Another solution is to have a safe that no employees have access to and that can instead only be accessed by an after-hours security service. These solutions, however, still result in a large amount of cash being available in teller drawers, keeping the branch bank an attractive target. In addition, safety precautions such as a large safe, reinforced teller counters, and other precautions add significantly to the cost of a branch bank.

Bank tellers perform a wide variety of tasks in their role with the branch bank. These tasks include performing account inquiries, depositing money or checks, withdrawing money from a customer's account, providing traveler's checks, answering questions, etc. Most of the tasks performed by a bank teller require the use of a bank teller computer located at the teller counter. The bank teller computer is connected via a network to a server computer that provides access to customer accounts and other necessary information. Using the bank teller computers, customer accounts may be accessed and customers served. Bank teller computers usually use a somewhat large area of the teller counter (for the keyboard, pointing device, monitor, etc.), limiting the number of tellers that may use a teller counter at one time.

However, the time necessary to perform the transactions can vary greatly. Because customers often must wait in line to perform typical branch banking functions, many customers have to wait for a long time to have a quick and easy service performed, such as depositing a check or performing an account inquiry. Waiting in a long line to perform a transaction that takes a few seconds is very inefficient. Long waits may also put customers in a bad mood, discourage them from visiting the bank, or cause them to use a different bank altogether.

As noted above, bank tellers at traditional branch banks use bank teller computers located at the teller counter to perform transactions and service customers. Data is often input to computers or processors using a variety of input devices, including manual input devices. Typical manual computer input devices include keyboards or keypads, mice, trackballs, joysticks, and the like. Data may also be input to computers using a variety of automated techniques, such as optical and magnetic. Magnetic input devices include magnetic card swipe readers that read, for example, magnetic stripes on most credit and debit cards.

Some computers employ optical input systems. One rapid method of inputting data into a computer employs reading bar codes or other optically (or magnetically) readable

3

characters. An optical input system such as an LED pen or laser scanner provides information to a processor in a computer, where the processor in turn decodes the bar codes into appropriate data characters. Other magnetic input devices include Magnetic Ink Character Recognition (MICR) input devices that may read the bank checks printed with magnetic ink.

Laser scanners in point-of-sale terminals are specifically designed to rapidly decode bar code symbols (particularly UPC symbols) on products. Point-of-sale terminals are terminals where retail and other items are purchased. Such laser scanner point-of-sale terminals can read only bar code symbols, and typically only bar code symbols selected from a preprogrammed symbology. A separate device at the point-of-sale takes credit or debit card information (such as a magnetic card reader), while another device receives the manual input and performs computations, such as a cash register.

Such separate devices are costly in the aggregate for any facility. Further, interfaces may be necessary for the separate devices to communicate with each other or with a separate, remote computer. Moreover, these devices are often bulky and limited to fixed point applications. While such systems improve efficiencies of tasks performed by tellers and others, there is still a need to provide improved efficiencies and improve customer service.

Overall, there is a need for a branch banking system that solves the above problems while supplying the above benefits, as well as providing other advantages.

BRIEF DESCRIPTION OF THE DRAWINGS

FIG. 1 is a block diagram illustrating a teller tower and a bank server used to implement the teller tower system in one embodiment.

FIG. 2 is a schematic cut-away side view of a teller tower in one embodiment.

FIG. 3 is a schematic top view of the teller tower of FIG. 2.

FIG. 4 is an overhead view of a layout of a branch bank in one embodiment.

FIG. 5 is an overhead view of a layout of a branch bank in a first alternative embodiment.

FIG. 6 is an overhead view of a layout of a branch bank in a second alternative embodiment.

FIG. 7 is an overhead view of a layout of a branch bank in a third alternative embodiment.

FIG. 8 is an overhead view of a layout of a branch bank in a fourth alternative embodiment.

FIG. 9 is an overhead view of a layout of a branch bank in a fifth alternative embodiment.

FIG. 10 is an overhead view of a layout of a branch bank in a sixth alternative embodiment.

FIG. 11 is an overhead view of a layout of a branch bank in a seventh alternative embodiment.

FIG. 12 is an upper side view of a branch bank in an eighth alternative embodiment.

FIG. 13 is an overhead view of a layout of a branch bank in a ninth alternative embodiment.

FIG. 14 is a perspective view of the branch bank of FIG. 13.

FIG. 15 is side view of a photograph of a branch bank in a tenth alternative embodiment.

FIG. 16 is a side view of a branch bank in an eleventh alternative embodiment.

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FIG. 17 is an overhead view of a concierge desk in a branch bank in one embodiment.

FIG. 18 is a top cut-away view of a concierge desk in a first alternate embodiment.

FIG. 19 is a top cut-away view of a concierge desk in a second alternate embodiment.

FIG. 20 is a photograph that is a side view of a concierge desk in a third alternative embodiment.

FIG. 21 is a top cut-away view of a concierge desk in a fourth alternate embodiment.

FIG. 22 is a photograph that is a side perspective view of a concierge desk in a fifth alternative embodiment.

FIG. 23 is an overhead view of a kid's area in a branch bank in one embodiment.

FIG. 24 is an overhead view of a vestibule in a branch bank in one embodiment.

FIG. 25 is an overhead view of a consultation platform in a branch bank in one embodiment.

FIG. 26 is an overhead view of a pair of consultation platforms in a branch bank in one embodiment.

FIG. 27 is a cut-away overhead view of a pair of consultation platforms in a branch bank in one embodiment, similar to the consultation platforms described in relation to FIG. 23.

FIG. 28 is a cut-away overhead view of a check writing ledge in one embodiment.

FIG. 29 is a cut-away overhead view of a teller counter in one embodiment.

FIG. 30 is a cut-away overhead view of a teller back counter in one embodiment.

FIGS. 31 and 32 depict a cut-away front view of a wall TCD in one embodiment.

FIG. 33 is an overhead view of an investment focal in a branch bank in one embodiment.

FIG. 34 is an overhead view of the checking focal in a branch bank in one embodiment.

FIG. 35 is a side view of the personal loan focal in a branch bank in one embodiment.

In the drawings, the same reference numbers identify identical or substantially similar elements or acts. To easily identify the discussion of any particular element or act, the most significant digit or digits in a reference number refer to the Figure number in which that element is first introduced (e.g., element 202 is first introduced and discussed with respect to FIG. 2).

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DETAILED DESCRIPTION

Embodiments of the invention, described below, provide a system of providing enhanced systems management, such as in branch banking. In one embodiment, a branch bank includes two or more teller towers located near the center of the branch bank. Each teller tower may include a cash box, which allows cash to be deposited into a secure box that,

along with a teller cash dispenser (TCD), eliminates the need for cash drawers for tellers. TCDs may be located at the teller towers or may be located in another location in the bank. Customers may withdraw cash from the TCD after providing the proper authorization, such as a password, receipt with bar code, or other authorization method.

Retail areas and product focals are located around the teller towers. The branch bank is designed to encourage an open feeling and to direct traffic flow towards the teller towers and the retail areas and product focals. A concierge desk may be located near a high-volume entrance to provide a positive first impression for the customer, to deter theft/loss, and to direct traffic flow.

The components of the branch bank create a welcoming and inviting environment for a customer because of the open nature of the design, which is in sharp contrast to traditional branch banks. The design of the branch bank, particularly the placement of the teller towers and concierge desk, serve to direct customers to the teller towers, retail areas, and product focals, increasing the chance that a customer will purchase a different product and also providing an improved customer experience. Because bank employees do not have cash drawers, employee happiness, productivity, loss prevention, and branch bank security are improved.

A systems management method, and in particular, a systems management method for financial transactions is described in detail below. In the following description, numerous specific details are set forth, such as specific hardware components, alternative embodiments or options, etc., to provide a thorough understanding of aspects of the invention. One skilled in the relevant art will readily recognize that the invention can be practiced without one or more of the specific details, or with other components, options, etc. In other instances, well-known structures or operations are not shown or described in detail to avoid obscuring aspects of the invention.

Rather than entering a market by acquiring a locally-owned bank, a financial institution may open new branches to thereby establish a competitive presence within the new market. The branches encourage customers to employ self-service devices, such as automated teller machines (ATM), touch screen display computers for accessing information, and computer terminals connected to a computer network (such as an Internet or secure wide-area network) to conduct commercial transactions, particularly financial transactions.

Each branch location is selected from commercial-leased real estate, such as storefronts, strip malls, and near busy commercial locations, such as supermarkets. Each branch may employ a circular or oval internal layout, or portions thereof. The layout employs a seamless transition between insured products (such as Certificates of Deposit) and non-insured financial products (e.g., stocks). Rather than employing a long counter with the tellers positioned behind the counter, "teller towers," similar to podiums, are employed. Each teller tower may include a small work surface, a computer terminal for a teller to use, and TCDs. The teller towers also may include a locked cash box for depositing cash received from customers. After receiving cash from a customer, the bank employee may stuff the cash into a slot in a top surface of the tower where it falls into the secured cash box having a combination safe-type door. After the close of business each day, another person (e.g., an outside vendor, a bank employee, etc.) may then collect the cash in each cash locker and place it in a central safe or other secure location. Bank employees need not "zero out" or "cash out" a cash drawer each day under this embodiment.

When a teller in a traditional branch bank "zero outs" or "cash outs" a cash drawer, all of the transactions of the day are processed and calculated to confirm that the proper amount of cash is located in the cash drawer.

As a result, traditional bank tellers are not employed. Instead, Customer Relationship Representatives (CRRs) handle traditional teller transactions at teller towers (or using "eTellers", described below). They also help customers with other financial needs, including suggesting to the customer additional products offered by the bank. The rank of each CRR is blind to the customers and there is a more seamless transition between job levels or ranks. People hired as CRRs are pre-screened for high sales aptitude to thereby facilitate cross-selling of the bank's various products to customers. Many products may be sold at the teller towers themselves. Employees for new branch banks are selected both from inside the financial institution and from the community. For example, when a new branch bank is to be placed in a new community, the financial institution may contact many minority organizations and conducts a job fair to identify the best candidates in the community to hire. The financial institution begins making community ties with the location at which the branch bank is to be located.

Customer consultation areas are deployed within the layout, with each area including one or more customer consultation desks. The desks are not staffed by employees sitting behind the desk, but are available for a customer to sit and work, and to request assistance from an employee, who may then venture over and join a customer at a desk. Customers may sit down at desks and do work, and then call a CRR over when they need help. Thus, no employee work desks are provided on the publicly accessible bank floor, and desks or work surfaces are instead customer areas. As a result, the bank is transformed into a more retail-like environment. The layout may focus on particular products, such as free checking, consumer loans, home loans, and investments.

A kid's area may include televisions and a play set for children. The televisions may display repeating video information that is not only entertaining but educational to children. For example, such information may discuss the benefits of saving and investing. In a way, the kid's area may serve to generate future customers of the bank.

A concierge, positioned at a concierge station near the entrance, welcomes customers and facilitates them or directs them to areas where they may be able to complete desired financial transactions automatically by using equipment within the branch. The concierge makes eye contact and greets each new customer. The inventors believe that such a personal greeting with each person entering the bank may deter theft.

One or more touch screen displays are positioned within the branch to provide customers with information regarding all financial products, services, and other information they may need with respect to the financial institution. Customers are encouraged to employ self-service features in the bank, such as the ATM machines and touch screen devices.

Employees may employ portable electronic teller machines (eTellers) that replace desktop computers. The electronic teller machines are palm-top computers that may include associated, portable printers. These computers may be either hand-carried or worn by an employee (such as removably secured to a belt or cross-chest strap).

Financial products are made more tangible by productizing them. For example, a "loan-in-a-box" is a physical box with associated marketing and merchandising information

on the exterior, and with the interior containing information packets, necessary forms, and, where applicable, computer software. Other financial instruments are similarly packaged within boxes.

Also available are consumer products related to the financial area. Such consumer products may include: financial magazines; financial software; books related to personal finance, investing, and the like; merchandise branded with the bank's logo or name; piggy banks; toys; and, related products (e.g., coin-collecting hobby materials, cards with cash slots, or other finance related merchandise). The layout of the retail section emphasizes three categories: today's dollars, tomorrow's dollars, and kids and money.

FIG. 1 is a block diagram illustrating a teller tower and a bank server used to implement the teller tower system in one embodiment. The teller tower system 108 includes one or more teller towers 100 interconnected to a bank server 102 via a computer network 104, such as the Internet or an intranet. Each teller tower 100 may contain a teller computer 110, which allows a CRR to perform administrative, banking, and customer-support functions from the teller tower 100. The teller computer 110 is able to interact with the bank server 102 via the computer network 104. The teller computer 110 may use Visual Banker 4 from IBM or any other teller software. The teller tower 100 may also include a TCD 112, which distributes cash to a customer from the teller tower 100. A TCD 112 will dispense cash, including both paper and coin currency, once it receives a proper signal or other authorization. The TCD 112 will contain a supply of cash for distribution, but generally does not have the capability to receive cash from a customer. TCDs 112 are known in the art and are available from manufacturers such as De La Rue plc of Hampshire, England, which sells the "TCD 2000," Model 50, and Model 30, among other models, Diebold, Siemens, etc. TCDs 112 may be modified so that they are optimized for delivery of cash to customers instead of bank employees (e.g., changing the bill presentment, etc.). The TCD 112 is able to interact with the bank server 102 via the computer network 104.

The bank server 102 may also be interconnected to one or more wall teller cash dispensers 106 (wall TCDs) via a computer network 104, all of which are part of the teller tower system 108. The wall TCDs 106 may be used to dispense cash to customers from a wall station upon receiving commands or authorization from the bank server 102, similarly to part of the function of an ATM. For example, a CRR with an eTeller 114 could provide a receipt with an authorization number to a customer, who would then use the authorization number to receive cash from a wall TCD 106. Alternatively, the teller towers could omit the TCDs 112, and instead rely on the wall TCD 106.

The bank server 102 may also be interconnected to one or more eTellers 114 via a computer network 104 and/or a wireless base station or receiver/transceiver 110. The wireless base station or repeater/transceiver 110 facilitates wireless communication between the bank server 102 and the eTellers 114, such as portable financial data processing platforms. Wireless base stations and repeater/transceivers use one or more antennas to transmit and receive wireless communications with and from the eTellers 114, and may have either a wired or wireless connection with the bank server 102 or computer network 104.

The eTellers 114, or portable financial data processing platforms, are used by bank employees to provide many of the traditional teller functions from a portable, wireless device. In this embodiment, software on the eTeller 114

provides an interface for the user, such as a CRR, to interact with the bank server 102. By utilizing this interface, the user may perform a wide variety of transactions for customers, such as accepting deposits, distributing funds, accepting checks, transferring money between accounts, making payments on loans, performing account inquiries, etc. These transactions can be performed via a hand-held, wireless platform that can be utilized only when needed and when and where it will provide the most benefit to bank customers, and transactions may be posted in real time.

One advantage of the eTeller 114 is that it is more efficient and more inexpensive than providing additional traditional teller capacity. Because the eTeller 114 performs many of the same functions as a traditional teller computer, many customers can be served with the eTeller 114 instead of the traditional teller computer. This will shorten the lines at traditional teller computers, increase the enjoyment of the customer, and allow customers with relatively easy demands to be serviced quickly and efficiently. Moreover, the branch bank can be designed with the eTellers 114 in mind, allowing for less floor space (and thus less cost) being dedicated to traditional teller computers and teller counters. Instead, eTellers 114 may be brought out at peak times to support traditional teller computers and tellers during such times.

The eTeller 114 also improves the customer experience by removing some of the formality inherent in traditional banks. Instead of bank tellers standing behind a long, formal teller counter, CRRs may wander throughout the bank and service customers anywhere in the bank. This allows CRRs and customers to have more relaxed interactions, increasing customer happiness and also increasing the chance of cross-selling of other products by the bank (e.g., other financial products, financial books, etc.). The eTeller 114 is described in more detail in U.S. patent application Ser. No. 09/972, 027, "Portable Computer, Such as for Use With Financial Services Applications, and Software for Such Portable Computer," filed Oct. 5, 2001.

The computers may include a central processing unit, memory, input devices (e.g., keyboard and pointing devices), output devices (e.g., display devices), and storage devices (e.g., disk drives). The memory and storage devices are computer-readable media that may contain instructions to implement the teller tower system 108. In addition, the data structures and message structures may be stored or transmitted via a data transmission medium, such a signal on a communications link. Various communications channels other than the Internet or an intranet may be used, such as a local area network, a wide area network, a point-to-point dial-up connection, or a wireless connection, such as 3G, IEEE 802.11, Bluetooth, or other wireless protocol-based connections.

FIGS. 2 and 3 illustrate a teller tower 100 in one embodiment. FIG. 2 is an isometric view of a teller tower 100 in one embodiment, while FIG. 3 is a top view of the teller tower 100 of FIG. 2. The teller tower 100 includes an internal teller computer 110 (not shown), which allows a CRR to perform administrative, banking, and customer-support functions via a connection with the bank server 102. The teller computer 110 is connected to a recessed flatscreen monitor 206, which, in the depicted embodiment, lies flush with the top surface 202 of the teller tower 100. Alternatively, any computer display may be provided, such as an inset CRT viewable from the portion 206. A keyboard tray 218 may be located in a side 216 to store a keyboard or other control for use with the teller computer 110. The teller tower 100 may also include an internal TCD 112 (not shown), which distributes cash directly to a customer from the teller tower

100. The sides 216 of the teller tower 100 provide support for the top surface 202 and a customer interaction area 210 and serves to enclose the interior of the teller tower 100. The top surface 202 may include one or more holes or grommets 204, which allow passage of wires, cables, etc. from the top of the teller tower 100 to the interior of the teller tower 100. The customer interaction area 210 is located on one corner of the teller tower 100 and located adjacent or contiguous to the top surface 202. The CRR and customer can use the customer interaction area 210 as a work surface or divider. In a typical use, a CRR would stand on one side of the customer interaction area 210 and the customer would stand 90 to 180 degrees from the CRR on the opposite side of the customer interaction area 210, allowing the CRR and customer could converse over the customer interaction area 210. The CRR and customer could also use the customer interaction area 210 to pass or store documents, hold a drink, etc. By utilizing a customer interaction area 210 instead of a traditional teller counter, the teller tower 100 provides a more open and inviting experience for the customer, and provides more freedom for the CRR to move about with the customer or to provide assistance by moving towards the customer. By not necessarily being at opposite sides of a counter or table, such as at a 90 degree orientation, the CRR and customer are in a more cooperative orientation.

The top surface 202 may also include one or more cash slots 208. Cash slots 208 are one or more holes in the top of the teller tower 100 that allow a teller or customer to stuff cash (either bills or coins) into the holes so that they will fall into the teller tower 100. In one embodiment, the cash will drop into a secured cash box (not shown) after dropping through the cash slots 208. The cash box is described in more detail in U.S. patent application Ser. No. 09/972,764, "System for Providing Enhanced Systems Management, Including Teller Towers and Associated Structures for a Branch Bank," filed Oct. 5, 2001. Because money coming in is dropped into a cash box, and because money going out is distributed out of the TCD 112, each CRR need not have access to cash or have a cash drawer. Instead, an outside security company (e.g., armored car personnel) can come and retrieve the money once the bank is closed. Because of this, the money does not have to be counted at the end of the day and the CRRs may work until very close to their departure time, since resolving the cash issues usually takes longer at the end of the day than other tasks. Moreover, loss prevention is improved, since it is harder for CRRs to either steal money or to make costly mistakes. There are other benefits of handling cash this way. For example, traditional banks expend great sums of money providing large safes and reinforced (e.g., under-counter steel) teller counters. Teller towers 100 with a cash box and a TCD 112 are less expensive than providing those security measures and also take up less space, requiring less square footage for the branch bank (and thus lower monthly costs).

A cash dispensation area 214 is located in the side 408 substantially adjacent the internal TCD 112. After cash has been dispensed by the TCD 112, a customer may collect his or her cash from the cash dispensation area 214. In another alternative embodiment, a TCD 112 is not used at the teller tower 100 at all, and the customer is instead simply given a receipt with a code (e.g., a bar code, alphanumeric code, etc.) that allows them to access another TCD, such as a wall TCD 106, to receive their cash. The teller tower 100 also includes a coin dispenser 212 located within the teller tower 100, with a customer accessible bowl extending outwardly. Similarly to the TCD 112, the coin dispenser 212 dispenses coin currency directly to the customer when necessary. In

the depicted embodiment, the cash slots 208 are located on the CRR side and the cash dispensation area 214 and the coin dispenser 212 are located on the customer side. The teller towers 100 may be left or right teller towers 100 depending on where they are placed, as the appropriate teller tower 100 should be used so that CRRs are facing customers as they enter the bank.

One skilled in the art will recognize that many embodiments of the teller towers 100 are possible and within the scope of the invention. Teller towers 100 are described in more detail in U.S. patent application Ser. No. 09/972,764, "System for Providing Enhanced Systems Management, Including Teller Towers and Associated Structures for a Branch Bank," filed Oct. 5, 2001.

FIGS. 4-10 are overhead views of layouts of branch banks that incorporate teller towers 100. As will be described in more detail below, the branch bank layouts allows the teller towers 100, in combination with other features of the branch bank (e.g., concierge desk, general floorplan, etc.), to result in a more desirable banking environment for the customer by creating a particular mood or atmosphere, directing traffic in certain directions, etc.

FIG. 4 is an overhead view of a layout of a branch bank 400 in one embodiment. Customers enter the branch bank 400 through an entrance 402. In the depicted embodiment, a vestibule 428 is located just inside the entrance 402. Customers must walk through the vestibule 428 in order to gain access to the main portion of the branch bank 400. A concierge desk 404 is located near the entrance 402 so that the concierge may greet and converse with customers entering the bank. Along one wall is a retail area 406, wall TCDs 106, and an Internet terminal 410. The retail area 406 includes different retail financial products, such as financial books, branded merchandise, financial software, financial related gifts (e.g., piggy banks, cards with money slots, etc). The wall TCDs 106 allow customers to receive cash upon entry of a code. The code may be received from a CRR (including a CRR with an eTeller 114) and entered manually by the customer. In another embodiment, the wall TCD 106 will read a card or receipt with a bar code to authorize a cash dispensation. The Internet terminal 410 includes an Internet connection to the bank's web site so that financial information, financial instructions, and other services may be provided.

The branch bank 400 includes six (6) teller towers 100 arranged about a circle near the center of the bank. A check writing ledge 424 is also located within the circumference of the circle, and a teller back counter 426 is located near the center of the circle. A customer may use the check writing ledge 424 as a writing surface, and the check writing ledge 424 may also contain writing utensils, blank deposit or withdrawal slips, required regulatory disclosures, etc. The teller back counter 426 can serve almost any purpose, including providing informational brochures, being used as a writing surface, etc., as well as providing centralized functions for CRRs, such as printing capability, storage, etc. The teller back counter 426 may also contain a telephone, cash advance equipment, a printer, devices or items shared by CRRs, etc.

In the depicted embodiment, the teller towers 100 are arranged roughly in a circle with the customer side facing outwards. The customer side of the teller tower 100 is the side where cash is dispensed. A circular configuration allows customers to walk through the circle to either the counter 426 or through to another teller tower 100. This provides a much more open feeling than a traditional teller counter,

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which keeps all of the tellers behind the counter and severely restricts the places that a customer can go. When a customer is at the counter 426, for example, he or she will be directly behind some of the CRRs, creating a more interactive environment. The circle design also allows other parts of the bank, such as the focals, to be distributed around the teller towers 100 to make those parts more convenient and to increase the chance that a customer will access them, either intentionally or while wandering in the bank. In one embodiment, a six tower circle would have a 10' 2" radius, and an eight tower circle would have a 11' 4" radius. Larger branches would require more than eight towers, in which case the circular shape would be stretched into an elongated circle. Smaller branches, on the other hand, may not have sufficient clearance for a full ring, and those branches could instead have a half-circle with four towers. Left and right-hand versions of the teller towers 100 may be used so that they can be positioned to prevent bank employees from turning their back on customers as they enter the branch bank.

The branch bank 400 also includes a number of "product focals" spread throughout the bank, including a checking focal 412, a home loans focal 414, a financial services focal 420, and a personal loans focal 422. "Product focals" are sections of the branch bank dedicated to a particular product area or concept. Each product focal may have informational brochures, computer-based information systems, blank forms, productized financial products (e.g., "loan in a box"), computer software, financial books, etc., all directed to the subject of the focal. For example, a personal loan focal may have information brochures on the bank's different personal loan options, personal loan application forms, "loan in a box" products, books advocating personal savings and debt reduction, etc. The product focals are typically spread throughout the bank generally near the edges of the bank, so that customers wandering around can go from product focal to product focal. The product focals also are generally placed around the teller towers 100, which also facilitates the ability for customers to wander freely throughout the bank from product focal to product focal or from a product focal to a teller tower 100 or other part of the bank. Product focals are described in more detail in relation to FIGS. 30-32.

The branch bank 400 includes a number of customer consultation platforms 418 and a kid's area 416. The customer consultation platforms 418 are located around the central area of the bank and provide an area for a customer to sit and work. The customer consultation platforms 418 are not staffed by a bank employee (e.g., a CRR), but a customer may request assistance and a bank employee will come over to provide assistance, creating a more retail-like environment. The kid's area 416 provides a variety of entertainment (e.g., television, play set, etc.) and educational options (e.g., educational videos, children's financial books, etc.).

The materials used in the branch banks may be chosen to create a modern, yet warm and comfortable, environment for customers. For example, warm colors such as dark honey wood fixtures with silver detailing may form the bulk of the larger structures, while dark purples, tans, and golden yellows may be used in furniture and floor coverings to create the desired effect. The modern yet warm feel can be achieved through a combination of woods and metal detailing. Warm lighting may also be used throughout the bank, with fully adjustable track lighting being strategically placed to assist traffic flow by spotlighting important display areas on the perimeter as well as walkways. One skilled in the art will recognize, however, that many alternatives for building materials and colors are possible and within the scope of the invention.

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FIG. 5 is an overhead view of a layout of a branch bank 500 in a first alternative embodiment. The branch bank 500, and other alternatives described below, is similar in many ways to the branch bank 400 and includes many of the same components. Accordingly, the descriptions of branch bank 500 and other alternatives below will focus on differences with other branch bank designs. The branch bank 500 includes a concierge desk 404 near the entrance 402 of the branch bank, and the hallway design brings all entering customers close to the concierge desk 404. The teller towers 100 are arranged in a circular pattern, but the circle is not "complete" as there are only four (4) teller towers 100. This allows more flexibility to add new teller towers 100 later if business at the branch bank increases. Accordingly, wiring and other connections may be provided so that new teller towers 100 may be quickly and easily installed. The circle of teller towers 100 also does not have a checking ledge in the circumference of the circle, relying instead on a teller back counter 426 and a check writing ledge 424 located closer to the edge of the bank. The branch bank 500 also includes an investment focal 502, which provides information on a variety of investing options.

FIG. 6 is an overhead view of a layout of a branch bank 600 in a second alternative embodiment. Branch bank 600 includes a complete circle of seven (7) teller towers 100 located roughly in the center of the bank. Branch bank 600 has a roughly square design, and the concierge desk 404 is located in a corner that is more out of the way but is an aesthetically-pleasing circular area with many windows. However, customers entering through the vestibule 428 will still pass near the concierge desk 428.

FIG. 7 is an overhead view of a layout of a branch bank 700 in a third alternative embodiment. Branch bank 700 is a much more narrow design that is roughly rectangular, with an entrance 402 along one of the longer walls. Directly in front of the entrance along the far wall is a semi-circle of three (3) teller towers 100. The semi-circle design is advantageous when space is too limited for a full circle of teller towers 100, such as might occur in a retrofit of an existing branch bank or new construction in a narrow space. A smaller concierge desk 404 is also used.

FIGS. 8-10 depict branch bank embodiments designed for branch banks with large numbers of customers. FIG. 8 is an overhead view of a layout of a branch bank in a fourth alternative embodiment. Branch bank 800 includes two entrances 402 directly opposite each other in a roughly rectangular design, one of the entrances 402 being adjacent a vestibule 428. The concierge desk 404 is near one of the entrances, although another similar desk could be located at the other entrance. A roughly oval or elongated circle (a rectangle with two semi-circular areas on the ends) group of teller towers 100 is located near the center of the bank. Three (3) teller back counters 426 are located inside the oval shape. On the long sides of the oval, small teller counters 806 are located. These open, small teller counters 806 include a location for two CRRs and can be a modified version of the teller tower 100 designed to accommodate two CRRs (and thus two customers). The small teller counters 806 provide many of the advantages of teller towers 100 (e.g., openness, etc.) but may provide efficiencies in cost and space. The teller counters 806 are described in more detail in relation to FIG. 26. Branch bank 800 also includes a check writing ledge 424 outside of the oval of teller towers 100. By using a rough oval design, a large number of teller towers 100 can be fit within a relatively narrow space.

FIG. 9 is an overhead view of a layout of a branch bank in a fifth alternative embodiment. Branch bank 900 again

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includes a rough oval of ten (10) teller towers 100, with teller back counters 426 and a check writing ledge 424 located within the oval. This design provides a large number of teller towers 100 in a relatively narrow space. Check writing ledges 424 are provided outside the oval.

FIG. 10 is an overhead view of a layout of a branch bank in a sixth alternative embodiment. Branch bank 1000 again includes a rough oval of seven (7) teller towers 100 between two entrances 402. The oval includes a check writing ledge 424 in place of one or more teller towers 100, and also includes a teller back counter 426 within the oval.

FIG. 11 is an overhead view of a layout of a branch bank in a seventh alternative embodiment. Branch bank 1000 includes a circle of six (7) teller towers 100 located in a position near the center of the facility. A customer would walk through the vestibule 428, be directed by the concierge desk 404, and come upon the teller towers 100. In the depicted embodiment, each teller tower 100 also has a TCD 112, which dispenses cash to customers standing outside the circle of teller towers 100.

FIG. 12 is an upper side perspective view of a branch bank in an eighth alternative embodiment. Branch bank 1200 includes a rough oval of twelve (12) teller towers 100 located in a position near the center of the facility. Within the oval are two teller back counters 426 and a check writing ledge 424. A concierge desk 404 is located at the entrance 402, and a check writing ledge 424 is placed near the entrance 402. When a customer walks past the check writing ledge 424, he or she is naturally directed to one side of the oval of teller towers 100. Product focals, consultation areas, etc. surround the oval.

FIG. 13 is an overhead view of a layout of a branch bank 1300 in a ninth alternative embodiment. Branch bank 1300 includes a circular configuration of teller towers 100 with a check writing ledge 424 in the circumference of the circle. A customer walking in the entrance 402 will pass the concierge desk 404 before reaching the teller towers 100.

FIG. 14 is a perspective view of the branch bank 1300 of FIG. 13. Branch bank 1300 includes a circle of six (6) teller towers 100 (one is hidden behind the concierge 404 from this viewing angle) located in a position near the center of the facility. Within the oval is a teller back counter 426 located at the center of the circle and a check writing ledge 424 in the circumference of the circle. Another check writing ledge 424 is located outside the circle.

FIG. 15 is side view of a photograph of a branch bank in a tenth alternative embodiment. Branch bank 1500 includes a circle teller towers 100. Branch bank 1500 also includes a teller back counter 426 and a check writing ledge 424. FIG. 16 is a side view of a branch bank in an eleventh alternative embodiment. Branch bank 1600 is very similar to that of branch bank 1500, except that the teller towers 100, teller back counter 426, check writing ledge 424, etc., are of slightly different designs.

The branch banks described in the previous Figures are intended to create a general feeling of openness that stands in contrast to traditional banks that are stuff and formal. Moreover, the branch banks are designed to encourage particular patterns of traffic flow—such as directing customers past the concierge, towards the teller towers 100, near retail areas 404 and focals, etc. By doing this, the customer experience is made more positive and the chances of making retail sales, cross-selling, etc. are maximized.

FIGS. 17–22 depict different views and designs for the concierge desk 404. FIG. 17 is an overhead view of a concierge desk 404 in a branch bank in one embodiment. In

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the depicted embodiment, the concierge desk 404 is a semi-circular design, with approximately two hundred and forty (240) degrees of arc length. A concierge could stand at the center of the circle. A point of sale (POS) terminal 1702 is located on top of the concierge desk 404, so that the concierge can process sales transactions. Additionally, a retail area 406 may be located near the concierge desk 404, for easy access to customers and so that the concierge can attempt to sell these products easily.

The role of the concierge is to provide the initial impression of the branch bank to customers and to direct the customers to the appropriate area to suit their needs. For this reason, the concierge desk 404 may be placed near a high-traffic entrance 402 to maximize its benefit. The concierge desk 404 may also be located near the retail area 406, so that the concierge may sell products easily and also watch over and manage the retail area 406. The concierge desk 404 should be oriented so that the concierge can easily face the entrance and thus see, and be seen by, entering customers.

FIG. 18 is a top cut-away view of a concierge desk 404 in a first alternate embodiment. The concierge desk 404 of FIG. 18, like the one of FIG. 17, is a semi-circular design, with approximately two hundred and forty (240) degrees of arc length, allowing a concierge to stand at the center of the circle. On one end of the concierge desk 404 is located a recessed flatscreen monitor 206 and computer controls 1806, such as a keyboard and mouse, both of which, in conjunction with a teller computer 110, allow a concierge to perform teller transactions. Nearer the center of the concierge desk is a POS terminal 1702, credit card verification machine 1802, personal identification number (PIN) changer 1804, and express deposit box 1800. The express deposit box 1800 allows customers to place deposits in the box in order to save time. In another embodiment, the express deposit box 1800 is used by bank employees to deposit cash or other deposits after a deposit transaction has been recorded on an electronic device, such as an eTeller 114. The credit card verification machine 1802 may be used to test a customer's credit card, process credit card transactions, identify a customer, etc. The PIN changer 1804 is used by a concierge to change the PIN number of a customer, either by entry of the new PIN by the customer or the concierge. The concierge desk 404 also includes a telephone switch board 1812, which allows a concierge to perform receptionist duties such as providing an initial screening of phone calls, transferring calls, etc.

The concierge desk 404 of FIG. 18 also includes brochure pockets 1814, tiered bins 1810, and a showcase 1808. These components provide advertising and marketing capability to the concierge desk 404. For example, the brochure pockets 1814 and tiered bins 1810 may contain advertising brochures, informational brochures or other materials, etc., all of which improve the customer experience and increase the potential of cross-selling of other bank products. The showcase 1808 may provide a similar function, as it may contain larger advertising, posters, etc.

FIG. 19 is a top cut-away view of a concierge desk 404 in a second alternate embodiment. The concierge desk 404 of FIG. 19 is L-shaped on one end with a semi-circular arc connected to the short end of the L-shape. The semi-circular arc is approximately sixty (60) degrees in the depicted embodiment. The concierge could stand in the area formed between the arc and L-shape. The concierge desk 404 of FIG. 19 contains many of the same components as the concierge desk 404 described in relation to FIG. 18, and one skilled in the art will recognize that many different designs, materials, components, etc. are possible and within the scope of the invention.

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FIG. 20 is a photograph that is a side view of a concierge desk 404 in a third alternative embodiment. The concierge desk 404 of FIG. 20 is similar to the concierge desk of FIG. 18, and includes many of the same components, such as the tiered bins 1810 that hold informational brochures. A checking focal 412 can be seen in the background.

FIG. 21 is a top cut-away view of a concierge desk 404 in a fourth alternate embodiment. The concierge desk 404 of FIG. 21 includes a central curved section with straight sections extending outward from the center, resulting in a desk that is generally straight. The concierge could stand in the area formed behind the central curved section. The concierge desk 404 of FIG. 21 contains many of the same components as the concierge desk 404 described in relation to FIG. 18, such as a recessed flatscreen monitor 206, POS terminal 1702, PIN changer 1804, etc.

FIG. 22 is a photograph that is a side perspective view of a concierge desk 404 in a fifth alternative embodiment. The concierge desk 404 of FIG. 22 is similar to the concierge desk of FIG. 18, and includes many of the same components, such as the tiered bins 1810 that hold informational brochures and the brochure pockets 1814. The concierge desk 404 also includes retail items such as books 2202, magazine 2204, and other products that may be sold by the concierge.

FIG. 23 is an overhead view of a kid's area 416 in a branch bank in one embodiment. The kid's area 416 may include a television 2304 and seating 2306, which allow children to watch informational, educational, and/or financial-related videos and programming. The kid's area 416 may include a variety of toys or activities, such as a crawl tube 2302. The kid's area 416 projects a friendly, family image to customers, and makes it fun for children to visit the bank. If a parent needs to stay and consult with a bank employee, they know that there will be activities to keep their children entertained. The toys and activities are designed to be safe and easy to keep organized, and the colors used are bright and playful. The open design of the branch bank also allows parents to keep an eye on their children from almost anywhere in the branch bank. The kid's area 416 should be located with this in mind, as well as acoustic considerations.

FIG. 24 is an overhead view of a vestibule 428 in a branch bank in one embodiment. In the depicted embodiment, the vestibule 428 includes an ATM 2402, a phone banking center 2404, and an express deposit center 2406 on a wall near the entrance 402. The phone banking center 2404 provides 24-hour banking via a telephone line, and the express deposit center 2406 could be a letter drop, merchant bag drop, etc. After a customer walks through the entrance 402, a logo 2408 may be located on the ground nearby to provide either aesthetic value, advertising, or identification of the bank. A roll down security grill 2410 is located between the vestibule 428 and the main part of the branch bank. The vestibule directs or funnels traffic from the front door 402 to the concierge desk (not shown in FIG. 24). In the depicted embodiment, an ATM room 2412 is located behind the wall with the ATM 2402 to provide maintenance, service, and security access to the various pieces of equipment in the vestibule 428.

The vestibule 428 is designed to provide a positive first impression of the branch bank and to communicate a friendly message to the customer 24 hours a day. Appropriately, the vestibule 428 should be well lit, ventilated, and visible to the customer as they approach from the parking lot. Lights should remain on during the evening for security purposes, as well as to project a dynamic night

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time image to customers as they drive by. A story wall 2412 may include advertisements, decorations, etc. that are visible to the customer immediately upon entering the vestibule 428. An electronic card swipe at the entrance 402 can prevent unauthorized access to the bank, and security cameras, the card swipe, the roll down grill 2410, etc. provide security.

FIG. 25 is an overhead view of a consultation platform 418 in a branch bank in one embodiment. The consultation platform 418 includes a table 2504 and chairs 2502 to be used by bank employees and customers. The consultation platform 418 serves as a private desk for customers to discuss their accounts with bank employees. The bank employee may use a flatscreen monitor 206 to access teller computer 110 functions. The consultation platform 418 is intended to achieve a sense of privacy without using walls, such as by using glass wings 2506 and a lowered illuminated ceiling. Clutter on each desk should be kept to a minimum by either designing a discrete place for the clutter or moving it to a workroom that is out of sight to customers. The consultation platform 418 should be located near a workroom, which contains the printer and other necessary items and supplies.

FIG. 26 is an overhead view of a pair of consultation platforms 418 in a branch bank in one embodiment. Each consultation platform 418 in the depicted embodiment is similar to the consultation platform described in relation to FIG. 21. In FIG. 26, it can be seen that consultation platforms 418 may be arranged in various fashions based on design constraints, aesthetic reasons, etc., and that more than one consultation platform 418 may be combined.

FIG. 27 is a cut-away overhead view of a pair of consultation platforms 418 in a branch bank in one embodiment, similar to the consultation platforms 418 described in relation to FIG. 23. Each consultation platform contains a flatscreen monitor 206 and user controls 1806 to provide access to a teller computer 110. Grommets 204 may be located in the top surface to allow passage of wires, cords, etc. An alarm 2702, such as a double-squeeze alarm, is located in an area easily accessible by a bank employee.

FIG. 28 is a cut-away overhead view of a check writing ledge 424 in one embodiment. The check writing ledge 424 provides an area for customers to write, such as writing on checks or deposit slips, and to find materials, such as deposit slips, pens, withdrawal slips, etc. In the depicted embodiment, the check writing ledge 424 includes a top writing surface 2804 and a support 2802. Grommets 204 are located in the top writing surface 2804 to act as a conduit for wires and cords as well as a pen holder. A waste area 2808 provides access to a waste basket 2806 located inside the support 2802. The check writing ledge 424 should be strategically located so that customers have a natural flow into the branch bank. Many alternatives are possible for the check writing ledge 424, such as a round counter, a wall version, a half-circle version, a free-standing single or double counter, etc., and one skilled in the art will recognize that many alternatives are possible and within the scope of the invention.

FIG. 29 is a cut-away overhead view of a teller counter 806 in one embodiment. The teller counter 806 provides an area, similar to the teller towers 100, that allow for interaction between CRRs and customers and that also allows for many traditional teller functions to be performed. In one embodiment, the teller counter 806 is simply a modified teller tower 100 designed for multiple bank employees and/or customers. In the depicted embodiment, the teller

counter **806** is roughly shaped in an arc of about one hundred fifty (150) degrees. The teller counter **806** includes a TCD **112** and coin dispenser **212**. Each teller station of the teller counter **806** may include a printer **2910**, monitor **2908**, user controls **1806**, check reader **2904**, receipt printer **2906**, deposit slot **208**, grommets **204**, and a cash box **2902**, some of which are substantially similar to components of other parts of the branch bank. The check reader **2904** may be used to scan checks and a receipt printer **2906** may be used to print out receipts or other items. The cash box **2902** provides secure storage for items deposited through the deposit slots **208**. The user controls **1806** may slide out from underneath the teller counter **806**.

FIG. **30** is a cut-away overhead view of a teller back counter **426** in one embodiment. The teller back counter **426** is usually located near a group of teller towers **100** to provide printing and other generic capabilities to the teller tower **100** group. In the depicted embodiment, the teller back counter **426** includes a grommet **204**, credit card verification machine **1802**, telephones **3008**, and a card imprinter **3006**. The telephones **3008** provide communication abilities, particularly to managers or other persons in the branch bank. The imprinter **3006** assists in making receipts that include an imprint of a credit or debit card or with cashier's checks, money orders, etc. The teller back counter **426** may include a set of locked drawers **3002** that may be used to store supplies, blank forms, etc. The teller back counter **426** may also include a printer **3004**, such as a Lexmark **1625** LAN printer or other suitable printer.

FIGS. **31** depicts a cut-away front view of a wall TCD **106** in one embodiment. The wall TCD **106** includes a TCD **112** that dispenses cash and a dispensation area **3102** that allows a customer to access the cash after it is dispensed. Advertising **3104** or other posters, placards, etc. may be located on the wall TCD **106**. In alternative embodiment, a PIN keypad, card reader, receipt reader or other authorization device may be used to provide access to the TCD **112**. FIG. **32** depicts a cut-away side view of a wall TCD **106** in one embodiment. A TCD **112** and cash dispenser **212** are located within the unit, and a cash dispensation area **214** provides access to the dispensed cash. Wall TCDs **106** and other TCDs are used to keep customers moving through the bank quickly and to minimize waiting. Customers will still go to teller towers **100** to conduct transactions, but any cash withdrawals will be dispensed at a remote location (e.g., wall TCD **106**) on their way out of the bank, eliminating a step at the teller tower **100** and removing the liability of handling the cash for the bank employee. In one embodiment, one wall TCD **106** may be used for every four teller towers **100** instead of using a TCD **112** in each teller tower **100**, saving costs. In one embodiment, the preferred location for a wall TCD **106** is near a personal loan focal **422**. In one embodiment, a printer is included to print out a receipt summarizing any transaction performed on the wall TCD **106**.

FIGS. **33** through **35** depict various embodiments of product focals in a branch bank. FIG. **33** is an overhead view of an investment focal **502** in a branch bank in one embodiment. The investment focal **502** is located near at least one investment consultation platform **418** to assist in servicing customers. In one embodiment, there are five main types of product focals: checking, investment, personal loans, home loans, and financial services. Each product focal is intended to highlight the revenue generating products and services offered by the bank. Each product focal may also provide additional storage capacity. In one embodiment, the checking focal is located adjacent the retail area **406** and near the check counter and is the most prominent product focal in the

branch bank. The personal loans focal is located on the opposite face of the vestibule story wall **2412**, and the home loans focal is typically located on a perimeter wall opposite the personal loans focal. The product focals should be located in such a way as to be easily visible and accessible by customers throughout the bank.

FIG. **34** is an overhead view of the checking focal **424** in a branch bank in one embodiment. In the depicted embodiment, the checking focal **424** is located adjacent an interactive small business terminal **3402** and an on-line banking terminal **3404** (which provides an Internet connection), which may be similar in function to an Internet terminal **410**. The interactive small business terminal **3402** is a common interactive terminal that can be used by customers to have questions answered, receive more information, etc. Customer tables **3406** are also located nearby the checking focal **424**, and a retail area **406** is located nearby. FIG. **35** is a side view of the personal loan focal **422** in a branch bank in one embodiment. In the depicted embodiment, retail areas **406** are located nearby the personal loan focal **422**.

One skilled in the art will recognize that a wide variety of branch bank designs are possible and within the scope of the invention. Possible variations in design include, but are not limited to, combinations of the elements and components described above, other components (e.g., different product focals, a games area, etc.), different numbers of teller towers **100**, different configurations of teller towers **100** (e.g., diamond shape, random patterns, square shape, a long line, individual teller towers, etc.), different materials, and different building designs.

Unless the context clearly requires otherwise, throughout the description and the claims, the words "comprise," "comprising," and the like are to be construed in an inclusive sense as opposed to an exclusive or exhaustive sense; that is to say, in a sense of "including, but not limited to." Words using the singular or plural number also include the plural or singular number respectively. Additionally, the words "herein," "hereunder," "above," "below," and words of similar import, when used in this application, shall refer to this application as a whole and not to any particular portions of this application. Use of the term "or," as used in this application with respect to a list of two or more items, shall be interpreted to cover any, all, or any combination of items in the list.

The above detailed descriptions of embodiments of the invention are not intended to be exhaustive or to limit the invention to the precise form disclosed above. While specific embodiments of, and examples for, the invention are described above for illustrative purposes, various equivalent modifications are possible within the scope of the invention, as those skilled in the relevant art will recognize. The various embodiments described herein can be combined to provide further embodiments. These and other changes can be made to the invention in light of the detailed description.

All of the above references and U.S. patents and applications are incorporated herein by reference. Aspects of the invention can be modified, if necessary, to employ the systems, functions and concepts of the various patents and applications described above to provide yet further embodiments of the invention.

These and other changes can be made to the invention in light of the above detailed description. In general, the terms used in the following claims should not be construed to limit the invention to the specific embodiments disclosed in the specification, unless the above detailed description explicitly

defines such terms. Accordingly, the actual scope of the invention encompasses the disclosed embodiments and all equivalent ways of practicing or implementing the invention under the claims.

While certain aspects of the invention are presented below in certain claim forms, the inventors contemplate the various aspects of the invention in any number of claim forms. For example, while only one aspect of the invention is recited as embodied in a method, other aspects may likewise be embodied in a method. Accordingly, the inventors reserve the right to add additional claims after filing the application to pursue such additional claim forms for other aspects of the invention.

We claim:

1. A financial transactions processing system to process financial transactions for a customer in a branch bank, the system comprising:

- an entrance to the branch bank;
- a concierge desk located near the entrance and within the branch bank to permit a live concierge to greet incoming branch bank customers;
- three or more freestanding and spaced-apart teller podiums positioned at an approximate middle of a customer-accessible space within the branch bank, and spaced from the entrance to the branch bank, wherein the three or more teller Podiums are arranged in an approximately circular, semi-circular or oval arrangement,

wherein each of the teller podiums is configured for live, personal interaction between the customer and a physically present bank teller, and includes a top surface, a customer interaction area, a teller computer operably connected with a bank server computer, one or more cash slots located in the top surface, and a cash box, wherein the customer interaction area faces outward from the circular, semi-circular or oval arrangement, and wherein the teller podium lacks a vertical window, wall or screen vertically and substantially separating the bank teller from the customer,

wherein the cash box is adapted to securely hold cash that is deposited within it by the bank teller, and wherein further the cash slots are adapted to receive cash and direct the cash to the cash box,

wherein the bank teller computer is configured for use by the bank teller and wherein at least a portion of the

teller computer is positioned within, or received by, the teller podium to face the bank teller when the bank teller is interacting with the customer;

one or more product focals positioned along at least one wall and near to the teller podiums, wherein at least one product focal substantially fills a portion of the at least one wall and includes display information about a particular type of product offered by the branch bank and includes a fixture to provide brochures to customers regarding the product;

an automated teller cash dispenser positioned within the customer-accessible space within the branch bank and operably connected with the bank server computer, wherein the teller cash dispenser is adapted to receive information regarding a withdrawal transaction from the bank teller via the teller computer and to dispense cash to the customer; and

one or more check writing ledges positioned near to the teller podiums in the customer-accessible space within the branch bank, or;

one or more teller back counters, the teller back counters being located near the teller podiums and within the branch bank.

2. The system of claim 1 further comprising one or more customer consultation platforms.

3. The system of claim 1 further comprising a kid's area.

4. The system of claim 1 wherein the teller cash dispenser is located in one or more of the teller podiums.

5. The system of claim 1 wherein the teller cash dispenser is a wall teller cash dispenser.

6. The system of claim 1 wherein the concierge and teller podiums are situated to encourage customers to go towards the teller podiums upon entering the branch bank.

7. The system of claim 1 further comprising means for directing the customer towards the teller podiums upon entering the branch bank.

8. The system of claim 1 wherein the teller podiums are arranged in a circle.

9. The system of claim 1 wherein the teller podiums are arranged in an elongated circle.

10. The system of claim 1 wherein the teller podiums are arranged in a semi-circle.

* * * * *

Exhibit 6

Taylor, Sarah J. (Perkins Coie)

From: paygovadmin@mail.doc.twai.gov
Sent: Thursday, May 28, 2009 6:05 PM
To: Taylor, Sarah J. (Perkins Coie)
Subject: Pay.Gov Payment Confirmation

THIS IS AN AUTOMATED MESSAGE. PLEASE DO NOT REPLY.

Your transaction has been successfully completed.

Payment Summary

Application Name: Copyright Fee Services
Pay.gov Tracking ID: 24VGI6SJ
Agency Tracking ID: 1-3A5ZW1

Account Holder Name: Perkins Coie Accounts Payable
Transaction Type: Sale
Billing Address: 1201 Third Avenue
Billing Address 2: Suite 4800
City: Seattle
State/Province: WA
Zip/Postal Code: 98101
Country: USA
Card Type: Master Card
Card Number: *****4243
Payment Amount: \$720.00
Transaction Date: May 28, 2009 9:05:03 PM

My Cart

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Your Contact Information

Name: Sarah Taylor
Organization Name:
Email Address: staylor@perkinscoie.com
Phone #: (206) 359-6219
Alternate Phone #:

Address: 1201 Third Avenue
City: Seattle
State: WA
Postal Code: 98101
Country:

Cases in Cart

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Case # 	Status 	Opened 	Title 	Type of Case 	Fee Due
1-198424731	In-Cart	5/28/2009	wamu.com website June 1998	Literary Work	720.00
Total Due:					\$720.00

Step 2: Authorize Payment

Payment Summary [Edit this information](#)

Address Information

Account Holder Perkins Coie
Name: Accounts Payable
Billing Address: 1201 Third Avenue
Billing Address 2: Suite 4800
City: Seattle
State / Province: WA
Zip / Postal Code: 98101
Country: USA

Account Information

Card Type: Master Card
Card Number: *****4243

Payment Information

Payment Amount: \$720.00
Transaction Date 05/28/2009 21:04
and Time: EDT

Email Confirmation Receipt

To have a confirmation sent to you upon completion of this transaction, provide an email address and confirmation below.

Email Address:

Confirm Email Address:

CC:

Separate multiple email addresses with a comma

Authorization and Disclosure

Required fields are indicated with a red asterisk *

I authorize a charge to my card account for the above amount in accordance with my card issuer agreement. *

Press the "Submit Payment" Button only once. Pressing the button more than once could result in multiple transactions.

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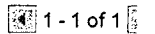
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
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wamu.com website June 1998

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





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Click "New" to add a claimant, or, if you are a claimant and your name appears in the User Profile for this account, click "Add Me" to add your name and address into the claimants list.

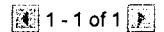
After you enter the claimant information, click "Save". Repeat this process for each additional claimant.

[New *](#)

[Add Me](#)

To edit or delete a claimant, click the appropriate link in the list below. When the list is complete and correct, click "Next".

Claimants

 1 - 1 of 1

Name Organization Name  DBA  Transfer Statement  Address 

Edit Delete

Washington Mutual, Inc.

1301 Second Avenue, WMC 3601, Seattle, WA, 98101, United States

Case #: 1-198424731

Type of Case: Literary Work

Date Opened: 5/28/2009 06:41:57 PM



Claimants

Claimant's Name Give either an individual name OR an organization name, but not both. If there is a name that the claimant is doing business as (trading as, sole owner of, known as), give the name in "Doing Business As" field.

Individual Claimant:

* First Name:

Middle Name:

* Last Name:

Doing Business As:

* Address 1:

Address 2:

* City:

OR

Organization:

* Organization Name:

State:

Postal Code:

Country:

Type of
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If any claimant is not an author, you must include a transfer statement showing how the claimant obtained the copyright.

Transfer Statement:

Transfer Statement Other:

Case #: 1-198424731

Type of Case: Literary Work

Date Opened: 5/28/2009



Limitation of Claim

[<< Back](#) [Next >>](#) [Help](#)

[Save For Later](#)

Complete this screen to limit your claim if this work contains or is based on previously registered material, previously published material, material in the public domain or material not owned by this claimant. The purpose of this section is to exclude such material from the claim and identify the new material upon which the present claim is based.

If your work does not contain any preexisting material, click Next to continue to the Rights and Permissions screen.

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Material Excluded:

- Text
- Artwork
- Photographs
- Computer Program
- Other:

Previous Registration:

1st Prev. Reg. #:
Year:
2nd Prev. Reg. #:
Year:

New Material Included:

- Text
- Editing
- Artwork
- Translation
- Compilation
- Photographs
- Computer Program
- Other:

Case #: 1-198424731

Type of Case: Literary Work

Date Opened: 5/28/2009 06:41:57 PM



Rights & Permissions Contact

[<< Back](#) [Next >>](#)

[Add Me](#) [Save For Later](#)

This is the person authorized to grant permission to use this material.

Giving this information is optional. All information you give here will be included in the online registration record available on the internet.

Important: If you do not wish to have your email address and/or phone number in the online public record, do not include it below.

Individual:

First Name:	<input type="text"/>
Middle Name:	<input type="text"/>
Last Name:	<input type="text"/>
Email:	<input type="text"/>
Phone:	<input type="text"/>
Alternate Phone:	<input type="text"/>

Organization:

Organization Name:	Washington Mutual, Inc.
Address 1:	1301 Second Avenue
Address 2:	WMC 3601
City:	Seattle
State:	WA
Postal Code:	98101
Country:	United States

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Case #: 1-198424731

Type of Case: Literary Work

Date Opened: 5/28/2009 06:41:57 PM



Correspondent

<< Back ||| Next >>

||| Add Me ||| ||| Save For Later |||

This is the person the Copyright Office will contact if it has questions about this application.

Completion of the name, email address and correspondence address is mandatory.

- Type of Work
- Titles
- Publication / Completior
- Authors
- Claimants
- Limitation of Claim
- Rights & Permissions
- Correspondent
- Mail Certificate
- Special Handling
- Certification
- Review Submission

Individual:

* First Name: Lynne
Middle Name: E.
* Last Name: Graybeal

* Email: pctrademarks@perkinscoie.com
Phone: (206) 359-8000
Alternate Phone:
Fax: (206) 359-9000

Organization:

Organization Name: Perkins Coie LLP

* Address 1: 1201 Third Avenue
Address 2: Suite 4800
* City: Seattle
State: WA
Postal Code: 98101
Country: United States

Case #: 1-198424731

Type of Case: Literary Work

Date Opened: 5/28/2009 06:41:57 PM



Mail Certificate

[<< Back](#) | [Next >>](#)

[Add Me](#) | [Save For Later](#)

This is the name and address to which the registration certificate should be mailed.

Individual:

* First Name:

Middle Name:

* Last Name:

* Address 1:

Address 2:

* City:

Organization:

* Organization Name:

* State:

* Postal Code:

Country:

- Type of Work
- Titles
- Publication / Completion
- Authors
- Claimants
- Limitation of Claim
- Rights & Permissions
- Correspondent
- Mail Certificate
- Special Handling
- Certification
- Review Submission

Case #: 1-198424731

Type of Case: Literary Work

Date Opened: 5/28/2009

Special Handling (Additional fee will be charged)

[<< Back](#) [Next >>](#) [Help](#) [Save For Later](#)

Complete this section only if you are applying for special handling of the case. The Application must be certified for Special Handling by the author/claimant of exclusive right(s), or by the authorized agent of any of the preceding.

Special Handling

* Compelling Reason(s) (At least one must be selected)

- Pending or prospective litigation
- Customs matters
- Contract or publishing deadlines that necessitate the expedited issuance of a certificate

* I certify that I am the author, copyright claimant of exclusive rights, or the authorized agent of the author, copyright claimant of exclusive rights of this work.

* Explanation for Special Handling:

This is the place to give any comments/instructions regarding special handling specific to this claim.

Claimant requests special handling of this application because Claimant is involved in litigation involving the work contained herein.
Claimant requires copyright registration for the work in connection with the litigation.



Certification

<< Back ||| ||| Next >>

||| Save For Later |||

Privacy Act

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The Application must be certified by the author, copyright claimant, or owner of exclusive right(s), or by the authorized agent of any of the preceding.

17 USC 506(e): Any person who knowingly makes a false representation of a material fact in the application for copyright registration provided by section 409, or in any written statement filed with the application, shall be fined not more than \$2500.

* I certify that I am the author, copyright claimant, or owner of exclusive rights, or the authorized agent of the author, copyright claimant, or owner of exclusive rights of this work and that the information given in this application is correct to the best of my knowledge.

* Name of certifying individual: Lynne E. Graybeal

Applicant's Internal Tracking Number (optional): 53000-6000.0001.US001

* I will submit my work by: (Check one box):

Upload electronic file:

Send By Mail:

Note to Copyright Office (Optional):

This is the place to give any comments specific to this claim, the application, or the deposit copy, if necessary:

Claimant's agent, Perkins Coie LLP (Rebecca Brezenoff 202-628-6600), will hand deliver the deposit materials for this application, and will pick up the Certificate of Registration by hand from the U.S. Copyright Office.

Taylor, Sarah J. (Perkins Coie)

From: paygovadmin@mail.doc.twai.gov
Sent: Thursday, May 28, 2009 6:10 PM
To: Taylor, Sarah J. (Perkins Coie)
Subject: Pay.Gov Payment Confirmation

THIS IS AN AUTOMATED MESSAGE. PLEASE DO NOT REPLY.

Your transaction has been successfully completed.

Payment Summary

Application Name: Copyright Fee Services
Pay.gov Tracking ID: 24VGI702
Agency Tracking ID: 1-3A76P3

Account Holder Name: Perkins Coie Accounts Payable
Transaction Type: Sale
Billing Address: 1201 Third Avenue
Billing Address 2: Suite 4800
City: Seattle
State/Province: WA
Zip/Postal Code: 98101
Country: USA
Card Type: Master Card
Card Number: *****4243
Payment Amount: \$720.00
Transaction Date: May 28, 2009 9:09:32 PM

My Cart

[Help](#) [Change Order](#)



[Pay - Deposit Acct](#) [Pay - Credit Card / ACH](#)

Your Contact Information

Name: Sarah Taylor
Organization Name:
Email Address: staylor@perkinscoie.com
Phone #: (206) 359-6219
Alternate Phone #:

Address: 1201 Third Avenue
City: Seattle
State: WA
Postal Code: 98101
Country:

Cases in Cart

 1 - 1 of 1 

Case # 	Status 	Opened 	Title 	Type of Case 	Fee Due
1-198473965	In-Cart	5/28/2009	wamu.com website November 2002	Literary Work	720.00
Total Due:					\$720.00

Your request could not be completed:

- To complete this transaction, please indicate your acceptance of the Authorization and Disclosure agreement by selecting the designated checkbox.

Online Payment

[Return to your originating application](#)

Step 2: Authorize Payment

1 | 2

Payment Summary [Edit this information](#)

Address Information

Account Information

Payment Information

Account Holder Perkins Coie
Name: Accounts Payable

Card Type: Master Card
Card Number: *****4243

Payment Amount: \$720.00
Transaction Date 05/28/2009 21:09
and Time: EDT

Billing Address: 1201 Third Avenue

Billing Address
2: Suite 4800

City: Seattle

State / Province: WA

Zip / Postal
Code: 98101

Country: USA

Email Confirmation Receipt

To have a confirmation sent to you upon completion of this transaction, provide an email address and confirmation below.

Email Address:

Confirm Email Address:

CC:

Separate multiple email addresses with a comma

Authorization and Disclosure

Required fields are indicated with a red asterisk *

I authorize a charge to my card account for the above amount in accordance with my card issuer agreement. *

Press the "Submit Payment" Button only once. Pressing the button more than once could result in multiple transactions.

Note: Please avoid navigating the site using your browser's Back Button - this may lead to incomplete data being transmitted and pages being loaded incorrectly. Please use the links provided whenever possible.

Case #: 1-198473965

Type of Case: Literary Work

Date Opened: 5/28/2009



Types of Work

[Next >>](#)

[Save For Later](#)

These are the types of work available in claim registration. Click on a Type of Work listed below for more information about each type.

Literary Work

Work of the Visual Arts

Sound Recording

Work of the Performing Arts (includes music, lyrics, screenplays, etc.)

Motion Picture / Audio Visual Work

Mask Work

Single Serial Issue

[Works that include more than one type of authorship.](#)

[Click here](#) for information on what may be included on a single application.

Type of Work

Titles

Publication / Corr

Authors

Claimants

Limitation of Clair

Rights & Permiss

Correspondent

Mail Certificate

Special Handling

Certification

Review Submissi

Select "Type of Work" that you are registering.

* Type of Work:

Case #: 1-198473965

Type of Case: Literary Work

Date Opened: 5/28/2009 07:33:12 PM

Titles

[<< Back](#) | [Next >>](#)

[Save For Later](#)



Give the title(s) exactly as it appears on the work. If there is no title, give an identifying phrase, or state "untitled".

To enter the title(s), click "New". After you enter the title, click "Save". Repeat this process for each additional title. When finished click "Next".

[New *](#)

To edit or delete a title, click the appropriate link in the list below. When the list is complete and correct, click "Next".

All Titles

 1 - 1 of 1 

Title of Work 

Type 

Edit

Delete

wamu.com website November 2002

Title of work being registered



Case #: 1-198473965

Type of Case: Literary Work

Date Opened: 5/28/2009

Publication / Completion

[<< Back](#) || [Next >>](#)

|| [Save For Later](#) ||

Published work?:

* Nation of First Publication:

* Year of Completion (Year of Creation):

International Standard Number Type:

* Date of First Publication
[MM/DD/YYYY]: [Help](#)

International Standard Number:

If you have **Preregistered** your work under 17 U.S.C 408 (f) (and received a Preregistration number beginning with the PRE pref give the Preregistration Number here. Click [here](#) for further information about Preregistration.

Preregistration Number:

Click "Next" to proceed to the "Authors" screen.

Case #: 1-198473965

Type of Case: Literary Work

Date Opened: 5/28/2009 07:33:12 PM

Authors

[<< Back](#) [Next >>](#)

[Save For Later](#)

Name the author(s) of the work being registered, and give the requested information. Generally, the application should name all the authors of the authorship being registered.

Click "New" to add an author, or, if you are an author and your name appears in the User Profile for this account, click "Add Me".



[New *](#)

[Add Me](#)

After you enter the author information, click "Save". Repeat this process for each additional author.

To edit or delete an author, click the appropriate link in the list below. When the list is complete and correct, click "Next".

Authors

Name	Organization Name	Doing Business As	Work For Hire	Anonymous	Pseudonym	Edit	Del
	Washington Mutual, Inc.		Yes	N			

Case #: 1-198473965

Type of Case: Literary Work

Date Opened: 5/28/2009 07:33:12 PM



Authors



Check the appropriate box(es) to indicate the author's contribution.

*** Author Created:**

- Text [Help](#) Editing [Help](#) Photograph(s) [Help](#) Artwork [Help](#)
- Translation [Help](#) Compilation [Help](#) Computer Program [Help](#)

Other:

- Type of Work
- Titles
- Publication / Completion
- Authors
- Claimants
- Limitation of Claim
- Rights & Permissions
- Correspondent
- Mail Certificate
- Special Handling
- Certification
- Review Submission



Authors

Save Cancel

Privacy Act

Author's Name Give either an individual name OR an organization name, but not both. An author is a person who actually created the contribution, unless the contribution was "Made for hire" in which case the employer is the author. Either citizenship/domicile of the author is also required.

Individual author:

OR

Organization:

First Name: Middle Name: Last Name:

Organization Name: Washington Mutual, Inc.

Is this author's contribution a work made for hire?: Yes

* Citizenship: United States Help

Anonymous: Help

* Domicile: United States Help

Pseudonymous: Help

Doing Business as: Help

Pseudonym: Help

Year of Birth: YYYY

Year of Death: YYYY

- Type of Work
Titles
Publication / Comp
Authors
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Review Submissio

Case #: 1-198473965

Type of Case: Literary Work

Date Opened: 5/28/2009 07:33:12 PM

Claimants

[<< Back](#) | [Next >>](#)

[Save For Later](#)

Please identify the copyright claimant(s) in this work. The author is the original copyright claimant. The claimant may also be a person or organization to whom copyright has been transferred.

To be named as a claimant by means of a transfer, a person or organization must own all rights under the U.S. copyright law.

In addition, a claimant must own the copyright in all the authorship covered by this registration.

Click "New" to add a claimant, or, if you are a claimant and your name appears in the User Profile for this account, click "Add Me" to add your name and address into the claimants list.

After you enter the claimant information, click "Save". Repeat this process for each additional claimant.

[New *](#)

[Add Me](#)

To edit or delete a claimant, click the appropriate link in the list below. When the list is complete and correct, click "Next".

Claimants

Name	Organization Name	DBA	Transfer Statement	Address	Edit	Delete
	Washington Mutual, Inc.					

Case #: 1-198473965

Type of Case: Literary Work

Date Opened: 5/28/2009 07:33:12 PM



Claimants

Claimant's Name Give either an individual name OR an organization name, but not both. If there is a name that the claimant is doing business as (trading as, sole owner of, known as), give the name in "Doing Business As" field.

Individual Claimant:

* First Name:

Middle Name:

* Last Name:

Doing Business As:

* Address 1:

Address 2:

* City:

OR

Organization:

* Organization Name:

State:

Postal Code:

Country:

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If any claimant is not an author, you must include a transfer statement showing how the claimant obtained the copyright.

Transfer Statement:

Transfer Statement Other:



Limitation of Claim

<< Back ||| ||| Next >> Help

||| Save For Later |||

Complete this screen to limit your claim if this work contains or is based on previously registered material, previously published material, material in the public domain or material not owned by this claimant. The purpose of this section is to exclude such material from the claim and identify the new material upon which the present claim is based.

If your work does not contain any preexisting material, click Next to continue to the Rights and Permissions screen.

Type
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Material Excluded:

Previous Registration:

New Material Included:

- Text
- Artwork
- Photographs
- Computer Program
- Other:

1st Prev. Reg. #:

Year:

2nd Prev. Reg. #:

Year:

- Text
- Editing
- Artwork
- Translation
- Compilation
- Photographs
- Computer Program
- Other:

Case #: 1-198473965

Type of Case: Literary Work

Date Opened: 5/28/2009 07:33:12 PM



Rights & Permissions Contact

[<< Back](#) | [Next >>](#)

[Add Me](#) | [Save For Later](#)

This is the person authorized to grant permission to use this material.

Giving this information is optional. All information you give here will be included in the online registration record available on the internet.

Important: If you do not wish to have your email address and/or phone number in the online public record, do not include it below.

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Individual:

First Name:

Middle Name:

Last Name:

Email:

Phone:

Alternate Phone:

Organization:

Organization Name:

Address 1:

Address 2:

City:

State:

Postal Code:

Country:

Case #: 1-198473965

Type of Case: Literary Work

Date Opened: 5/28/2009 07:33:12 PM



Correspondent

[<< Back](#) [Next >>](#)

[Add Me](#) [Save For Later](#)

This is the person the Copyright Office will contact if it has questions about this application.

Completion of the name, email address and correspondence address is mandatory.

Individual:

* First Name:	Lynne
Middle Name:	E.
* Last Name:	Graybeal
* Email:	pctrademarks@perkinscoie.com
Phone:	(206) 359-8000
Alternate Phone:	
Fax:	(206) 359-9000

Organization:

Organization Name:	Perkins Coie LLP
* Address 1:	1201 Third Avenue
Address 2:	Suite 4800
* City:	Seattle
State:	WA
Postal Code:	98101
Country:	United States

- Type of Work
- Titles
- Publication / Completion
- Authors
- Claimants
- Limitation of Claim
- Rights & Permissions
- Correspondent
- Mail Certificate
- Special Handling
- Certification
- Review Submission

Case #: 1-198473965

Type of Case: Literary Work

Date Opened: 5/28/2009 07:33:12 PM



Mail Certificate

<< Back ||| ||| Next >>

||| Add Me ||| ||| Save For Later |||

This is the name and address to which the registration certificate should be mailed.

Individual:

* First Name:

Middle Name:

* Last Name:

* Address 1:

Address 2:

* City:

Organization:

* Organization Name:

* State:

* Postal Code:

Country:

Type of Work

Titles

Publication / Completion

Authors

Claimants

Limitation of Claim

Rights & Permissions

Correspondent

Mail Certificate

Special Handling

Certification

Review Submission

Special Handling (Additional fee will be charged)

Complete this section only if you are applying for special handling of the case. The Application must be certified for Special Handling by the author/claimant of exclusive right(s), or by the authorized agent of any of the preceding.

Special Handling

*** Compelling Reason(s) (At least one must be selected)**

- Pending or prospective litigation
- Customs matters
- Contract or publishing deadlines that necessitate the expedited issuance of a certificate

*** I certify** that I am the author, copyright claimant of exclusive rights, or the authorized agent of the author, copyright claimant of exclusive rights of this work.

*** Explanation for Special Handling:**

This is the place to give any comments/instructions regarding special handling specific to this claim.

Claimant requests special handling of this application because Claimant is involved in litigation involving the work contained herein.
Claimant requires copyright registration for the work in connection with the litigation.



Certification

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||| Save For Later |||

Privacy Act

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The Application must be certified by the author, copyright claimant, or owner of exclusive right(s), or by the authorized agent of any of the preceding.

17 USC 506(e): Any person who knowingly makes a false representation of a material fact in the application for copyright registration provided by section 409, or in any written statement filed with the application, shall be fined not more than \$2500.

* I certify that I am the author, copyright claimant, or owner of exclusive rights, or the authorized agent of the author, copyright claimant, or owner of exclusive rights of this work and that the information given in this application is correct to the best of my knowledge.

* Name of certifying individual: Lynne E. Graybeal

Applicant's Internal Tracking Number (optional): 53000.6000.0001.US002

* I will submit my work by: (Check one box):

Upload electronic file:

Send By Mail:

Note to Copyright Office (Optional):

This is the place to give any comments specific to this claim, the application, or the deposit copy, if necessary:

Claimant's agent, Perkins Coie LLP (Rebecca Brezenoff, 202-628-6600), will hand deliver the deposit materials for this application, and will pick up the Certificate of Registration by hand from the U.S. Copyright Office.

Taylor, Sarah J. (Perkins Coie)

From: paygovadmin@mail.doc.twai.gov
Sent: Thursday, May 28, 2009 6:13 PM
To: Taylor, Sarah J. (Perkins Coie)
Subject: Pay.Gov Payment Confirmation

THIS IS AN AUTOMATED MESSAGE. PLEASE DO NOT REPLY.

Your transaction has been successfully completed.

Payment Summary

Application Name: Copyright Fee Services
Pay.gov Tracking ID: 24VGI72B
Agency Tracking ID: 1-3A76Q6

Account Holder Name: Perkins Coie Accounts Payable
Transaction Type: Sale
Billing Address: 1201 Third Avenue
Billing Address 2: Suite 4800
City: Seattle
State/Province: WA
Zip/Postal Code: 98101
Country: USA
Card Type: Master Card
Card Number: *****4243
Payment Amount: \$720.00
Transaction Date: May 28, 2009 9:13:20 PM

My Cart

 **Change Order**

Pay - Deposit Acct



Pay - Credit Card / ACH

Your Contact Information

Name: Sarah Taylor
Organization Name:
Email Address: staylor@perkinscoie.com
Phone #: (206) 359-6219
Alternate Phone #:

Address: 1201 Third Avenue
City: Seattle
State: WA
Postal Code: 98101
Country:

Cases in Cart

 1 - 1 of 1 

Case #	Status	Opened	Title	Type of Case	Fee Due
1-198474378	In-Cart	5/28/2009	wamu.com website April 2004	Literary Work	720.00
Total Due:					\$720.00

Step 2: Authorize Payment

Payment Summary [Edit this information](#)

Address Information

Account Holder Perkins Coie
Name: Accounts Payable
Billing Address: 1201 Third Avenue
Billing Address 2: Suite 4800
City: Seattle
State / Province: WA
Zip / Postal Code: 98101
Country: USA

Account Information

Card Type: Master Card
Card Number: *****4243

Payment Information

Payment Amount: \$720.00
Transaction Date 05/28/2009 21:12
and Time: EDT

Email Confirmation Receipt

To have a confirmation sent to you upon completion of this transaction, provide an email address and confirmation below.

Email Address:

Confirm Email Address:

CC:

Separate multiple email addresses with a comma

Authorization and Disclosure

Required fields are indicated with a red asterisk *

I authorize a charge to my card account for the above amount in accordance with my card issuer agreement. *

Press the "Submit Payment" Button only once. Pressing the button more than once could result in multiple transactions.

Note: Please avoid navigating the site using your browser's Back Button - this may lead to incomplete data being transmitted and pages being loaded incorrectly. Please use the links provided whenever possible.



Types of Work

Next >>

Save For Later

These are the types of work available in claim registration. Click on a Type of Work listed below for more information about each type.

- Literary Work
- Work of the Visual Arts
- Sound Recording
- Work of the Performing Arts (includes music, lyrics, screenplays, etc.)
- Motion Picture / Audio Visual Work
- Mask Work
- Single Serial Issue

Works that include more than one type of authorship.

Click here for information on what may be included on a single application.

Select "Type of Work" that you are registering.

* Type of Work:

- Type of Work
- Titles
- Publication / Corr
- Authors
- Claimants
- Limitation of Clair
- Rights & Permiss
- Correspondent
- Mail Certificate
- Special Handling
- Certification
- Review Submissi

Titles

<< Back ||| ||| Next >>

||| Save For Later |||

Give the title(s) exactly as it appears on the work. If there is no title, give an identifying phrase, or state "untitled".


To enter the title(s), click "New". After you enter the title, click "Save". Repeat this process for each additional title. When finished click "Next".

||| New * |||

To edit or delete a title, click the appropriate link in the list below. When the list is complete and correct, click "Next".

All Titles

1 - 1 of 1 |

Title of Work 

Type 

Edit

Delete

wamu.com website April 2004

Title of work being registered



Case #: 1-198474378

Type of Case: Literary Work

Date Opened: 5/28/2009

Publication / Completion

[<< Back](#) [Next >>](#)

[Save For Later](#)

Published work?:

* Nation of First Publication:

* Year of Completion (Year of Creation):

International Standard Number Type:

* Date of First Publication
[MM/DD/YYYY]:



Help

International Standard Number:

If you have **Preregistered** your work under 17 U.S.C 408 (f) (and received a Preregistration number beginning with the PRE pre give the Preregistration Number here. Click [here](#) for further information about Preregistration.

Preregistration Number:

Click "Next" to proceed to the "Authors" screen.

Case #: 1-198474378

Type of Case: Literary Work

Date Opened: 5/28/2009 08:44:55 PM

Authors

[<< Back](#) [Next >>](#)

[Save For Later](#)

Name the author(s) of the work being registered, and give the requested information. Generally, the application should name all the authors of the authorship being registered.

Click "New" to add an author, or, if you are an author and your name appears in the User Profile for this account, click "Add Me".


[New *](#)

[Add Me](#)

After you enter the author information, click "Save". Repeat this process for each additional author.

To edit or delete an author, click the appropriate link in the list below. When the list is complete and correct, click "Next".

Authors

 1 - 1 of 1

Name	Organization Name	Doing Business As	Work For Hire	Anonymous	Pseudonym	Edit	De
	Washington Mutual, Inc.		Yes	N			



Authors

Save Cancel

Privacy Act

Author's Name Give either an individual name OR an organization name, but not both. An author is a person who actually created the contribution, unless the contribution was "Made for hire" in which case the employer is the author. Either citizenship/domicile of the author is also required.

Individual author:

OR

Organization:

First Name: Middle Name: Last Name:

Organization Name: Washington Mutual, Inc.

Is this author's contribution a work made for hire?: Yes

* Citizenship: United States Help

Anonymous: Help

* Domicile: United States Help

Pseudonymous: Help

Doing Business as: Help

Pseudonym: Help

Year of Birth: YYYY

Year of Death: YYYY

- Type of Work
Titles
Publication / Comp
Authors
Claimants
Limitation of Claim
Rights & Permissio
Correspondent
Mail Certificate
Special Handling
Certification
Review Submissio

Case #: 1-198474378

Type of Case: Literary Work

Date Opened: 5/28/2009 08:44:55 PM



Authors



Check the appropriate box(es) to indicate the author's contribution.

* Author Created:

- Text [Help](#) Editing [Help](#) Photograph(s) [Help](#) Artwork [Help](#)
- Translation [Help](#) Compilation [Help](#) Computer Program [Help](#)

Other:

- Type of Work
- Titles
- Publication / Completion
- Authors
- Claimants
- Limitation of Claim
- Rights & Permissions
- Correspondent
- Mail Certificate
- Special Handling
- Certification
- Review Submission

Case #: 1-198474378

Type of Case: Literary Work

Date Opened: 5/28/2009 08:44:55 PM

Claimants

[<< Back](#) [Next >>](#)

[Save For Later](#)

Please identify the copyright claimant(s) in this work. The author is the original copyright claimant. The claimant may also be a person or organization to whom copyright has been transferred.

To be named as a claimant by means of a transfer, a person or organization must own all rights under the U.S. copyright law.

In addition, a claimant must own the copyright in all the authorship covered by this registration.

Click "New" to add a claimant, or, if you are a claimant and your name appears in the User Profile for this account, click "Add Me" to add your name and address into the claimants list.

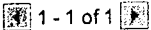
After you enter the claimant information, click "Save". Repeat this process for each additional claimant.

[New *](#)

[Add Me](#)

To edit or delete a claimant, click the appropriate link in the list below. When the list is complete and correct, click "Next".

Claimants

 1 - 1 of 1

Name	Organization Name 	DBA 	Transfer Statement 	Address 	Edit	Delete
	Washington Mutual, Inc.					



Claimants

Help Save Cancel

Claimant's Name Give either an individual name OR an organization name, but not both. If there is a name that the claimant is doing business as (trading as, sole owner of, known as), give the name in "Doing Business As" field.

Individual Claimant:

* First Name:

Middle Name:

* Last Name:

Doing Business As:

* Address 1:

Address 2:

* City:

OR

Organization:

* Organization Name:

State:

Postal Code:

Country:

If any claimant is not an author, you must include a transfer statement showing how the claimant obtained the copyright.

Transfer Statement:

Transfer Statement Other:

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Review

Case #: 1-198474378

Type of Case: Literary Work

Date Opened: 5/28/2009



Limitation of Claim

[<< Back](#) [Next >>](#) [Help](#)

[Save For Later](#)

Complete this screen to limit your claim if this work contains or is based on previously registered material, previously published material, material in the public domain or material not owned by this claimant. The purpose of this section is to exclude such material from the claim and identify the new material upon which the present claim is based.

If your work does not contain any preexisting material, click Next to continue to the Rights and Permissions screen.

Type
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Material Excluded:

- Text
- Artwork
- Photographs
- Computer Program

Other:

Previous Registration:

1st Prev. Reg. #:

Year:

2nd Prev. Reg. #:

Year:

New Material Included:

- Text
- Editing
- Artwork
- Translation
- Compilation
- Photographs
- Computer Program

Other:

Case #: 1-198474378

Type of Case: Literary Work

Date Opened: 5/28/2009 08:44:55 PM



Rights & Permissions Contact

[<< Back](#) [Next >>](#)

[Add Me](#) [Save For Later](#)

This is the person authorized to grant permission to use this material.

Giving this information is optional. All information you give here will be included in the online registration record available on the internet.

Important: If you do not wish to have your email address and/or phone number in the online public record, do not include it below.

Type of V
Titles
Publication
Authors
Claimants
Limitation
Rights &
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Certificati
Review Si

Individual:

First Name:

Middle Name:

Last Name:

Email:

Phone:

Alternate Phone:

Organization:

Organization Name:

Address 1:

Address 2:

City:

State:

Postal Code:

Country:

Case #: 1-198474378

Type of Case: Literary Work

Date Opened: 5/28/2009 08:44:55 PM



Correspondent

<< Back ||| ||| Next >>

||| Add Me ||| ||| Save For Later |||

This is the person the Copyright Office will contact if it has questions about this application.

Completion of the name, email address and correspondence address is mandatory.

- Type of Work
- Titles
- Publication / Completion
- Authors
- Claimants
- Limitation of Claim
- Rights & Permissions
- Correspondent
- Mail Certificate
- Special Handling
- Certification
- Review Submission

Individual:

* First Name:

Middle Name:

* Last Name:

* Email:

Phone:

Alternate Phone:

Fax:

Organization:

Organization Name:

* Address 1:

Address 2:

* City:

State:

Postal Code:

Country:

Case #: 1-198474378

Type of Case: Literary Work

Date Opened: 5/28/2009 08:44:55 PM



Mail Certificate

<< Back ||| ||| Next >>

||| Add Me ||| ||| Save For Later |||

This is the name and address to which the registration certificate should be mailed.

Individual:

* First Name:

Middle Name:

* Last Name:

* Address 1:

Address 2:

* City:

Organization:

* Organization Name:

* State:

* Postal Code:

Country:

- Type of Work
- Titles
- Publication / Completion
- Authors
- Claimants
- Limitation of Claim
- Rights & Permissions
- Correspondent
- Mail Certificate
- Special Handling
- Certification
- Review Submission

Case #: 1-198474378

Type of Case: Literary Work

Date Opened: 5/28/2009

Special Handling (Additional fee will be charged)

[<< Back](#) | [Next >>](#) | [Help](#) | [Save For Later](#)

Complete this section only if you are applying for special handling of the case. The Application must be certified for Special Handling by the author/claimant of exclusive right(s), or by the authorized agent of any of the preceding.

Special Handling

* Compelling Reason(s) (At least one must be selected)

- Pending or prospective litigation
- Customs matters
- Contract or publishing deadlines that necessitate the expedited issuance of a certificate

* I certify that I am the author, copyright claimant of exclusive rights, or the authorized agent of the author, copyright claimant of exclusive rights of this work.

* Explanation for Special Handling:

This is the place to give any comments/instructions regarding special handling specific to this claim.

Claimant requests special handling of this application because Claimant is involved in litigation involving the work contained herein.
Claimant requires copyright registration for the work in connection with the litigation.



Certification

<< Back ||| ||| Next >>

||| Save For Later |||

[Privacy Act](#)

The Application must be certified by the author, copyright claimant, or owner of exclusive right(s), or by the authorized agent of any of the preceding.

17 USC 506(e): Any person who knowingly makes a false representation of a material fact in the application for copyright registration provided by section 409, or in any written statement filed with the application, shall be fined not more than \$2500.

* I certify that I am the author, copyright claimant, or owner of exclusive rights, or the authorized agent of the author, copyright claimant, or owner of exclusive rights of this work and that the information given in this application is correct to the best of my knowledge.

* Name of certifying individual: Lynne E. Graybeal

Applicant's Internal Tracking Number (optional): 53000.6000.0001.US003

* I will submit my work by: (Check one box):

Upload electronic file:

Send By Mail:

Note to Copyright Office (Optional):

This is the place to give any comments specific to this claim, the application, or the deposit copy, if necessary:

Claimant's agent, Perkins Coie LLP (Rebecca Brezenoff, 202-628-6600), will hand deliver the deposit materials for this application, and will pick up the Certificate of Registration by hand from the U.S. Copyright Office.

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Taylor, Sarah J. (Perkins Coie)

From: paygovadmin@mail.doc.twai.gov
Sent: Thursday, May 28, 2009 6:17 PM
To: Taylor, Sarah J. (Perkins Coie)
Subject: Pay.Gov Payment Confirmation

THIS IS AN AUTOMATED MESSAGE. PLEASE DO NOT REPLY.

Your transaction has been successfully completed.

Payment Summary

Application Name: Copyright Fee Services
Pay.gov Tracking ID: 24VGI74V
Agency Tracking ID: 1-3A76QP

Account Holder Name: Perkins Coie Accounts Payable
Transaction Type: Sale
Billing Address: 1201 Third Avenue
Billing Address 2: Suite 4800
City: Seattle
State/Province: WA
Zip/Postal Code: 98101
Country: USA
Card Type: Master Card
Card Number: *****4243
Payment Amount: \$720.00
Transaction Date: May 28, 2009 9:16:44 PM

My Cart

[Help](#) [Change Order](#)

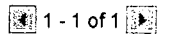
[Pay - Deposit Acct](#) [Pay - Credit Card / ACH](#)

Your Contact Information

Name: Sarah Taylor
Organization Name:
Email Address: staylor@perkinscoie.com
Phone #: (206) 359-6219
Alternate Phone #:

Address: 1201 Third Avenue
City: Seattle
State: WA
Postal Code: 98101
Country:

Cases in Cart

 1 - 1 of 1

Case #	Status	Opened	Title	Type of Case	Fee Due
1-198474422	In-Cart	5/28/2009	wamu.com website March 2006	Literary Work	720.00
Total Due:					\$720.00

Step 2: Authorize Payment

Payment Summary [Edit this information](#)

Address Information	Account Information	Payment Information
Account Holder Name: Perkins Coie Account Name: Accounts Payable Billing Address: 1201 Third Avenue Billing Address 2: Suite 4800 City: Seattle State / Province: WA Zip / Postal Code: 98101 Country: USA	Card Type: Master Card Card Number: *****4243	Payment Amount: \$720.00 Transaction Date and Time: 05/28/2009 21:16 EDT

Email Confirmation Receipt

To have a confirmation sent to you upon completion of this transaction, provide an email address and confirmation below.

Email Address:

Confirm Email Address:

CC:

Separate multiple email addresses with a comma

Authorization and Disclosure

Required fields are indicated with a red asterisk *

I authorize a charge to my card account for the above amount in accordance with my card issuer agreement. *

Press the "Submit Payment" Button only once. Pressing the button more than once could result in multiple transactions.

Note: Please avoid navigating the site using your browser's Back Button - this may lead to incomplete data being transmitted and pages being loaded incorrectly. Please use the links provided whenever possible.



Types of Work

Next >>

Save For Later

These are the types of work available in claim registration. Click on a Type of Work listed below for more information about each type.

- Literary Work
- Work of the Visual Arts
- Sound Recording
- Work of the Performing Arts (includes music, lyrics, screenplays, etc.)
- Motion Picture / Audio Visual Work
- Mask Work
- Single Serial Issue

Works that include more than one type of authorship.

Click here for information on what may be included on a single application.

Select "Type of Work" that you are registering.

* Type of Work:

- Type of Work
- Titles
- Publication / Corr
- Authors
- Claimants
- Limitation of Clair
- Rights & Permiss
- Correspondent
- Mail Certificate
- Special Handling
- Certification
- Review Submissi

Titles

[<< Back](#) [Next >>](#)

[Save For Later](#)

Give the title(s) exactly as it appears on the work. If there is no title, give an identifying phrase, or state "untitled".

To enter the title(s), click "New". After you enter the title, click "Save". Repeat this process for each additional title. When finished click "Next".

[New *](#)

To edit or delete a title, click the appropriate link in the list below. When the list is complete and correct, click "Next".

All Titles

1 - 1 of 1

Title of Work

Type

Edit

Delete

wamu.com website March 2006

Title of work being registered



Case #: 1-198474422

Type of Case: Literary Work

Date Opened: 5/28/2009

Publication / Completion

<< Back ||| ||| Next >>

||| Save For Later |||

Published work?: Yes

* Nation of First Publication: United States

* Year of Completion (Year of Creation): 2006

YYY International Standard Number Type:

* Date of First Publication: 3/14/2006
[MM/DD/YYYY]:

Help

International Standard Number:

If you have **Preregistered** your work under 17 U.S.C 408 (f) (and received a Preregistration number beginning with the PRE pre give the Preregistration Number here. Click [here](#) for further information about Preregistration.

Preregistration Number:

Click "Next" to proceed to the "Authors" screen.

Authors

[<< Back](#) [Next >>](#)

[Save For Later](#)

Name the author(s) of the work being registered, and give the requested information. Generally, the application should name all the authors of the authorship being registered.

Click "New" to add an author, or, if you are an author and your name appears in the User Profile for this account, click "Add Me".


[New *](#)

[Add Me](#)

After you enter the author information, click "Save". Repeat this process for each additional author.

To edit or delete an author, click the appropriate link in the list below. When the list is complete and correct, click "Next".

Authors

Name	Organization Name	Doing Business As	Work For Hire	Anonymous	Pseudonym	Edit	De
	Washington Mutual, Inc.		Yes	N			



Authors

Save Cancel

Privacy Act

Author's Name Give either an individual name OR an organization name, but not both. An author is a person who actually created the contribution, unless the contribution was "Made for hire" in which case the employer is the author. Either citizenship/domicile of the author is also required.

Individual author:

OR

Organization:

First Name: Middle Name: Last Name:

Organization Name: Washington Mutual, Inc.

Is this author's contribution a work made for hire?: Yes

* Citizenship: United States Help

Anonymous: Help

* Domicile: United States Help

Pseudonymous: Help

Doing Business as: Help

Pseudonym: Help

Year of Birth: YYYY

Year of Death: YYYY

- Type of Work
Titles
Publication / Comp
Authors
Claimants
Limitation of Claim
Rights & Permissic
Correspondent
Mail Certificate
Special Handling
Certification
Review Submissio

Case #: 1-198474422

Type of Case: Literary Work

Date Opened: 5/28/2009 08:53:35 PM



Authors



Check the appropriate box(es) to indicate the author's contribution.

*** Author Created:**

- Text [Help](#) Editing [Help](#) Photograph(s) [Help](#) Artwork [Help](#)
- Translation [Help](#) Compilation [Help](#) Computer Program [Help](#)

Other:

- Type of Work
- Titles
- Publication / Completion
- Authors
- Claimants
- Limitation of Claim
- Rights & Permissions
- Correspondent
- Mail Certificate
- Special Handling
- Certification
- Review Submission

Case #: 1-198474422

Type of Case: Literary Work

Date Opened: 5/28/2009



Limitation of Claim

[<< Back](#) | [Next >>](#) [Help](#)

[Save For Later](#)

Complete this screen to limit your claim if this work contains or is based on previously registered material, previously published material, material in the public domain or material not owned by this claimant. The purpose of this section is to exclude such material from the claim and identify the new material upon which the present claim is based.

If your work does not contain any preexisting material, click Next to continue to the Rights and Permissions screen.

Type
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Material Excluded:

- Text
- Artwork
- Photographs
- Computer Program
- Other:

Previous Registration:

1st Prev. Reg. #:
Year:
2nd Prev. Reg. #:
Year:

New Material Included:

- Text
- Editing
- Artwork
- Translation
- Compilation
- Photographs
- Computer Program
- Other:

Case #: 1-198474422

Type of Case: Literary Work

Date Opened: 5/28/2009 08:53:35 PM



Rights & Permissions Contact

<< Back ||| ||| Next >>

||| Add Me ||| ||| Save For Later |||

This is the person authorized to grant permission to use this material.

Giving this information is optional. All information you give here will be included in the online registration record available on the internet.

Important: If you do not wish to have your email address and/or phone number in the online public record, do not include it below.

Individual:

First Name:
Middle Name:
Last Name:

Email:

Phone:

Alternate Phone:

Organization:

Organization Name:

Address 1:

Address 2:

City:

State:

Postal Code:

Country:

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Claimants
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Case #: 1-198474422

Type of Case: Literary Work

Date Opened: 5/28/2009 08:53:35 PM



Correspondent

[<< Back](#) [Next >>](#)

[Add Me](#) [Save For Later](#)

This is the person the Copyright Office will contact if it has questions about this application.

Completion of the name, email address and correspondence address is mandatory.

- Type of Work
- Titles
- Publication / Completion
- Authors
- Claimants
- Limitation of Claim
- Rights & Permissions
- Correspondent
- Mail Certificate
- Special Handling
- Certification
- Review Submission

Individual:

* First Name: Lynne

Middle Name: E.

* Last Name: Graybeal

* Email: pctrademarks@perkinscoie.com

Phone: (206) 359-8000

Alternate Phone:

Fax: (206) 359-9000

Organization:

Organization Name: Perkins Coie LLP

* Address 1: 1201 Third Avenue

Address 2: Suite 4800

* City: Seattle

State: WA

Postal Code: 98101

Country: United States

Case #: 1-198474422

Type of Case: Literary Work

Date Opened: 5/28/2009 08:53:35 PM



Mail Certificate

[<< Back](#) | [Next >>](#)

[Add Me](#) | [Save For Later](#)

This is the name and address to which the registration certificate should be mailed.

Individual:

* First Name:	
Middle Name:	
* Last Name:	
* Address 1:	Attn: Lynne E. Graybeal
Address 2:	1201 Third Ave., Ste. 4800
* City:	Seattle

Organization:

* Organization Name:	Perkins Coie LLP
* State:	WA
* Postal Code:	98101
Country:	United States

- Type of Work
- Titles
- Publication / Completion
- Authors
- Claimants
- Limitation of Claim
- Rights & Permissions
- Correspondent
- Mail Certificate
- Special Handling
- Certification
- Review Submission

Case #: 1-198474422

Type of Case: Literary Work

Date Opened: 5/28/2009

Special Handling (Additional fee will be charged)

Complete this section only if you are applying for special handling of the case. The Application must be certified for Special Handling by the author/claimant of exclusive right(s), or by the authorized agent of any of the preceding.

Special Handling

*** Compelling Reason(s) (At least one must be selected)**

- Pending or prospective litigation
- Customs matters
- Contract or publishing deadlines that necessitate the expedited issuance of a certificate

*** I certify** that I am the author, copyright claimant of exclusive rights, or the authorized agent of the author, copyright claimant of exclusive rights of this work.

*** Explanation for Special Handling:**

This is the place to give any comments/instructions regarding special handling specific to this claim.

Claimant requests special handling of this application because Claimant is involved in litigation involving the work contained herein. Claimant requires copyright registration for the work in connection with the litigation.

Case #: 1-198474422

Type of Case: Literary Work

Date Opened: 5/28/2009



Certification

[<< Back](#) ||| [Next >>](#)

||| [Save For Later](#) |||

[Privacy Act](#)

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The Application must be certified by the author, copyright claimant, or owner of exclusive right(s), or by the authorized agent of any of the preceding.

17 USC 506(e): Any person who knowingly makes a false representation of a material fact in the application for copyright registration provided by section 409, or in any written statement filed with the application, shall be fined not more than \$2500.

* I certify that I am the author, copyright claimant, or owner of exclusive rights, or the authorized agent of the author, copyright claimant, or owner of exclusive rights of this work and that the information given in this application is correct to the best of my knowledge.

* Name of certifying individual:

Applicant's Internal Tracking Number (optional):

* I will submit my work by: (Check one box):

Upload electronic file:

Send By Mail:

Note to Copyright Office (Optional):

This is the place to give any comments specific to this claim, the application, or the deposit copy, if necessary:

Claimant's agent, Perkins Coie LLP (Rebecca Brezenoff, 202-628-6600), will hand deliver the deposit materials for this application, and will pick up the Certificate of Registration by hand from the U.S. Copyright Office.

Taylor, Sarah J. (Perkins Coie)

From: paygovadmin@mail.doc.twai.gov
Sent: Friday, May 29, 2009 9:33 AM
To: Taylor, Sarah J. (Perkins Coie)
Subject: Pay.Gov Payment Confirmation

THIS IS AN AUTOMATED MESSAGE. PLEASE DO NOT REPLY.

Your transaction has been successfully completed.

Payment Summary

Application Name: Copyright Fee Services
Pay.gov Tracking ID: 24VGJJ7J
Agency Tracking ID: 1-3AA6AK

Account Holder Name: Perkins Coie Accounts Payable
Transaction Type: Sale
Billing Address: 1201 Third Avenue
Billing Address 2: Suite 4800
City: Seattle
State/Province: WA
Zip/Postal Code: 98101
Country: USA
Card Type: Master Card
Card Number: *****4243
Payment Amount: \$720.00
Transaction Date: May 29, 2009 12:33:16 PM

[Help](#) **Add More Services**

Checkout

Your Contact Information

Name: Sarah Taylor
 Organization Name:
 Email Address: staylor@perkinscole.com
 Phone #: (206) 359-6219
 Alternate Phone #:

Address: 1201 Third Avenue
 City: Seattle
 State: WA
 Postal Code: 98101
 Country:

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Cases in Cart

1 - 1 of 1

Case #	Status	Opened	Title	Type of Case	Fee Due	Remove to Working Cases
1-198669081	In-Cart	5/29/2009	wamu.com website September 8, ...	Literary Work	720.00	<input checked="" type="checkbox"/>
Total Due:					\$720.00	

Case Details

1 - 2 of 2

Reference Id	Fee Type	Quantity	Rate	Amount Due
1-3AA65F	Literary Works - Basic (Web)	1	35.00	35.00
1-3AA65G	Literary Works - Special Handling (Web)	1	685.00	685.00

Attachments

No Records

Attachment Name	File Type	Size	Date and Time	Comments
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Working Cases

1 - 8 of 8

Case #	Status	Opened	Title	Type of Case	Discard
1-198669154	Working	5/29/2009	wamu.com website September 24, ...	Literary Work	Discard
1-198270131	Working	5/28/2009	(not provided)		Discard
1-168887596	Working	3/10/2009	Wordlock Branded Padlock	Work of the Visual Arts	Discard
1-168887576	Working	3/10/2009	Wordlock Branded Bike Lock	Work of the Visual Arts	Discard
1-168887526	Working	3/10/2009	Wordlock Branded Luggage Lock	Work of the Visual Arts	Discard
1-168887466	Working	3/10/2009	Wordlock Staples Padlock	Work of the Visual Arts	Discard
1-168887435	Working	3/10/2009	Wordlock Staples Original Padl...	Work of the Visual Arts	Discard
1-168887381	Working	3/10/2009	Wordlock Staples Luggage Lock	Work of the Visual Arts	Discard

Step 2: Authorize Payment

Payment Summary [Edit this information](#)

Address Information

Account Holder Perkins Coie
Name: Accounts Payable
Billing Address: 1201 Third Avenue
Billing Address 2: Suite 4800
City: Seattle
State / Province: WA
Zip / Postal Code: 98101
Country: USA

Account Information

Card Type: Master Card
Card Number: *****4243

Payment Information

Payment Amount: \$720.00
Transaction Date 05/29/2009 12:32
and Time: EDT

Email Confirmation Receipt

To have a confirmation sent to you upon completion of this transaction, provide an email address and confirmation below.

Email Address:

Confirm Email Address:

CC:

Separate multiple email addresses with a comma

Authorization and Disclosure

Required fields are indicated with a red asterisk *

I authorize a charge to my card account for the above amount in accordance with my card issuer agreement. *

Press the "Submit Payment" Button only once. Pressing the button more than once could result in multiple transactions.

Note: Please avoid navigating the site using your browser's Back Button - this may lead to incomplete data being transmitted and pages being loaded incorrectly. Please use the links provided whenever possible.



Types of Work

[Next >>](#)

[Save For Later](#)

These are the types of work available in claim registration. Click on a Type of Work listed below for more information about each type.

Literary Work

Work of the Visual Arts

Sound Recording

Work of the Performing Arts (includes music, lyrics, screenplays, etc.)

Motion Picture / Audio Visual Work

Mask Work

Single Serial Issue

Works that include more than one type of authorship.

[Click here](#) for information on what may be included on a single application.

Select "Type of Work" that you are registering.

* Type of Work:

Type of Work

Titles

Publication / Corr

Authors

Claimants

Limitation of Clair

Rights & Permiss

Correspondent

Mail Certificate

Special Handling

Certification

Review Submissi

Titles

[<< Back](#) [Next >>](#)

[Save For Later](#)

Give the title(s) exactly as it appears on the work. If there is no title, give an identifying phrase, or state "untitled".


To enter the title(s), click "New". After you enter the title, click "Save". Repeat this process for each additional title. When finished click "Next".

[New *](#)

To edit or delete a title, click the appropriate link in the list below. When the list is complete and correct, click "Next".

All Titles

1 - 1 of 1

Title of Work 

Type 

Edit

Delete

wamu.com website September 8, 2008

Title of work being registered



Case #: 1-198669081

Type of Case: Literary Work

Date Opened: 5/29/2009 11:48:20 AM



Title



Give only one Title and Title Type at a time on this screen; then click "Save".

Step 1: Click on "Title Type" to determine the type of title.

Step 2: Select the Title Type. You must select "Title of Work Being Registered" at least once.

Step 3: Enter the title from the work that corresponds to the Title Type you selected.

Step 4: When you have finished adding all titles, Click "Save" to save the title.

*Title Type: Title of work being registered

*Title of this work: wamu.com website September 8, 2008

Type of Work

Titles

Publication / Completion

Authors

Claimants

Limitation of Claim

Rights & Permissions

Correspondent

Mail Certificate

Special Handling

Certification

Review Submission

Case #: 1-198669081

Type of Case: Literary Work

Date Opened: 5/29/2009

Publication / Completion

<< Back ||| ||| Next >>

||| Save For Later |||

Published work?: Yes

* Nation of First Publication: United States

* Year of Completion (Year of Creation): 2008

YYYY International Standard Number Type:

* Date of First Publication 9/8/2008
[MM/DD/YYYY]:



International Standard Number:

If you have **Preregistered** your work under 17 U.S.C 408 (f) (and received a Preregistration number beginning with the PRE pre give the Preregistration Number here. Click [here](#) for further information about Preregistration.

Preregistration Number:

Click "Next" to proceed to the "Authors" screen.

Authors

[<< Back](#) [Next >>](#)

[Save For Later](#)

Name the author(s) of the work being registered, and give the requested information. Generally, the application should name all the authors of the authorship being registered.

Click "New" to add an author, or, if you are an author and your name appears in the User Profile for this account, click "Add Me".

[New *](#)

[Add Me](#)

After you enter the author information, click "Save". Repeat this process for each additional author.

To edit or delete an author, click the appropriate link in the list below. When the list is complete and correct, click "Next".

Authors

Name	Organization Name	Doing Business As	Work For Hire	Anonymous	Pseudonym	Edit	Delete
	Washington Mutual, Inc.		Yes	N			



Authors

Save Cancel

Privacy Act

Author's Name Give either an individual name OR an organization name, but not both. An author is a person who actually created the contribution, unless the contribution was "Made for hire" in which case the employer is the author. Either citizenship/domicile of the author is also required.

Individual author:

OR

Organization:

First Name: Middle Name: Last Name:

Organization Name: Washington Mutual, Inc.

Is this author's contribution a work made for hire?: Yes

* Citizenship: United States Help

Anonymous: Help

* Domicile: United States Help

Pseudonymous: Help

Doing Business as: Help

Pseudonym: Help

Year of Birth: YYYY

Year of Death: YYYY

- Type of Work
Titles
Publication / Comp
Authors
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Special Handling
Certification
Review Submissio

Case #: 1-198669081

Type of Case: Literary Work

Date Opened: 5/29/2009 11:48:20 AM

Form	Pay	Submit Work
------	-----	-------------

Authors

[Help](#)

Check the appropriate box(es) to indicate the author's contribution.

*** Author Created:**

Text [Help](#)
 Editing [Help](#)
 Photograph(s) [Help](#)
 Artwork [Help](#)
 Translation [Help](#)
 Compilation [Help](#)
 Computer Program [Help](#)

Other:

Type of Work

Titles

Publication / Completion

Authors

Claimants

Limitation of Claim

Rights & Permissions

Correspondent

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Special Handling

Certification

Review Submission

Case #: 1-198669081

Type of Case: Literary Work

Date Opened: 5/29/2009 11:48:20 AM

Claimants

[<< Back](#) [Next >>](#)

[Save For Later](#)

Please identify the copyright claimant(s) in this work. The author is the original copyright claimant. The claimant may also be a person or organization to whom copyright has been transferred.

To be named as a claimant by means of a transfer, a person or organization must own all rights under the U.S. copyright law.

In addition, a claimant must own the copyright in all the authorship covered by this registration.

Click "New" to add a claimant, or, if you are a claimant and your name appears in the User Profile for this account, click "Add Me" to add your name and address into the claimants list.



After you enter the claimant information, click "Save". Repeat this process for each additional claimant.

[New *](#)

[Add Me](#)

To edit or delete a claimant, click the appropriate link in the list below. When the list is complete and correct, click "Next".

Claimants

 1 - 1 of 1 

Name	Organization Name	DBA	Transfer Statement	Address
	Washington Mutual, Inc.			1301 Second Avenue, WMC 3601, Seattle, WA, 98101, United States

[Edit](#) [Delete](#)



Claimants

Help Save Cancel

Claimant's Name Give either an individual name OR an organization name, but not both. If there is a name that the claimant is doing business as (trading as, sole owner of, known as), give the name in "Doing Business As" field.

Individual Claimant:

* First Name:

Middle Name:

* Last Name:

Doing Business As:

* Address 1:

Address 2:

* City:

OR

Organization:

* Organization Name:

State:

Postal Code:

Country:

If any claimant is not an author, you must include a transfer statement showing how the claimant obtained the copyright.

Transfer Statement:

Transfer Statement Other:

Type o
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Publica
Author:
Claim
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Rights
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Review

Case #: 1-198669081

Type of Case: Literary Work

Date Opened: 5/29/2009



Limitation of Claim

[<< Back](#) [Next >>](#) [Help](#)

[Save For Later](#)

Complete this screen to limit your claim if this work contains or is based on previously registered material, previously published material, material in the public domain or material not owned by this claimant. The purpose of this section is to exclude such material from the claim and identify the new material upon which the present claim is based.

If your work does not contain any preexisting material, click Next to continue to the Rights and Permissions screen.

Type
Title:
Publ
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Material Excluded:

- Text
- Artwork
- Photographs
- Computer Program
- Other:

Previous Registration:

1st Prev. Reg. #:
Year:
2nd Prev. Reg. #:
Year:

New Material Included:

- Text
- Editing
- Artwork
- Translation
- Compilation
- Photographs
- Computer Program
- Other:

Case #: 1-198669081

Type of Case: Literary Work

Date Opened: 5/29/2009 11:48:20 AM



Rights & Permissions Contact

[<< Back](#) | [Next >>](#)

[Add Me](#) | [Save For Later](#)

- Type of Work
- Titles
- Publication
- Authors
- Claimants
- Limitation
- Rights &
- Correspon
- Mail Certi
- Special H
- Certificati
- Review S

This is the person authorized to grant permission to use this material.

Giving this information is optional. All information you give here will be included in the online registration record available on the internet.

Important: If you do not wish to have your email address and/or phone number in the online public record, do not include it below.

Individual:

First Name:	<input type="text"/>
Middle Name:	<input type="text"/>
Last Name:	<input type="text"/>
Email:	<input type="text"/>
Phone:	<input type="text"/>
Alternate Phone:	<input type="text"/>

Organization:

Organization Name:	<input type="text" value="Washington Mutual, Inc."/>
Address 1:	<input type="text" value="1301 Second Avenue"/>
Address 2:	<input type="text" value="WMC 3601"/>
City:	<input type="text" value="Seattle"/>
State:	<input type="text" value="WA"/>
Postal Code:	<input type="text" value="98101"/>
Country:	<input type="text" value="United States"/>

Case #: 1-198669081

Type of Case: Literary Work

Date Opened: 5/29/2009 11:48:20 AM



Correspondent

[<< Back](#) [Next >>](#)

[Add Me](#) [Save For Later](#)

This is the person the Copyright Office will contact if it has questions about this application.

Completion of the name, email address and correspondence address is mandatory.

Individual:

* First Name: Lynne

Middle Name: E.

* Last Name: Graybeal

* Email: pctrademarks@perkinscoie.com

Phone: (206) 359-8000

Alternate Phone:

Fax: (206) 359-9000

Organization:

Organization Name: Perkins Coie LLP

* Address 1: 1201 Third Avenue

Address 2: Suite 4800

* City: Seattle

State: WA

Postal Code: 98101

Country: United States

Type of Work

Titles

Publication / Completion

Authors

Claimants

Limitation of Claim

Rights & Permissions

Correspondent

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Special Handling

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Type of Case: Literary Work

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Mail Certificate

[<< Back](#) | [Next >>](#)

[Add Me](#) | [Save For Later](#)

This is the name and address to which the registration certificate should be mailed.

Individual:

* First Name:	<input type="text"/>
Middle Name:	<input type="text"/>
* Last Name:	<input type="text"/>
* Address 1:	Attn: Lynne E. Graybeal
Address 2:	1201 Third Ave., Ste. 4800
* City:	Seattle

Organization:

* Organization Name:	Perkins Cole LLP
* State:	WA
* Postal Code:	98101
Country:	United States

- Type of Work
- Titles
- Publication / Completion
- Authors
- Claimants
- Limitation of Claim
- Rights & Permissions
- Correspondent
- Mail Certificate
- Special Handling
- Certification
- Review Submission

Case #: 1-198669081

Type of Case: Literary Work

Date Opened: 5/29/2009

Special Handling (Additional fee will be charged)

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Complete this section only if you are applying for special handling of the case. The Application must be certified for Special Handling by the author/claimant of exclusive right(s), or by the authorized agent of any of the preceding.

Special Handling

*** Compelling Reason(s) (At least one must be selected)**

- Pending or prospective litigation
- Customs matters
- Contract or publishing deadlines that necessitate the expedited issuance of a certificate

*** I certify** that I am the author, copyright claimant of exclusive rights, or the authorized agent of the author, copyright claimant of exclusive rights of this work.

*** Explanation for Special Handling:**

This is the place to give any comments/instructions regarding special handling specific to this claim.

Claimant requests special handling of this application because Claimant is involved in litigation involving the work contained herein.
Claimant requires copyright registration for the work in connection with the litigation.



Certification

<< Back ||| ||| Next >>

||| Save For Later |||

Privacy Act

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The Application must be certified by the author, copyright claimant, or owner of exclusive right(s), or by the authorized agent of any of the preceding.

17 USC 506(e): Any person who knowingly makes a false representation of a material fact in the application for copyright registration provided by section 409, or in any written statement filed with the application, shall be fined not more than \$2500.

* I certify that I am the author, copyright claimant, or owner of exclusive rights, or the authorized agent of the author, copyright claimant, or owner of exclusive rights of this work and that the information given in this application is correct to the best of my knowledge.

* Name of certifying individual: Lynne E. Graybeal

Applicant's Internal Tracking Number (optional): 53000.6000.0001.US005

* I will submit my work by: (Check one box):

Upload electronic file:

Send By Mail:

Note to Copyright Office (Optional):

This is the place to give any comments specific to this claim, the application, or the deposit copy, if necessary:

Claimant's agent, Perkins Coie LLP (Rebecca Brezenoff, 202-628-6600), will hand deliver the deposit materials for this application, and will pick up the Certificate of Registration by hand from the U.S. Copyright Office.
Request for Special Relief: We request special relief to deposit the HTML code and screenshots taken as of the dates noted in the deposit copies.
The source code for the website (95%) is similar to the HTML code and screenshots that submitted as of the date of publication. Complete source

Taylor, Sarah J. (Perkins Coie)

From: paygovadmin@mail.doc.twai.gov
Sent: Friday, May 29, 2009 9:37 AM
To: Taylor, Sarah J. (Perkins Coie)
Subject: Pay.Gov Payment Confirmation

THIS IS AN AUTOMATED MESSAGE. PLEASE DO NOT REPLY.

Your transaction has been successfully completed.

Payment Summary

Application Name: Copyright Fee Services
Pay.gov Tracking ID: 24VGJJNN
Agency Tracking ID: 1-3AA6CR

Account Holder Name: Perkins Coie Accounts Payable
Transaction Type: Sale
Billing Address: 1201 Third Avenue
Billing Address 2: Suite 4800
City: Seattle
State/Province: WA
Zip/Postal Code: 98101
Country: USA
Card Type: Master Card
Card Number: *****4243
Payment Amount: \$720.00
Transaction Date: May 29, 2009 12:37:23 PM

My Cart

[Help](#) [Change Order](#)



[Pay - Deposit Acct](#) [Pay - Credit Card / ACH](#)






Your Contact Information

Name: Sarah Taylor
Organization Name:
Email Address: staylor@perkinscoie.com
Phone #: (206) 359-6219
Alternate Phone #:

Address: 1201 Third Avenue
City: Seattle
State: WA
Postal Code: 98101
Country:

Cases in Cart

 1 - 1 of 1 

Case # 	Status 	Opened 	Title 	Type of Case 	Fee Due
1-198669154	In-Cart	5/29/2009	wamu.com website September 24,...	Literary Work	720.00
Total Due:					\$720.00

Step 2: Authorize Payment

Payment Summary [Edit this information](#)

Address Information

Account Holder Perkins Coie
Name: Accounts Payable
Billing Address: 1201 Third Avenue
Billing Address 2: Suite 4800
City: Seattle
State / Province: WA
Zip / Postal Code: 98101
Country: USA

Account Information

Card Type: Master Card
Card Number: *****4243

Payment Information

Payment Amount: \$720.00
Transaction Date 05/29/2009 12:37
and Time: EDT

Email Confirmation Receipt

To have a confirmation sent to you upon completion of this transaction, provide an email address and confirmation below.

Email Address:

Confirm Email Address:

CC:

Separate multiple email addresses with a comma

Authorization and Disclosure

Required fields are indicated with a red asterisk *

I authorize a charge to my card account for the above amount in accordance with my card issuer agreement. *

Press the "Submit Payment" Button only once. Pressing the button more than once could result in multiple transactions.

Note: Please avoid navigating the site using your browser's Back Button - this may lead to incomplete data being transmitted and pages being loaded incorrectly. Please use the links provided whenever possible.



Types of Work

Next >>

Save For Later

These are the types of work available in claim registration. Click on a Type of Work listed below for more information about each type.

Literary Work

Work of the Visual Arts

Sound Recording

Work of the Performing Arts (includes music, lyrics, screenplays, etc.)

Motion Picture / Audio Visual Work

Mask Work

Single Serial Issue

Works that include more than one type of authorship.

Click here for information on what may be included on a single application.

Type of Work

Titles

Publication / Corr

Authors

Claimants

Limitation of Clair

Rights & Permiss

Correspondent

Mail Certificate

Special Handling

Certification

Review Submissi

Select "Type of Work" that you are registering.

* Type of Work:

Titles

[<< Back](#) [Next >>](#)

[Save For Later](#)


Give the title(s) exactly as it appears on the work. If there is no title, give an identifying phrase, or state "untitled".

To enter the title(s), click "New". After you enter the title, click "Save". Repeat this process for each additional title. When finished click "Next".

[New *](#)

To edit or delete a title, click the appropriate link in the list below. When the list is complete and correct, click "Next".

All Titles

Title of Work 

wamu.com website September 24, 2008

Type 

Title of work being registered

Edit

Delete





Title



Give only one Title and Title Type at a time on this screen; then click "Save".

Step 1: Click on "Title Type" to determine the type of title.

Step 2: Select the Title Type. You must select "Title of Work Being Registered" at least once.

Step 3: Enter the title from the work that corresponds to the Title Type you selected.

Step 4: When you have finished adding all titles, Click "Save" to save the title.

*Title Type:	Title of work being registered
*Title of this work:	wamu.com website September 24, 2008

Type of Work

Titles

Publication / Completion

Authors

Claimants

Limitation of Claim

Rights & Permissions

Correspondent

Mail Certificate

Special Handling

Certification

Review Submission

Case #: 1-198669154

Type of Case: Literary Work

Date Opened: 5/29/2009

Publication / Completion

<< Back ||| ||| Next >>

||| Save For Later |||

Published work?: Yes

* Nation of First Publication: United States

* Year of Completion (Year of Creation): 2008

International Standard Number Type:

* Date of First Publication: 9/24/2008
[MM/DD/YYYY]:

Help

International Standard Number:

If you have **Preregistered** your work under 17 U.S.C 408 (f) (and received a Preregistration number beginning with the PRE pre give the Preregistration Number here. Click [here](#) for further information about Preregistration.

Preregistration Number:

Click "Next" to proceed to the "Authors" screen.

Authors

[<< Back](#) [Next >>](#)

[Save For Later](#)

Name the author(s) of the work being registered, and give the requested information. Generally, the application should name all the authors of the authorship being registered.

Click "New" to add an author, or, if you are an author and your name appears in the User Profile for this account, click "Add Me".


[New *](#)

[Add Me](#)

After you enter the author information, click "Save". Repeat this process for each additional author.

To edit or delete an author, click the appropriate link in the list below. When the list is complete and correct, click "Next".

Authors

Name	Organization Name	Doing Business As	Work For Hire	Anonymous	Pseudonym	Edit	De
	Washington Mutual, Inc.		Yes	N			



Authors



Privacy Act

Author's Name Give either an individual name OR an organization name, but not both. An author is a person who actually created the contribution, unless the contribution was "Made for hire" in which case the employer is the author. Either citizenship/domicile of the author is also required.

Individual author:

OR

Organization:

First Name:
Middle Name:
Last Name:

Organization Name: Washington Mutual, Inc.

Is this author's contribution a work made for hire?: Yes

* Citizenship: United States Help

* Domicile: United States Help

Doing Business as: Help

Year of Birth: YYYY

Year of Death: YYYY

Anonymous: [checkbox] Help

Pseudonymous: [checkbox] Help

Pseudonym: [text box] Help

- Type of Work
Titles
Publication / Comp
Authors
Claimants
Limitation of Claim
Rights & Permissio
Correspondent
Mail Certificate
Special Handling
Certification
Review Submissio

Case #: 1-198669154

Type of Case: Literary Work

Date Opened: 5/29/2009 12:04:53 PM



Authors



Check the appropriate box(es) to indicate the author's contribution.

* Author Created:

- Text [Help](#) Editing [Help](#) Photograph(s) [Help](#) Artwork [Help](#)
- Translation [Help](#) Compilation [Help](#) Computer Program [Help](#)

Other:

- Type of Work
- Titles
- Publication / Completion
- Authors
- Claimants
- Limitation of Claim
- Rights & Permissions
- Correspondent
- Mail Certificate
- Special Handling
- Certification
- Review Submission

Case #: 1-198669154

Type of Case: Literary Work

Date Opened: 5/29/2009 12:04:53 PM

Claimants

[<< Back](#) [Next >>](#)

[Save For Later](#)

Please identify the copyright claimant(s) in this work. The author is the original copyright claimant. The claimant may also be a person or organization to whom copyright has been transferred.

To be named as a claimant by means of a transfer, a person or organization must own all rights under the U.S. copyright law.

In addition, a claimant must own the copyright in all the authorship covered by this registration.

Click "New" to add a claimant, or, if you are a claimant and your name appears in the User Profile for this account, click "Add Me" to add your name and address into the claimants list.

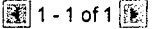

After you enter the claimant information, click "Save". Repeat this process for each additional claimant.



[New *](#)

[Add Me](#)

To edit or delete a claimant, click the appropriate link in the list below. When the list is complete and correct, click "Next".

Claimants

 1 - 1 of 1 

Name	Organization Name 	DBA 	Transfer Statement 	Address 	Edit	Delete
	Washington Mutual, Inc.					



Claimants

Help Save Cancel

Claimant's Name Give either an individual name OR an organization name, but not both. If there is a name that the claimant is doing business as (trading as, sole owner of, known as), give the name in "Doing Business As" field.

<p>Individual Claimant:</p> <p>* First Name: <input type="text"/></p> <p>Middle Name: <input type="text"/></p> <p>* Last Name: <input type="text"/></p> <p>Doing Business As: <input type="text"/></p> <p>* Address 1: <input type="text" value="1301 Second Avenue"/></p> <p>Address 2: <input type="text" value="WMC 3601"/></p> <p>* City: <input type="text" value="Seattle"/></p>	OR	<p>Organization:</p> <p>* Organization Name: <input type="text" value="Washington Mutual, Inc."/></p> <p>State: <input type="text" value="WA"/></p> <p>Postal Code: <input type="text" value="98101"/></p> <p>Country: <input type="text" value="United States"/></p>
---	----	--

If any claimant is not an author, you must include a transfer statement showing how the claimant obtained the copyright.

Transfer Statement:

Transfer Statement Other:

Type o
Titles
Publica
Author:
Claim
Limitat
Rights
Corres
Mail C
Specia
Certific
Review

Case #: 1-198669154

Type of Case: Literary Work

Date Opened: 5/29/2009



Limitation of Claim

[<< Back](#) [Next >>](#) [Help](#)

[Save For Later](#)

Complete this screen to limit your claim if this work contains or is based on previously registered material, previously published material, material in the public domain or material not owned by this claimant. The purpose of this section is to exclude such material from the claim and identify the new material upon which the present claim is based.

If your work does not contain any preexisting material, click Next to continue to the Rights and Permissions screen.

Type
Title:
Publ
Auth
Clair
Lim
Righ
Corr
Mail
Spec
Cert
Revi

Material Excluded:

- Text
- Artwork
- Photographs
- Computer Program

Other:

Previous Registration:

1st Prev. Reg. #:
Year:
2nd Prev. Reg. #:
Year:

New Material Included:

- Text
- Editing
- Artwork
- Translation
- Compilation
- Photographs
- Computer Program

Other:

Case #: 1-198669154

Type of Case: Literary Work

Date Opened: 5/29/2009 12:04:53 PM



Rights & Permissions Contact

<< Back ||| ||| Next >>

||| Add Me ||| ||| Save For Later |||

This is the person authorized to grant permission to use this material.

Giving this information is optional. All information you give here will be included in the online registration record available on the internet.

Important: If you do not wish to have your email address and/or phone number in the online public record, do not include it below.

Type of Work
Titles
Publication
Authors
Claimants
Limitation
Rights &
Correspondence
Mail Certification
Special Handling
Review Status

Individual:

First Name:

Middle Name:

Last Name:

Email:

Phone:

Alternate Phone:

Organization:

Organization Name:

Address 1:

Address 2:

City:

State:

Postal Code:

Country:

Case #: 1-198669154

Type of Case: Literary Work

Date Opened: 5/29/2009 12:04:53 PM



Correspondent

[<< Back](#) | [Next >>](#)

[Add Me](#) | [Save For Later](#)

This is the person the Copyright Office will contact if it has questions about this application.

Completion of the name, email address and correspondence address is mandatory.

Type of Work

Titles

Publication / Completion

Authors

Claimants

Limitation of Claim

Rights & Permissions

Correspondent

Mail Certificate

Special Handling

Certification

Review Submission

Individual:

* First Name: Lynne
Middle Name: E.
* Last Name: Graybeal

* Email: pctrademarks@perkinscoie.com

Phone: (206) 359-8000

Alternate Phone:

Fax: (206) 359-9000

Organization:

Organization Name: Perkins Cole LLP

* Address 1: 1201 Third Avenue

Address 2: Suite 4800

* City: Seattle

State: WA

Postal Code: 98101

Country: United States

Case #: 1-198669154

Type of Case: Literary Work

Date Opened: 5/29/2009 12:04:53 PM



Mail Certificate

[<< Back](#) | [Next >>](#)

[Add Me](#) | [Save For Later](#)

This is the name and address to which the registration certificate should be mailed.

Individual:

* First Name:	<input type="text"/>
Middle Name:	<input type="text"/>
* Last Name:	<input type="text"/>
* Address 1:	Attn: Lynne E. Graybeal
Address 2:	1201 Third Ave., Ste. 4800
* City:	Seattle

Organization:

* Organization Name:	Perkins Cole LLP
* State:	WA
* Postal Code:	98101
Country:	United States

Type of Work

Titles

Publication / Completion

Authors

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Review Submission

Case #: 1-198669154

Type of Case: Literary Work

Date Opened: 5/29/2009

Special Handling (Additional fee will be charged)

[<< Back](#) [Next >>](#) [Help](#) [Save For Later](#)

Complete this section only if you are applying for special handling of the case. The Application must be certified for Special Handling by the author/claimant of exclusive right(s), or by the authorized agent of any of the preceding.

Special Handling

* Compelling Reason(s) (At least one must be selected)

- Pending or prospective litigation
- Customs matters
- Contract or publishing deadlines that necessitate the expedited issuance of a certificate

* I certify that I am the author, copyright claimant of exclusive rights, or the authorized agent of the author, copyright claimant of exclusive rights of this work.

* Explanation for Special Handling:

This is the place to give any comments/instructions regarding special handling specific to this claim.

Claimant requests special handling of this application because Claimant is involved in litigation involving the work contained herein. Claimant requires copyright registration for the work in connection with the litigation.

Case #: 1-198669154

Type of Case: Literary Work

Date Opened: 5/29/2009



Certification

<< Back ||| ||| Next >>

||| Save For Later |||

Privacy Act

The Application must be certified by the author, copyright claimant, or owner of exclusive right(s), or by the authorized agent of any of the preceding.

17 USC 506(e): Any person who knowingly makes a false representation of a material fact in the application for copyright registration provided by section 409, or in any written statement filed with the application, shall be fined not more than \$2500.

* I certify that I am the author, copyright claimant, or owner of exclusive rights, or the authorized agent of the author, copyright claimant, or owner of exclusive rights of this work and that the information given in this application is correct to the best of my knowledge.

* Name of certifying individual: Lynne E. Graybeal

Applicant's Internal Tracking Number (optional): 53000.6000.0001.US006

* I will submit my work by: (Check one box):

Upload electronic file:

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Note to Copyright Office (Optional):

This is the place to give any comments specific to this claim, the application, or the deposit copy, if necessary:

Claimant's agent, Perkins Coie LLP (Rebecca Brezenoff, 202-628-6600), will hand deliver the deposit materials for this application, and will pick up the Certificate of Registration by hand from the U.S. Copyright Office.

Request for Special Relief: We request special relief to deposit the static version of the website as placed on CD Rom, the HTML code and

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

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	:	
<i>In re</i>	:	Chapter 11
	:	
WASHINGTON MUTUAL, INC., et al. ¹	:	Case No. 08-12229 (MFW)
	:	
Debtors.	:	Jointly Administered
-----	x	
	:	
JPMORGAN CHASE BANK, NATIONAL ASSOCIATION	:	Adversary Proceeding No. 09-50551
	:	
Plaintiff	:	
	:	
- against -	:	
	:	
WASHINGTON MUTUAL, INC. AND WMI INVESTMENT CORP.,	:	JURY TRIAL DEMANDED FOR COUNTERCLAIMS 15 – 18
	:	
Defendants for all claims,	:	
	:	
- and-	:	
	:	
FEDERAL DEPOSIT INSURANCE CORPORATION,	:	Re: Docket No. 1
	:	
Additional Defendant for Interpleader claim.	:	
-----	x	

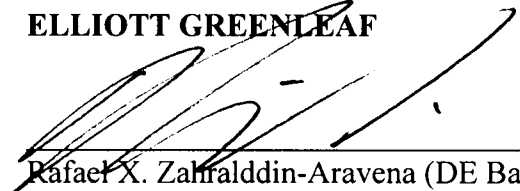
**CERTIFICATE OF SERVICE REGARDING
DEBTORS' ANSWER AND COUNTERCLAIMS IN
RESPONSE TO THE COMPLAINT OF JPMORGAN CHASE BANK, N.A.**

¹ The Debtors in these Chapter 11 cases and the last four digits of each Debtor's federal tax identification numbers are: (i) Washington Mutual, Inc. (3725) and (ii) WMI Investment Corp. (5395). The Debtors continue to share their principal offices with the employees of JPMorgan Chase located at 1301 Second Avenue, Seattle, Washington 98101.

I, Neil R. Lapinski, Esquire, Delaware counsel to Washington Mutual, Inc. and WMI Investment Corp., hereby certify that I caused copies of the Debtors' Answer and Counterclaims in Response to the Complaint of JPMorgan Chase Bank, N.A. to be served on May 29, 2009 to all Notice Parties via hand delivery on all local parties; and via U.S. First Class Mail upon the remaining parties listed on the attached service list.

Dated: May 29, 2009
Wilmington, Delaware

ELLIOTT GREENLEAF



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