

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

-----X  
In re: : Chapter 11  
: :  
WASHINGTON MUTUAL, INC., *et al.*<sup>1</sup> : Case No. 08-12229 (MFW)  
: Jointly Administered  
: :  
Debtor. :  
: Objection Date: June 29, 2009 at 4:00 p.m.  
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FIRST MONTHLY APPLICATION OF QUINN EMANUEL  
URQUHART OLIVER & HEDGES, LLP, AS SPECIAL LITIGATION AND  
CONFLICTS COUNSEL TO THE DEBTORS FOR ALLOWANCE OF COMPENSATION  
FOR SERVICES RENDERED AND FOR REIMBURSEMENT OF EXPENSES DURING  
THE PERIOD FROM APRIL 3, 2009 THROUGH APRIL 30, 2009

Name of applicant: Quinn Emanuel Urquhart Oliver & Hedges, LLP

Authorized to provide  
professional services to: Debtors

Date of retention: May 18, 2009 (nunc pro tunc to  
April 3, 2009)

Period for which compensation  
and reimbursement is sought: April 3, 2009 - April 30, 2009

Amount of compensation  
requested: \$853,305.50

Amount of expense  
reimbursement requested: \$17,755.31

This is a:  X  monthly   quarterly application.

This is the first monthly fee application filed by Quinn Emanuel Urquhart Oliver & Hedges, LLP  
in this case.

<sup>1</sup> 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.



**ATTACHMENT TO FIRST MONTHLY FEE APPLICATION OF QUINN EMANUEL  
URQUHART OLIVER & HEDGES, LLP, SPECIAL LITIGATION AND CONFLICTS  
COUNSEL TO THE DEBTORS**

**(APRIL 3, 2009 TO APRIL 30, 2009)**

NAME	POSITION; EXPERIENCE	HOURLY RATE	TOTAL HOURS	TOTAL COMPENSATION
Peter Calamari	Partner for 33 years; admitted in 1974	970.00	125.40	121,638.00
Michael B. Carlinsky	Partner for 12 years; admitted in 1990	970.00	73.30	71,101.00
Susheel Kirpalani	Partner for 8 years; admitted in 1995	860.00	83.60	71,896.00
Daniel Bromberg	Partner for 6 years; admitted in 1993	860.00	0.80	688.00
James Tecce	Partner effective Jan. 1, 2009; admitted in 1995	830.00	3.50	2,905.00
David L. Elsberg	Partner for 5 years; admitted in 1997	810.00	148.00	119,880.00
Deborah Brown	Partner effective Jan 1, 2009; admitted in 2003	730.00	76.00	55,480.00
Adam M. Abensohn	Of Counsel for 2 years; admitted in 1995	680.00	173.40	117,912.00
Daniel Holzman	Of Counsel for 1 year; admitted in 1998	680.00	0.20	136.00
Benjamin Finestone	Associate for 4 years; admitted in 2005	520.00	176.90	91,988.00
Jolie Apicella	Associate for 3 years; admitted in 2006	480.00	7.30	3,504.00
Harrison Denman	Associate for 3 years; admitted in 2006	480.00	97.40	46,752.00
Rebekah Parker	Associate for 3 years; admitted in 2008	480.00	46.80	22,464.00
Evan D. Parness	Associate for 2 years; admitted in 2008	420.00	89.60	37,632.00
Joseph Sarles	Associate for 2 years; admitted in 2007	420.00	12.30	5,166.00
Michael Longyear	Associate for 1 year; admitted in 2009	390.00	172.20	67,158.00
Olga M. Urbietta	Associate for 1 year; admitted in 2008	390.00	10.00	3,900.00
Christopher Clark	Attorney	320.00	4.80	1,536.00
Roy Nelson	Managing Clerk	295.00	1.40	413.00
Martine Lacroix	Paralegal	265.00	41.10	10,891.50
Sebastian Dinges	Litigation Support	265.00	1.00	265.00
<b>TOTAL</b>		<b>\$634.38 (Blended Rate)<sup>2</sup></b>	<b>1,345</b>	<b>\$853,305.50</b>

<sup>2</sup> The blended rate excluding paraprofessionals is \$646.74.

**SUMMARY TABLE OF SERVICES RENDERED DURING FIRST MONTHLY FEE  
PERIOD OF QUINN EMANUEL URQUHART OLIVER & HEDGES, LLP, SPECIAL  
LITIGATION AND CONFLICTS COUNSEL TO THE DEBTORS**

**(APRIL 3, 2009 TO APRIL 30, 2009)**

<b>ACTIVITY</b>	<b>HOURS</b>	<b>FEES</b>
Litigation	1,345.00	\$853,305.50
	<b>Total 1,345</b>	<b>\$853,305.50</b>

**SUMMARY BY CATEGORY TYPE OF DISBURSEMENTS BILLED DURING FIRST MONTHLY FEE PERIOD OF QUINN EMANUEL URQUHART OLIVER & HEDGES, LLP, SPECIAL LITIGATION AND CONFLICTS COUNSEL TO THE DEBTORS**

**(APRIL 3, 2009 TO APRIL 30, 2009)**

<b><u>Disbursements</u></b>	<b><u>Amount</u></b>
Client Meals	15.92
Color Printing	12.54
Express Mail	11.58
Lexis	3,255.90
Litigation Support Services	2,087.05
Local Travel	232.56
Outside Photocopy	910.53
Photocopying	463.95
Postage	0.42
Printing	1,899.60
Taxi	41.47
Telecopier	6.25
Westlaw	8,817.54
<b>Total</b>	<b>\$17,755.31</b>

**IN THE UNITED STATES BANKRUPTCY COURT  
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WASHINGTON MUTUAL, INC., *et al.*<sup>1</sup> : Case No. 08-12229-(MFW)  
: Jointly Administered  
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Debtors. :  
: **Objection Date: June 29, 2009 at 4:00 p.m.**  
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**FIRST MONTHLY APPLICATION OF QUINN EMANUEL URQUHART  
OLIVER & HEDGES, LLP, AS SPECIAL LITIGATION AND CONFLICTS  
COUNSEL TO THE DEBTORS FOR ALLOWANCE OF COMPENSATION FOR  
SERVICES RENDERED AND FOR REIMBURSEMENT OF EXPENSES DURING  
THE PERIOD FROM APRIL 3, 2009 THROUGH APRIL 30, 2009**

Quinn Emanuel Urquhart Oliver & Hedges, LLP ("Quinn Emanuel"), special litigation and conflicts counsel to the debtors, Washington Mutual Inc. and WMI Investment Corp. (the "Debtors"), hereby submits its application (the "Application") to this Court pursuant to sections 330 and 331 of chapter 11 of title 11 of the United States Code (the "Bankruptcy Code"), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), Local Rule 2016-2 of the Local Rules of Bankruptcy Practice and Procedure For United States Bankruptcy Court For the District of Delaware ("Local Rule No. 2016-2"), and the Administrative Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals Pursuant To Sections 331 and 105(a) of the Bankruptcy Code (the "Compensation Order"), entered on October 31, 2008 (Docket No. 204), seeking (i) interim allowance of compensation of \$853,305.50 for actual, reasonable and necessary

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<sup>1</sup> 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.

professional services rendered, (ii) payment of 80% of such compensation amount \$682,644.40 and (iii) interim allowance and payment of \$17,755.31 for 100% of actual, reasonable and necessary expenses incurred during the period from April 3, 2009 through April 30, 2009 (the "First Monthly Fee Period"), and represents as follows:

## I. INTRODUCTION

### A. Background

1. Bankruptcy Filing. On September 26, 2008, (the "Petition Date"), the Debtors filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code. The Debtors continue to operate its businesses and manage their property as debtors-in-possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

2. Jurisdiction. This Court has jurisdiction over this Application pursuant to 28 U.S.C. § 1334. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2). Venue of the Debtors' chapter 11 cases and this Application is proper under 28 U.S.C. §§ 1408 and 1409. The predicates for the relief sought herein are sections 330 and 331 of the Bankruptcy Code, Rule 2016 of the Bankruptcy Rules, Local Rule No. 2016-2, and the Compensation Order.

### B. Retention Of Quinn Emanuel And Billing History

3. On May 18, 2009, the Court authorized Quinn Emanuel's retention as special litigation and conflicts counsel to the Debtors nunc pro tunc to April 3, 2009, pursuant to the Order Under 11 U.S.C. 328 And 1103 And Fed. R. Bankr. P. 2014 And 5002 Authorizing Nunc Pro Tunc Retention And Employment Of Quinn Emanuel Urquhart Oliver & Hedges, LLP, As Special Litigation and Conflicts Counsel to the Debtors (Docket No. 1043) (the "Retention Order"). The Retention Order authorizes Quinn Emanuel to be compensated pursuant to the procedures set forth in

the Bankruptcy Code, the Bankruptcy Rules, the Local Bankruptcy Rules, and Orders of this Court, including the Compensation Order.

4. This Application is Quinn Emanuel's first monthly application for approval and allowance of compensation and reimbursement for expenses. Quinn Emanuel makes this monthly application for approval and allowance of compensation pursuant to sections 330 and 331 of the Bankruptcy Code, Bankruptcy Rule 2016, Local Rule No. 2016-2, and the Compensation Order. No prior application has been made to this or any other court for the relief requested herein, nor has payment been received by Quinn Emanuel for legal services provided to and on behalf of the Debtors, or for out-of-pocket expenses incurred in connection therewith.

5. Quinn Emanuel has not entered into any agreement, express or implied, with any other party for the purpose of fixing or sharing fees or other compensation to be paid for professional services rendered in these cases.

6. No promises have been received by Quinn Emanuel or any member thereof as to compensation in connection with these cases other than in accordance with the provisions of the Bankruptcy Code.

## **II. APPLICATION**

7. By this Application, Quinn Emanuel is seeking (a) allowance of reasonable compensation for actual and necessary professional services rendered by Quinn Emanuel, as special litigation and conflicts counsel to the Debtors during the First Monthly Fee Period, and (b) reimbursement of actual, reasonable and necessary expenses incurred by Quinn Emanuel in connection with such services during the First Monthly Fee Period.

8. Specifically, Quinn Emanuel seeks approval of the sum of \$853,305.50 for actual, reasonable and necessary legal services rendered on behalf of the Debtors during the First

Monthly Fee Period, and \$17,755.31 for reimbursement of all actual, reasonable and necessary expenses incurred in connection with the rendition of such services. The fees sought by the Application reflect an aggregate of 1,345 hours of attorney and other paraprofessional time spent and recorded in performing services for the Debtors during the First Monthly Fee Period, at a blended average hourly rate of \$634.38 for both professionals and paraprofessionals. The blended hourly rate for professionals only is \$646.74

9. Quinn Emanuel rendered to the Debtors all services for which compensation is sought solely in connection with these cases, in furtherance of the duties and functions of the Debtors.

10. Quinn Emanuel maintains written records of the time expended in the rendition of the professional services required by the Debtors. These records are maintained in the ordinary course of Quinn Emanuel's practice. In accordance with Local Rule 2016-2, attached hereto as part of the cover sheet is a billing summary for the First Monthly Fee Period, setting forth the name of each attorney and paraprofessional for whose work on these cases compensation is sought, each attorney's year of bar admission, the aggregate of the time expended by each such attorney and paraprofessional, the hourly billing rate for each such attorney and paraprofessional at Quinn Emanuel's current billing rates, and an indication of the individual amounts requested as part of the total amount of compensation requested. Also set forth in the billing summary is additional information indicating whether each attorney is a partner or associate, and how many years each attorney has held such position. The compensation requested by Quinn Emanuel is based on the customary compensation charged by comparably skilled practitioners in cases other than cases under the Bankruptcy Code.

11. Attached hereto as **Exhibit "A"** are time entry records broken down in tenths of an hour by project category, in accordance with the U.S. Trustee Guidelines and Local Rule 2016-



2, setting forth a detailed description of services performed by each attorney and paraprofessional on behalf of the Debtors.

12. Quinn Emanuel also maintains records of all actual and necessary expenses incurred in connection with the performance of professional services, a summary of which also is attached hereto as part of the cover sheet. The summary lists the amounts and categories of expenses for which reimbursement is sought. Attached hereto as **Exhibit "B"** is a summary of the expenses, including the date the expense was incurred and the charge.

### **III. SUMMARY OF PROFESSIONAL SERVICES RENDERED**

13. To provide an orderly and meaningful summary of the services rendered on behalf of the Debtors by Quinn Emanuel, in accordance with the U.S. Trustee Guidelines, Quinn Emanuel has established the following project billing categories in connection with these cases:

1. Fee Applications
2. Litigation
3. Case Administration
4. Court Hearings
5. Non-Working Travel

14. The following summary is intended to highlight a number of the services rendered by Quinn Emanuel where Quinn Emanuel expended a considerable number of hours on behalf of the Debtors. It is not meant to be a detailed description of all of the work performed by Quinn Emanuel during the First Monthly Fee Period. Detailed descriptions of the day-to-day services provided by Quinn Emanuel and the time expended performing such services in each project billing category are fully set forth in **Exhibit "A"** hereto. Such detailed descriptions show that Quinn Emanuel was heavily involved in the performance of services for the Debtors on a daily basis, including late night/early morning and weekend work, often under extreme time pressure to meet the needs of the Debtors in these cases.

A. **Litigation:** (Total Hours: 1,345; Total Fees: \$853,305.50)

15. ***Commencement Of Litigation With JPMC; Retention Of Quinn Emanuel:***

On March 20, 2009, the Debtors filed an action against the Federal Deposit Insurance Corporation ("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 the disallowance of their claims and also claiming ownership of Washington Mutual Bank ("WMB") assets.

16. On March 24, 2009, JP Morgan Chase Bank, N.A. ("JPMC") filed an adversary proceeding (the "JPMC Adversary Proceeding") against the Debtors captioned *JP Morgan Chase Bank, Nat'l Assoc. v. Washington Mutual, Inc. and WMI Investment Corp.*, Adv. No. 09-50551, concerning the proper ownership of specific WMB assets that JPMC alleges to have acquired from the FDIC.

17. On April 3, 2009, the Debtors retained Quinn Emanuel in connection with litigation against JPMC, including the JPMC Adversary Proceeding and the District Court Action. Since Quinn Emanuel's retention on April 3, 2009, Quinn Emanuel lawyers have dedicated extensive time to performing services on behalf of the Debtors in connection with the Debtors' various litigations with JPMC.

18. ***Board Presentation:*** During the First Monthly Fee Period, Quinn Emanuel attorneys prepared a comprehensive analysis of potential claims and defenses against JPMC. Ultimately, on April 13, 2009, Quinn Emanuel attorneys presented this analysis to Washington Mutual Inc.'s ("WMI") Board of Governors (the "Board Presentation"). In connection with the Board Presentation, and to fully understand the issues involved, Quinn Emanuel attorneys conducted extensive interviews of persons familiar with the transactions comprising the various disputes with

JPMC. Moreover, to avoid duplication and minimize the cost to the Debtors, Quinn Emanuel attorneys during the First Monthly Fee Period have been in constant contact with, and attended numerous strategy meetings with, the Debtors' primary bankruptcy counsel (Weil Gotshal & Manges LLP), as well as counsel for several key creditor constituencies. Moreover, in connection with the Board Presentation, Quinn Emanuel attorneys expended considerable effort reviewing and analyzing potential defenses and counterclaims against JPMC, including claims and defenses at issue in the JPMC Adversary Proceeding and the District Court Action. This analysis formed the foundation for the Debtors' answer and counterclaims against JPMC in the JPMC Adversary Proceeding, which Quinn Emanuel attorneys ultimately filed with the Bankruptcy Court on behalf of the Debtors on May 29, 2009.

19. ***District Court Action:*** In connection with the Board Presentation, Quinn Emanuel attorneys also prepared an exhaustive evaluation of the strengths and weaknesses of potential claims and defenses in the District Court Action. On March 30, 2009, JPMC filed the Motion to Intervene in the District of Columbia Action. Quinn Emanuel attorneys, on the Debtors' behalf, conducted extensive research and drafted a response in opposition to JPMC's motion to intervene that was ultimately filed on April 30, 2009. WMI argued that JPMC's intervention is precluded by the Bankruptcy Code and the FDI Act. In addition, JPMC's arguments rested on the false premise that WMI was seeking to divest JPMC's interests in assorted assets that JPMC claimed to have acquired from the FDIC through an asset purchase.

20. ***Turnover Action:*** Moreover, during the First Monthly Fee Period, Quinn Emanuel attorneys, on the Debtors' behalf, extensively researched potential claims and defenses related to JPMC's unlawful retention of over \$4 billion in deposit liabilities that JPMC owes the Debtors but refuses to pay (the "Deposits"). Ultimately, on April 27, 2009, Quinn Emanuel attorneys,

on the Debtors' behalf, commenced a separate adversary proceeding against JPMC seeking an order requiring JPMC to turnover the Deposits to the Debtors, which action is captioned *Washington Mutual, Inc. et al. v. JPMorgan Chase Bank, N.A.*, Adv. No. 09-50934, concerning (the "Turnover Action").

21. ***Rule 2004 Motion And Motion To Enlarge Time To Assert Counterclaims:***

Moreover, during the First Monthly Fee Period, Quinn Emanuel attorneys diligently researched and prepared a motion pursuant to Bankruptcy Rule 2004 (the "2004 Motion") seeking a court order permitting the Debtors to conduct an examination of JPMC to investigate potential claims against JPMC based on alleged misconduct that is the subject of a recently filed lawsuit pending in Texas federal court captioned, *American Nat'l Ins. Co., et al. v. JPMorgan Chase & Co., et al.* 3:09-cv-00044, (S.D. Tex. Feb. 16, 2009) (the "Texas Action"). In the Texas Action, stakeholders of WMI and WMB seek billions of dollars arising from JPMC's alleged misconduct leading up to its purchase of WMB's assets. JPMC's wrongful conduct, as alleged in the Texas Action, includes (i) engaging in sham negotiations designed to elicit confidential information from WMI and (ii) misusing and publicly leaking this confidential information to gain an unfair advantage in obtaining WMB's long-coveted assets. Given WMI's status as parent and ultimate stakeholder of WMB, it was incumbent upon the Debtors to investigate the foregoing, which if true, gives rise to myriad meritorious and highly valuable claims against JPMC that will inure to the benefit of the Debtors' estates and their creditors.

22. During the First Monthly Fee Period, Quinn Emanuel attorneys also researched and prepared a motion to enlarge the Debtors' deadline to assert counterclaims against JPMC in the JPMC Adversary Proceeding (the "Motion to Enlarge").

23. Ultimately, on May 1, 2009, Quinn Emanuel attorneys, on the debtors' behalf, filed both the 2004 Motion and the Motion to Enlarge. The Court held oral argument on May 20, 2009, and has not yet handed down a decision.

#### IV. FACTORS TO BE CONSIDERED IN AWARDING ATTORNEYS' FEES

24. The factors to be considered in awarding attorneys' fees have been enumerated in In re First Colonial Corporation of America, 544 F.2d 1291, 1298-99 (5th Cir. 1977), cert. denied, 431 U.S. 904, which standards have been adopted by most courts. See, e.g., In re Lan Assoc., 192 F.3d 109, 123 n.8 (3d Cir. 1999) (suggesting First Colonial factors apply to § 330 compensation requests); In re Busy Beaver Building Centers, Inc., 19 F.3d 833, 850 (3d Cir. 1994). Quinn Emanuel respectfully submits that a consideration of these factors should result in this Court's allowance of the full compensation sought.

- (1) The Time and Labor Required. The professional services rendered by Quinn Emanuel on behalf of the Debtors has required the continuous expenditure of substantial time and effort, under time pressures which routinely required the performance of services into the late evening/early morning and weekends. The services rendered required a high degree of professional competence and expertise.
- (2) The Novelty and Difficulty of Questions. Novel and complex issues have already arisen in the course of the Chapter 11 Cases, and it can be anticipated that other such issues will be encountered. In these cases, as in many others in which the firm is involved, Quinn Emanuel's advocacy and methodology have helped clarify and resolve difficult issues.
- (3) The Skill Requisite to Perform the Legal Services Properly. Quinn Emanuel believes that its recognized expertise in the area of bankruptcy related litigation and its methodology employed in these cases is beneficial to the Debtors.
- (4) The Preclusion of Other Employment by Applicant Due to Acceptance of the Case. The matters in which Quinn Emanuel's bankruptcy litigation practice group are involved need attention on a continuous basis and require many of Quinn Emanuel's attorneys to commit significant portions of their time to these cases.
- (5) The Customary Fee. The compensation sought herein is based upon Quinn Emanuel's normal hourly rates for services of this kind. Quinn Emanuel respectfully submits that the compensation sought herein is not unusual given the magnitude and complexity of these cases and the time dedicated to the representation of the Debtors. Such

compensation is commensurate with fees charged by other attorneys of comparable experience.

- (6) Whether the Fee is Fixed or Contingent. Quinn Emanuel charges customary hourly rates for the time expended by its attorneys and paraprofessionals in representing the Debtors and Quinn Emanuel's fee is not outcome dependent. Pursuant to sections 330 and 331 of the Bankruptcy Code, all fees sought by professionals retained under sections 327 or 1103 of the Bankruptcy Code are contingent pending final approval by the Court.
- (7) Time Limitation Imposed by Client or Other Circumstances. As stated above, Quinn Emanuel has been required to attend to various issues as they have arisen in these cases. Quinn Emanuel has had to routinely perform those services under significant time constraints requiring attorneys and other professionals assigned to these cases to work late evenings/early mornings, and on the weekends.
- (8) The Amount Involved and Results Obtained. The amount of time spent on various tasks has been judicious, and Quinn Emanuel believes that its efforts are benefiting the Debtors.
- (9) The Experience, Reputation and Ability of the Attorneys. Quinn Emanuel's attorneys involved in this representation have played a major role in numerous complex restructurings including, for example, the chapter 11 cases of Sem Group, L.P. et al., Solutia Inc. et al., Refco Inc., et al., and Enron Corp., et al. Quinn Emanuel's experience enables it to perform the services described herein competently and expeditiously.
- (10) The "Undesirability" of the Case. These cases have required a significant commitment of time from several of Quinn Emanuel's attorneys and other professionals.
- (11) Nature and Length of Professional Relationship. Quinn Emanuel was selected as special litigation and conflicts counsel to the Debtors on April 3, 2009, and was retained nunc pro tunc to that date pursuant to an order of this Court dated May 19, 2009.

## V. ALLOWANCE OF COMPENSATION

25. The professional services rendered by Quinn Emanuel have required a high degree of professional competence and expertise so that the numerous issues requiring evaluation and action by the Debtors could be addressed with skill and dispatch. It is respectfully submitted that the services rendered to the Debtors were performed efficiently, effectively and economically, and the actions taken to date have been in furtherance of the Debtors' interests.

26. The allowance of interim compensation for services rendered and reimbursement of expenses in bankruptcy cases is expressly provided for in section 331 of the Bankruptcy Code:

Any professional person . . . may apply to the court not more than once every 120 days after an order for relief in a case under this title, or more often if the court permits, for such compensation for services rendered . . . as is provided under section 330 of this title.

11 U.S.C. § 331. This Court has authorized the filing of this Application in the Compensation Order.

27. With respect to the level of compensation, section 330(a)(1) of the Bankruptcy Code provides, in pertinent part, that the Court may award to a professional person: "reasonable compensation for actual, necessary services rendered." Section 330(a)(3)(A), in turn, provides that:

[i]n determining the amount of reasonable compensation to be awarded, the court shall consider the nature, the extent, and the value of such services, taking into account all relevant factors, including -

- (A) the time spent on such services;
- (B) the rates charged for such services;
- (C) whether the services were necessary to the administration of, or beneficial at the time which the service was rendered toward the completion of, a case under this title;
- (D) whether the services were performed within a reasonable amount of time commensurate with the complexity, importance, and nature of the problem, issues or task addressed; and
- (E) whether the compensation is reasonable based on the customary compensation charged by comparably skilled practitioners in cases other than cases under this title.

11 U.S.C. § 330(a) (3) (A).

28. The congressional policy expressed in this statute is to provide for adequate compensation in order to continue to attract qualified and competent professionals to bankruptcy

cases. See In re Busy Beaver Building Centers, Inc., 19 F.3d 833, 850 (3d Cir. 1994) ("Congress rather clearly intended to provide sufficient economic incentive to lure competent bankruptcy specialists to practice in the bankruptcy courts") (citation and internal quotation marks omitted).

29. The total time spent by Quinn Emanuel attorneys and paraprofessionals during the First Monthly Fee Period was 1,345 hours, which services have a fair market value of \$853,305.50. As shown by this Application and supporting exhibits, Quinn Emanuel spent its time economically and without unnecessary duplication of time (or duplication of the efforts of the Debtors' other retained professionals). In addition, the work involved, and thus the time expended, was carefully assigned in light of the experience and expertise required for a particular task.

## VI. EXPENSES

30. Quinn Emanuel has expended the total amount \$17,755.31 in actual, reasonable and necessary expenses in connection with representing the Debtors during the First Monthly Fee Period. Quinn Emanuel maintains records of all actual and necessary expenses incurred in connection with the performance of professional services. A breakdown of expenses, including the date the expense was incurred and the charge, is annexed hereto as **Exhibit "B."**

31. In connection with the reimbursement of actual, reasonable and necessary expenses, it is Quinn Emanuel's policy to charge its clients in all areas of practice for expenses, other than fixed and routine overhead expenses, incurred in connection with representing its clients. The expenses charged to Quinn Emanuel's clients include, among other things, telephone and telecopier toll and other charges, mail and express mail charges, document word-processing charges, photocopying charges, out-of-town travel expenses, local transportation expenses, expenses for working meals, computerized research, transcription costs, as well as non-ordinary overhead expenses particularly attributable to an individual client or cases such as secretarial and other overtime.



32. Quinn Emanuel charges the Debtors' estates for these expenses at rates consistent with those charged to Quinn Emanuel's other bankruptcy clients, which rates are equal to or less than the rates charged by Quinn Emanuel to its non-bankruptcy clients. Quinn Emanuel seeks reimbursement from the estate at the following rates for the following expenses: (a) ten cents per page for photocopying; and (b) one dollar per page for out-going facsimiles. In accordance with section 330 of the Bankruptcy Code and with the U.S. Trustee Guidelines, Quinn Emanuel will seek reimbursement only for the actual cost of such expenses to Quinn Emanuel.

33. In providing or obtaining from third parties services which are reimbursable by clients, Quinn Emanuel does not include in such reimbursable amount any costs of investment, equipment or capital outlay, except that the reimbursable cost of photocopying and faxes includes a factor for the cost of equipment.

34. Quinn Emanuel regularly charges its non-bankruptcy clients for ordinary business hour fees and expenses for secretarial, library, word processing, and other staff services because such items are not included in the firm's overhead for the purpose of setting the billing rates. Quinn Emanuel has incurred, but has not charged, the Debtors' estate for any word processing or secretarial overtime charges.

35. Attorneys at Quinn Emanuel have not incurred expenses for luxury accommodations, deluxe meals or air travel in excess of coach fares. Throughout the First Monthly Fee Period, Quinn Emanuel has been keenly aware of cost considerations and has tried to minimize the expenses charged to the Debtors' estate.

## **VII. NOTICE**

36. Notice of this Application has been given to the following in accordance with the Compensation Order: (a) the United States Trustee, (b) the Debtors, and (c) the Creditors'

Committee. In addition, all parties eligible to receive electronic notice will receive notice of this Application. Quinn Emanuel submits that no further notice need be given in accordance with the Compensation Order.

**VIII. CONCLUSION**

**WHEREFORE**, Quinn Emanuel respectfully requests an award of compensation for professional services rendered as special litigation and conflicts counsel during the First Monthly Fee Period in the amount of \$853,305.50, together with reimbursement of \$17,755.31 for all actual, reasonable and necessary expenses incurred, and such other and further relief as is just.

Dated: Wilmington, Delaware  
June 8, 2009

**QUINN EMANUEL URQUHART OLIVER &  
HEDGES, LLP**



By \_\_\_\_\_

Susheel Kirpalani

51 Madison Avenue, 22nd Floor  
New York, New York 10010  
Telephone: (212) 849-7000  
Telecopier: (212) 849-7100

## **EXHIBIT A**

Date	Timekeeper	Description	Hours
04/03/09	AMA	Meeting with D. Elsberg re case background (.5); review complaints (2.6).	3.10
04/03/09	DLE	Kickoff conference call with client, P. Calamari, M. Carlinsky, S. Kirpalani to discuss immediate projects, including preparation of presentation to Board this week (.7); meet with A. Abensohn, M. Longyear, E. Parness (.4); review key documents to prepare for team call tomorrow (2.3); list/identify key issues for Board presentation (.7).	4.10
04/03/09	EP	Meeting with D. Elsberg, A. Abensohn, and M. Longyear to discuss background and upcoming presentation to WMI Board (.4); review complaints filed in District of District of Columbia, Delaware Bankruptcy Court, and Texas State Court and background materials and memos (1.0); prepare analysis of various jurisdictional and bankruptcy issues (3.1).	4.50
04/03/09	HLD	Emails with B. Rosen re QE retention issues and research re same (1.2); Emails with S. Kirpalani re next steps (.4); Emails with C. Clark and Weil re documents and coordinate related processing issues (1.8).	3.40
04/03/09	MBC	Review documents (1.2); prepare/meet to discuss strategy (.5); review complaint (.8).	2.50
04/03/09	MLX	Meet with PC, MBC, DE re: summary of status (.4); review Delaware complaint, D.C. complaint, and Galveston complaint (4.9).	5.30
04/03/09	PC	T.C C. Smith and R. Williams re: retention and staffing (1.0); create/structure litigation plan (.3); T.C. C. Smith re: projected work (.2).	1.50
04/03/09	SD	Prepare and assemble complaint for attorney review (1.0).	1.00
04/03/09	SK2	TC w/ B. Rosen re retention and next steps (.3); prepare for/attend conf. call w/ D. Elsberg, B. Rosen, C. Smith, R. Williams re protocol and staffing issues (.7) ; meeting w/ M. Carlinsky, P. Calamari, D. Elsberg re initial strategy and working groups (.5).	1.50
04/04/09	AMA	Research re jurisdiction as to pending litigation (5.1); research re possible additional causes of action (6.2).	11.30

Date	Timekeeper	Description	Hours
04/04/09	DLE	Teleconf S. Kirpalani re next steps and tasks for associate team (.6); draft task list for associate team, distribute to team, teleconf with team to discuss tasks and next steps (.8); follow up calls with team members to answer questions (.9); review and outline DE complaint, DC complaint, TX complaint, P&A Agreement (4.2); draft internal QE list of legal issues, fact issues, forum issues, strategy options (5.1).	11.60
04/04/09	EP	Morning Teleconferences with D. Elsberg to discuss background issues and case and beginning research topics concerning jurisdiction and bankruptcy issues (1.4); review and analyze complaint filed against JPMC in Texas state court (5.6); create rider for chronology (1.7); review and edit summary document created by A. Abensohn compiling summaries of memos and chronology of key events (.5).	9.20
04/04/09	MLX	Draft summaries of DE and DC complaints (6); draft cast of characters (1.4); conference calls with team re: same (.8); legal research re: jurisdiction; TX action (3).	11.20
04/04/09	PC	Continue review and revision of Board Presentation, comments from C. Smith, emails and telephone conferences Internal team, C. Smith and B. Rosen re: same, work on strategy re: response to JPMC Complaint (1.8); Further review Boli/Coli issues, emails D. Brown re: same (.3); Review Kasowitz Rule 2004 discovery request and emails re: same (.3); Emails re: documents on deposit issues (.3).	2.70
04/04/09	SK2	Review task list prepared by associates and complete same (.7); TC w/ D. Elsberg re overview of potential bankruptcy claims (.6).	1.30
04/05/09	AMA	Draft memo re case background (3.4); research re jurisdiction and claims (6.7); draft memo re same (2.7).	12.80
04/05/09	DLE	Teleconf client and Weil Gotshal re key issues and next steps (1.8); draft notes of call and circulate to QE team; revise issues and research list, circulate to QE team (.6); teleconf S. Kirpalani re key issues and strategy (.2); review binder of documents received from Weil (.4); confer associate team re research tasks being done today and re next steps (.4); revise chronology and summaries of contracts; review confidentiality agreement referenced in TX complaint (4.9).	8.30

Date	Timekeeper	Description	Hours
04/05/09	EP	Teleconferences to discuss tasks and review of memo (.5); review and analyze Purchase and Assumption Agreement between FDIC and JPMC and draft memo outlining same (1.3).	1.80
04/05/09	HLD	Draft/revise initial S. Kirpalani declaration, emails re same with QE team (3.4); review conflicts re same (3.1); coordinate processing of documents from Weil (.7).	7.20
04/05/09	MLX	Legal research re: jurisdictional issues, TX action and draft memoranda re: same (10.8); C.C. with E. Parness re: issues in same (1).	11.80
04/05/09	PC	Final review of Draft Board Presentation, review comments from B. Rosen and S. Kirpalani, emails re: same (2.2); review Turnover Complaint draft and comment (.5).	2.70
04/05/09	SK2	Review binder re WMI deposit claims vs. WMB and FSB (2.6); TC w/ D. Elsberg re tasks (.2); conf. call w/ B. Kastoris, P. Calamari, D. Elsberg, C. Smith, B. Rosen re litigation background and options (1.5).	4.30
04/06/09	AMA	Legal research (6.3); memo regarding assorted issues raised in pending complaints, including intervention, and jurisdiction (4.4).	10.70
04/06/09	BF1	T.c. re: litigation options (.5); legal research re: jurisdictional issues (4.5).	5.00
04/06/09	CC4	Draft/prepare email to team regarding timekeeper issues (.5) Review emails and memos regarding case background. (.7).	1.20
04/06/09	DKB	Review case background materials (1.1); meeting with Weil attorneys to discuss case background (5); prepare for and participate on call regarding recovery schedule (1.2); review emails (.7).	8.00

Date	Timekeeper	Description	Hours
04/06/09	DLE	Meet with Weil Gotshal re key issues (5.0); teleconf client and Weil re Recovery Analysis (participated in only a portion of the call) (.70); review draft chronology of facts and draft summaries of complaints (.7); review draft research memos on jurisdictional issues (.8); review materials received today from Weil Gotshal (1); outline possible topics and organization for Board presentation (.6); review decision issued today by federal court in Brooklyn staying case against WaMu based on FDIC stay and venue provisions, circulate same to QE team and to Weil (.3); teleconf re jurisdictional and venue questions (.4).	9.50
04/06/09	EP	Review confidentiality agreement between JPMC and WMI and draft memo highlighting key provisions (1.6); meeting with M. Longyear to discuss jurisdictional and venue research issues (.3); analysis of JPMC's motion to intervene in Delaware action (.2); conf. with M. Longyear regarding legal research (.3); research case law regarding elements of potential causes of action (2.2).	4.60
04/06/09	HLD	Review open case issues, coordinate and oversee binders and war room, confs with QE team re same (2.6); TCs/emails with Salpeika (Weil) re drafts of QE retention application and initial S. Kirpalani declaration (.6); Draft/revise same (3.9); review/revise summary chart for supplemental S. Kirpalani declaration (4.2).	11.30
04/06/09	JAA	Review complaints (1.5); research re:same (1.3); research on opposition to JP Morgan's Motion for Intervention (2.1); draft memo on opposition to motion to intervene (.9); read and summarize relevant caselaw re open statutory issues (.6).	6.40
04/06/09	MBC	Read relevant documents (1.2); telephone calls with team (.4); review memos re potential claims (1.6).	3.20
04/06/09	MLX	Meet with E. Parness re: research (.6); legal research and draft memoranda re: jurisdictional issues and issues re Texas action (9.8).	10.40



Date	Timekeeper	Description	Hours
04/06/09	PC	Review JPMC NDA (.3); Emails re: extension of time to file Motion to Intervene (.2); Prepare for/meeting at Weil to review background of deposit and tax refund issues (5.0); emails C. Smith re: strategy and misc. issues (.3); TC C. Smith, Goulding and Quinn Team re: recovery analysis (1); Emails re: scheduling creditor's counsel meeting (.2); review press coverage of other claims and complaints (.3).	7.30
04/06/09	RN	Emails to D. Elsberg regarding press release, review briefs regarding USDC-EDNY regarding Washington Mutual (.1); instructions to M. Martinez (.1); follow up brief to D. Elsberg (.1).	0.30
04/06/09	SK2	Attend meeting at Weil with A. Stochak. B. Rosen, M. Goldstein, P. Calamari, D. Brown, D. Elsberg re strategic considerations (3.5); attend conf. call w/ clients re status (.7); review documents supporting complaint pending against FDIC (2.2).	6.40
04/07/09	AMA	Research re claims and defenses (4.1); draft power point presentation for Board (5.1).	9.20
04/07/09	BF1	Finalize research on motion to withdraw reference and draft memo re: same (4.3); review DE and DC complaint (1.8); prepare presentation on analyses of claims (4.1).	10.20
04/07/09	CC4	Organize storage and reproduction of documents produced to date (1.0).	1.00
04/07/09	DKB	Prepare for and attend meeting with Weil regarding case background (4.3); confer with D. Elsberg regarding board presentation (.5); participate on conference call regarding ERISA issues (1.0); summarize notes from meeting with Weil (.9).	6.70
04/07/09	DLE	Meet at Weil to get download on key issues (4.3); confer with D. Brown re draft Board Presentation, prepare outline of topics re same (0.5); review notes from Weil download sessions, review materials received from Weil, outline open issue for follow up inquiries and research (2.3); review research and articles including jurisdictional issues (.8); review memo from Weil re jurisdictional issues (0.4).	8.30

Date	Timekeeper	Description	Hours
04/07/09	EP	Continue research on remedies (.4); correspondence with D. Elsberg , A.Abensohn, and M. Lacroix regarding maintenance of chron file for documents filed, as well as other key documents (. 4); research regarding timing of answer or motion to dismiss and timing of reply to JPMC's motion to intervene (1.5).	2.30
04/07/09	HLD	Draft/revise finalize QE retention application and initial S. Kirpalani declaration (4.1); TCs/emails with Salpeika (Weil) re finalizing and filing same (.7); Emails with C. Clark re binders and war room (.4); Review conflicts results for supplemental S. Kirpalani declaration (5.0); draft/revise summary chart of same, emails with S. Kirpalani and J. Tecce re same (1.9).	12.10
04/07/09	JAA	Review FDIC's proof of claims against WMI.	0.90
04/07/09	JCT	Review and revise retention application and declaration (.8); emails w/ S. Kirpalani and confs w/ H. Denman (.4).	1.20
04/07/09	MBC	Review materials (.3); participate on multiple calls (.4); review FDIC action (1.3).	2.00
04/07/09	ML4	Organize/process new matter folders.	0.90
04/07/09	MLX	Legal research re: jurisdiction, potential defenses (8.1); summarize DE complaint (1.3); prepare slides for presentation to board of directors (3).	12.40
04/07/09	PC	Attention to scheduling of Motion to Intervene (.2); Emails re: scheduling and conference calls (.2); Emails re: tax issue defense (.2); Review relevant caselaw (.2); Emails M. Carlinsky re: strategic alternatives (.2); work on outline for board prep, internal conference call re: same (1.8); T.C. C. Smith (.2); CC Goulding and others re: issues (.9); provide information for and review pro hac vice motions (.3).	4.20
04/07/09	SK2	Attend meeting at Weil with D. Elsberg, D. Brown, B. Rosen, A. Stochak, others re overview of claims and continue development of factual chronology, theories (4.5); outline possible litigation outcomes (1.9); review documentation in support of potential claims (2.7); review documents in support of potential claims (2.3).	11.40
04/08/09	AMA	Call with Weil re jurisdiction issues (.6); team meeting re case tasks (.5); revisions to board presentation (3.1); research re claims and defenses (3.1).	7.30

Date	Timekeeper	Description	Hours
04/08/09	BF1	Further drafting, revising strategy memo (2.4); review of Debtors (.7).	3.10
04/08/09	DKB	Review and revise presentation to board (2.6); team meeting regarding outstanding projects (.4); participate in conference call regarding tax issues (1.2); confer with D. Elsborg regarding board presentation (.6); revise board presentation (6.2).	11.00
04/08/09	DLE	Review recent court decision (0.2); confer with team re Board Presentation (0.8); prepare for and conduct weekly internal QE team meeting to review tasks and upcoming events and overview of case, draft list of immediate tasks to review with group (0.4); teleconf B. Pedersen re tax issues raised by JPMC complaint (1.0); revise team task and deadline list (0.3); draft and edit Board presentation, confer re same and give comments to D. Brown (2.1); review FDIC's papers in support of motion to transfer, and list related research tasks (0.4); teleconf Weil re related FDIC issues (0.6).	5.80
04/08/09	EP	Met with M. Lacroix regarding working group list and arranging chron of correspondence and filings (.3); review other confidentiality agreements (.4); team meeting to discuss various administrative tasks (.5).	1.20
04/08/09	MBC	Participate in team meetings via conference calls, review emails re same (2.0); review C. Smith memo re allegations (.4).	2.40
04/08/09	ML4	Meeting with E. Parness re case status (.3); Retrieve/upload pleadings on the S drive (1.6).	1.90
04/08/09	MLX	C.C. with Weil re: jurisdiction (.6); WMI team meeting (.4); review and revise slide presentation to board (2); legal research re: jurisdiction, procedure and claims issues (7.4).	10.40

Date	Timekeeper	Description	Hours
04/08/09	PC	Emails re: document retention notices (.2); Review FDIC Motion (.3); Review Weil draft response and emails re: same (.2); Review Weil memo on jurisdiction issues (.2); Review chronology prepared by Weil (.2); Meeting with Creditors Committee at Weil and prepare for same and emails re: same (3.5); Review letter from shareholder and emails re: possible response (.3); Review stipulation re: service on FDIC and emails re: same (.3 ); emails re: scheduling and tasks (.1); review documents re: potential claim and cc Pederson re: same (1.4).	6.70
04/08/09	RHP	Review draft complaint for turnover (.3).	0.30
04/08/09	SK2	Attend meeting at Akin with F. Hodara, R. Johnson, D. Simonds, P. Calamari, A. Scruton, Kasowitz firm, White & Case firm, B. Pfeiffer (Fried Frank) re division of responsibility, strategic litigation issues (2.2); follow up meeting w/ F. Hodara, R. Johnson, A. Scruton re issues (.5).	2.70
04/09/09	AMA	Call with Weil re document retention (.4); draft document retention notice (1.1); research re claims and defenses (4.1).	5.60
04/09/09	BF1	Research re: potential claim (2.8); revise slides re: (1.5).	4.30
04/09/09	DKB	Call with Adam Strochak regarding document collection (.4); confer with D. Elsberg and revise board presentation, reviewed legal issues re same (8.0).	8.40
04/09/09	DLE	Draft/revise Board presentation and confer with D. Brown re same (4.2); teleconf R. Williams, B. Rosen, C. Smith re status of case and next steps (1.1); analyze claims, review research from M. Longyear re same and discuss same with P. Calamari and emails re same with S. Kirpalani and M. Carlinsky (1).	6.30
04/09/09	EP	Research status of Texas action (0.8); review relevant procedural rules re same (1.4); research re FDIC's motion (1.3).	3.50
04/09/09	MBC	Status call with C. Smith, B. Rosen and others (.3); review memos re counterclaims (2.2).	2.50
04/09/09	ML4	Create tax related document binder for D. Brown (.6); Process/review correspondence and pleadings (1.2).	1.80

Date	Timekeeper	Description	Hours
04/09/09	MLX	Review and revise slide presentation to board presentation (1); legal research re: counterclaims, related legal issues and draft memo re: same (7.6).	8.60
04/09/09	PC	Emails re: meeting and conference schedules (.2); review C. Smith comments on JPMC Complaint (.5); TC B. Rosen re: open issues and attend meeting re: same (3.2); Routine status conference call (1.1); review various documents, JPMC information sharing agreement, stipulation for FDIC (.5); tc D. Elsberg and review memos and emails re: legal and fact research issues (1.7).	7.20
04/09/09	RHP	Research re tax refund and related issues.	3.70
04/10/09	AMA	Team meeting (.8); review board presentation (.9); research re FDIC claims and defenses (2.5).	4.20
04/10/09	BF1	Research/create/revise slide for Board presentation (1.7); review/edit current version of presentation (1.5); review of deposit account stipulation (1.5); attend team strategy meeting (.8); C.C. with D Elsberg, R Parker (.5); TC with D Elsberg re: turnover complaint (.5); TC with H Denman re: turnover complaint (.5).	7.00
04/10/09	CC4	Team conf. regarding status of action.	0.70
04/10/09	DKB	Revise board presentation (5.3); confer with D. Elsberg regarding same (1.4).	6.70
04/10/09	DLE	Confer with P. Calamari re draft Board Presentation (0.4); edit draft Board Presentation, confer re same with D. Brown and B. Finestone (3.1); meet with P. Calamari to discuss Board presentation and edits to draft, and revise draft (1.7); follow up meeting with B. Finestone re weekend projects; follow up meeting with B. Finestone re Turnover issues (1.8); receive/review comments from client re draft Board presentation, revise draft per client comments (1.7); review DE, TX and DC complaints and review client documents (2.5).	11.20
04/10/09	EP	Team meeting to discuss Board presentation, answer, counterclaims, and turnover proceeding (.8); review current draft of Board presentation (.3); research case law on potential claims (.5).	1.60

Date	Timekeeper	Description	Hours
04/10/09	HLD	Confs with QE team re case status and next steps (.8); conf with B. Finestone re 2004 and turnover issues (.5); legal research re turnover issues, emails re same with B. Finestone (1.8).	3.10
04/10/09	MBC	Review memos re legal issues and claims issues (1.2); review fact memos (.6); review and revise board presentation (1.7); meet with team for update on presentation (.8); prepare strategy for proposal to board, creditor group, confer to discuss same (1.8).	6.10
04/10/09	ML4	Meeting with WMI team (.8); coordinate/process WMI pleading binder (1.1).	1.90
04/10/09	MLX	Legal research re: counterclaims and memo re: same (3.5); team meeting re: strategy (.7).	4.20
04/10/09	PC	Review and revise Board Presentation and meetings re: same (2.9); Review documents related to Boli Coli/Rabbi Trust issue, conference D. Elsberg re: same (.9); Internal meetings re: strategy (1.8); emails re: scheduling and court calendar (.2); attention to organization of Answer to Complaint in Delaware and emails re: same (.9); review draft turnover papers and draft Rule 2004 discovery request (.5).	7.20
04/10/09	RHP	Research re potential claims issues (1.3); draft memo to file (.4); confer with team re strategic considerations and task list (1.0); confer with B. Finestone re turnover action (.5).	3.20
04/11/09	AMA	Revisions to Board presentation (5.3).	5.30
04/11/09	BF1	C.C. with D Elsberg re: counterclaims and turnover action strategy (.5); draft turnover complaint (7.3).	7.80
04/11/09	DKB	Review materials for board presentation (1.9).	1.90
04/11/09	DLE	Draft Board Presentation (3.8), multiple conference calls (1.1) and emails with QE team re same (2.9).	7.80
04/11/09	EP	Received update from A. Abensohn on status of Board presentation.	0.10
04/11/09	HLD	Review of turnover issues and relevant law (.6); legal research re same (3.2); draft memo summary of same (1.3).	5.10

Date	Timekeeper	Description	Hours
04/11/09	MBC	Conference calls (1.1); prepare board materials (.7); review memos re trust securities, deposits, legal issues (1.).	2.80
04/11/09	MLX	Legal research re: counterclaims (8.1); email to team re: same (1.1).	9.20
04/11/09	PC	Work on outline of tasks and email Quinn team and C. Smith re: same (1.8); Emails and telephone conferences Quinn team re: strategy (.4).	2.20
04/11/09	RHP	Draft memo to file re turnover claim for disputed tax refund (1.0); review and revise same (1.1); Review draft 2004 motion and document requests (.9).	3.00
04/12/09	AMA	Review/revise Board presentation; tc/emails re same.	8.20
04/12/09	BF1	Draft/revise turnover complaint.	4.10
04/12/09	DLE	Draft Board Presentation.	4.30
04/12/09	EP	Proofread and edit Board Presentation (1.6); review/draft 2004 discovery requests (.8).	2.40
04/12/09	HLD	Review rule 2004 issues with R. Parker (.5); review Texas complaint and summary of same (1.1); Prepare/revise rule 2004 motion re same (3.8).	5.40
04/12/09	MBC	Review and edit board presentation (.6); review memorandum re trust securities (.6).	1.20
04/12/09	MLX	Review and revise slides for WMI board presentation.	1.10
04/12/09	PC	T.C. C. Smith, R. Williams, W. Kosturos, B. Rosen and Quinn team re: status and background (1.8); Review various documents, draft turnover complaint, revise memo, recovery analysis, and research (1.6); reviewed emails and internal telephone conferences re: same (.7).	4.10
04/12/09	RHP	Confer with H. Denman re Rule 2004 requests (.4); review Galveston complaint and requests (1.4); review Rule 2004 draft requests (.5).	2.30
04/13/09	AMA	Revisions to board presentation (1.8); attend board presentation (1.8).	3.60
04/13/09	BF1	Revise turnover complaint in accord with team's comments (2.5); review final board presentation for crafting rule 2004 requests (1.1); begin draft rule 2004 motion (4.1).	7.70

Date	Timekeeper	Description	Hours
04/13/09	DKB	Review emails (1.5); team meeting to prepare for board presentation (1.6); participate on call with board (2.1).	5.20
04/13/09	DLE	Meeting with creditors groups at Akin Gump to discuss draft of Answer to JPMC's complaint (4.6); prep session with M. Carlinsky, P. Calamari and D. Brown to prepare for presentation to the WMI Board (1.6); attend telephonic presentation to the Board (1.6); draft Answer to JPMC's complaint (1.7); review draft turnover complaint, correspond re same with S. Kirpalani, M. Carlinsky, P. Calamari (0.4).	9.90
04/13/09	EP	Correspondence with D. Elsberg regarding Board Presentation (.1), review draft turnover complaint (.5); organize pleadings with M. Lacroix (.1); review/revise presentation to Washington Mutual Board (1.9).	2.60
04/13/09	HLD	Draft/revise 2004 motion (3.1); confs/emails with B. Finestone and R. Parker re same (.8); review Texas complaint and related summaries, board presentations for same (1.4); review draft turnover complaint and email comments re same (.5).	5.80
04/13/09	MBC	Prepare for and attend meeting at Akin to draft answer (5.1); prepare for board meeting; review issues; attend board meeting (2.).	7.10
04/13/09	ML4	Create pleadings binder for WMI team (2.2); retrieve/organize pdfs of pleadings (3.6).	5.80
04/13/09	MLX	Legal research re: potential counterclaims (4.9); review and revise answer (4.9).	9.80
04/13/09	PC	Review and revise Turnover Complaint and emails re: same (.8); Review Rule 2004 request from creditors (.3); final comments on Board Presentation (.8); Meeting at Akin Gump to draft Complaint (attend by conf. call) (4.2); TC C. Smith re: status (.2); Emails re: stipulation denying FDIC Intervention (.2); Internal prep meeting with Quinn team for Board Meeting and to discuss strategy (1.5); Review documents re: Purchase Agreement (.2); Presentation to Board (2.0); emails C. Smith re: next steps (.1).	10.30
04/13/09	RHP	Confer with H. Denman re 2004 requests (.3); confer with B. Finestone re same (.2); review turnover motion (.4); review Delaware action (.5); draft 2004 requests (1.8); review and revise Rule 2004 motions (.3).	3.50



Date	Timekeeper	Description	Hours
04/13/09	SK2	Revising complaint for turnover (2.5); confer w/ B. Finestone re comments (.7); review and finalize board of directors presentation (1.5); attend meeting at Akin to discuss draft Answer and strategy (2.8); TC w/ creditor re OTS issues (.8); prepare for call with board of directors (2.0); attend call with board, Weil, other QE attorneys to discuss status of review of claims and next steps (2.5).	12.80
04/14/09	AMA	Research re JPMC's motion to intervene (2.4).	2.40
04/14/09	BF1	Research re: 2004 motion (3.5); continue draft re same (6.6).	10.10
04/14/09	DLE	Search for and circulate press releases re open issues (0.7); status update call with R. Williams, Chad and others at WMI (0.8); teleconf creditors re litigation strategy going forward (0.5); draft Answer to JPMC's Delaware complaint (8.3); teleconf R. Johnson re draft Answer (0.2).	10.50
04/14/09	HLD	Emails with R. Parker re 2004 requests.	0.50
04/14/09	MBC	Review answer and provide comments (.5); weekly call and related emails (.6); review legal issues and related email to client and follow up call (2.4); review/revise 2004 papers (1.2); review research memos (1.0).	5.70
04/14/09	ML4	Create pleadings binder for DC action for WMI team.	2.40
04/14/09	MLX	Legal research re counterclaims (3.1); review and revise answer (8.8).	11.90
04/14/09	PC	Emails re: strategy issues (.2); review and comment on answer and emails re: same (.7); status conference call with WMI re: term sheet, emails re: same (.8); CC Aurelius re: same and numerous emails re: resulting strategy (1.8); emails re: FDIC deadline to file, document access from JPMC (.3).	3.80
04/14/09	RHP	Research re Rule 2004 requests (2.0); review adversary proceeding complaint (.5); review Washington DC complaint (.4); draft Rule 2004 requests (3.4); review and revise Rule 2004 motion (1.9).	8.20

Date	Timekeeper	Description	Hours
04/14/09	SK2	Corresp. w/ D. Elsberg, P. Calamari re issues raised by individual creditors on strategy (.8); TC w/ D. Gropper re same (.5); TC w/ B. Pfeiffer re same (.5); TC w/ V. Melwani re same (.4); attend "all hands" creditor counsel call re answer deadline (.8); confer w/ B. Rosen, P. Calamari re results of same (.9).	3.90
04/15/09	AMA	Revisions to Answer to Complaint (3.2); research re intervention (1.4); review draft pleadings (.7).	5.30
04/15/09	BF1	Revise answer (.5); research re same (2.1); draft, revise and expand Rule 2004 motion (4.8); draft emergency pleading re: counterclaim issues (3.7); review JPMC proofs of claim for answer (.6).	11.70
04/15/09	DLE	Draft Answer, including revisions based on comments received from QE team (8.2); confer re same (0.4).	8.60
04/15/09	EP	Review and edited answer in Delaware action.	1.10
04/15/09	HLD	TCs/emails with B. Finestone re retention status and related issues (.4); Emails with Greenleaf re same (.3); review revised 2004 motion and emails re same (.4).	1.10
04/15/09	MBC	Review revised answer (.7); review term sheet and motion re opp to intervene (1.0); multiple calls with clients, creditors and team (2.4); review revised 2004 papers and issues re the motion (.7).	4.80
04/15/09	ML4	Process/organize proof of claim exhibits from Weil and JPMC (5.7).	5.70
04/15/09	MLX	Review and revise answer (2.1); draft motion re: amending counterclaims (3.1).	5.20
04/15/09	PC	Review and revise answer to Complaint, emails and conference D. Elsberg and C. Smith re: same (3.2); emails re: term sheet (.3); emails re: strategy on counterclaims, CC C. Smith and B. Rosen re: same, CC Sullivan and Cromwell re: possible extension, emails Creditors' counsel re: same (1.1); emails re: retention of local counsel (.2); Review and revise Rule 2004 request and emails re: same (1.3); review Turnover Petition (.2).	6.30
04/16/09	AMA	Research re intervention opposition.	1.80

Date	Timekeeper	Description	Hours
04/16/09	BF1	Revise turnover complaint (2.5); C.C. with Committee counsel, S Kirpalani, H Denman re: counterclaims (.7); review of Creditors' Committee litigation theories (1.8); research tax issues (3.2); draft memo on same (4.8).	13.00
04/16/09	DKB	Prepare for and participate on tax update call with Curt Brouwer (.7); review document preservation notice and related emails (.6).	1.30
04/16/09	DLE	Revise Answer and collect comments on same (2.1); update conference call with R. Williams, B. Rosen and others (0.6); confer re document preservation (0.2); review draft opposition to motion to intervene (0.3); review turnover r draft and 2004 discovery draft (0.4).	3.60
04/16/09	EP	Correspond with M. Lacroix for chron file.	0.10
04/16/09	HLD	Attend conf call with B. Finestone with creditors committee re potential claims strategy (.7); review memo on claims re same (.4).	1.10
04/16/09	MBC	Weekly call (1.0); multiple emails to discuss strategy; including telephone calls (1.8); conference call with clients (1.5); calls with S&C (.2); review 2004 motion and issues (.50); review opp brief re intervene (.50); review turnover action (1.2).	6.70
04/16/09	ML4	Retrieve/organize proofs of claim received from JPMC and WMI (3.1); create pleadings binder for DC Action (2.8).	5.90
04/16/09	MLX	Review and revise answer (.6).	0.60
04/16/09	PC	Additional comments to answer, turnover and Rule 2004 drafts, circulate to creditors (1.8); draft Complaint against JPMC (.6); Routine conf. call re: status, stipulation re: time, strategy (.5); Review and comment on opposition to intervention motion, comments and emails re: same (1.0); Conf. call C. Brown re: tax issues, review memo on legal conclusions re: same (.8); Review term sheet, emails re: same and re: cover note (.3); emails re: scheduling various meetings and calls (.2); TC C. Smith, R. Williams re: answer and counterclaim deadlines, email creditors committee re: same (.7).	5.90

Date	Timekeeper	Description	Hours
04/16/09	SK2	Attend conf. call regarding litigation w/ P. Calamari, M. Carlinsky, C. Smith (1.1); attend conf. call w/ D. Simonds, others at Akin, B. Finestone re claims (.7); review TruPS documentation and chronology regarding issuance and purported contribution (3.5); attend call w/ C. Smith, M. Carlinsky, B. Rosen (1.5).	6.80
04/17/09	AMA	Attend team meeting re counterclaims (1.0); research re intervention (2.7); revisions to Answer (.8).	4.50
04/17/09	BF1	TC with M Carlinsky, P Calamari, D Elsberg, S Kirpalani, D Brown, A Abensohn re: counterclaims and answer (1); coordinate with N Lapinski re scheduling concerns (1.1); draft stip extending time to answer complaint and revise in accord with creditor comments (2.1); correspondence with S Kirpalani re: strategy issues (.3).	4.50
04/17/09	DKB	Team meeting regarding possible counterclaims and prepare same.	1.20
04/17/09	DLE	QE team meeting re draft claims, counterclaims and next steps (1.2); teleconf R. Johnson at Akin re Answer and counterclaims (0.3); review redacted FOIA documents (0.2).	1.70
04/17/09	HLD	Draft/revise research memo for QE team re claims (2.4); legal research re same (3.4); review/research filings and relevant documents for same (2.3).	8.10
04/17/09	MBC	Call re insurance claims (.50); meet with team re counterclaims; review issues re counterclaims; calls with Sullivan & Cromwell re stipulation; calls with creditors counsel (2.5).	3.00
04/17/09	ML4	Prepare research memo binders for team (4.1); update pleadings binder (3.8).	7.90
04/17/09	MLX	Legal research re: potential counterclaims.	4.80

Date	Timekeeper	Description	Hours
04/17/09	PC	Emails re: Motion to Amend Caption (.1); emails and TC's re: scheduling issues re: time to answer, counterclaim, review stipulation and revise (.8); internal conference re: strategy for counterclaim (.8); review pro hac vice applications (.1); emails re: FOIA request redactions (.2); emails re: scheduling on opposition to Motion to Intervene (.1); efforts to retain local counsel and emails re: same (.4); comments on answer and emails re: same (.4); emails re: D & O coverage (.4).	3.30
04/17/09	SK2	Review P&A Agreement (.9); draft talking points re same (.5); attend meeting w/ M. Carlinsky, D. Elsberg, D. Brown, A. Abensohn, B. Finestone re possible counterclaims (1.2); attend conf. call re insurance issues (.5); review policy language issues (.6).	3.70
04/18/09	EP	Research caselaw on potential claims.	0.50
04/18/09	PC	Emails re: comments to answer (.2); emails re: scheduling (.1); emails re: stipulation on time to answer (.3).	0.60
04/19/09	BF1	Revise turnover complaint further in accord with C Smith comments.	3.70
04/19/09	DLE	Review comments sent from C. Smith to P. Calamari re Answer and re turnover draft (.4).	0.40
04/19/09	PC	Comments on answer to complaint and emails re: same (.4); review C. Smith comments re: turnover proceeding and emails re: same (.3).	0.70
04/20/09	AMA	Research re claims (4.3); draft memo summarizing claims (2.8).	7.10
04/20/09	BF1	Revise 2004 motion in accord with internal comments (1.5); revise turnover complaint (2.1); coordinate with Elliot Greenleaf and JPMC DE counsel to file extension (1.7); t.c. with B Pfeifer re: timing of stipulation filing (.2); t.c. with R Johnson re: timing of stipulation filing (.1); draft counterclaims analyses (4.1).	9.70
04/20/09	DLE	Confer with P. Calamari re claims outline (0.5); prepare for meeting with client (1.8); correspond and teleconf with Weil re pro hac motions and ECF (0.2).	2.50
04/20/09	EP	Research additional caselaw on potential claims (1.0); draft sections of outline of potential counterclaims and factual basis for those claims (2.4).	3.40

Date	Timekeeper	Description	Hours
04/20/09	MBC	Review emails re issues; review list of claims (.5).	0.50
04/20/09	MLX	Legal research and draft summary of potential counterclaims (4.1).	4.10
04/20/09	PC	Emails re: 401k plan issue (.2); emails re: scheduling (.2); emails C. Smith, B. Finestone re: stipulation extending time (.3); review questions re: factual allegations in Complaint (.2); final review motion and emails re: same (.2); emails C. Smith, R. Williams re: status and scheduling, D. Elsberg re: outlining claims (.8); attention to pro hac applications, web registration (.2); comments on turnover action (.3).	2.40
04/20/09	RN	Emails regarding transcript; instructions to Mado Martinez/other (.2). Emails D. Elsberg /Peter regarding ECF in D.C./follow-up (.3).	0.50
04/20/09	SK2	TC w/ B. Pfeiffer (Fried Frank) re potential counterclaim issues (.5); review cases regarding contribution issues (1.5); review cases relating to potential setoff arguments (.9).	2.90
04/21/09	AMA	Call with Weil (.8); draft memo re JPMC's claims (5.3); draft memo re possible counterclaims (5.7).	11.80
04/21/09	BF1	C.C. with A Stochak, J Wine, Marshall @ Weil, A Abensohn, R Parker re: comments to various pleadings (1); C.C. with D Elsberg re: certain factual issues (.6); revise turnover complaint in accord with Weil, others' comments (4.5); counterclaims analyses ( 7.5); TC with R Parker re: assessment of JPMC claims (.9); t.c. with B Rothschild re: potential claim (.3).	14.80
04/21/09	DKB	Review D.C. and Delaware pleadings.	3.40
04/21/09	DLE	Prepare for meeting with client, review binder of documents and outline chronology re transfer of deposit funds (.7); confer with B. Finestone re same (0.6); teleconf Pepper Hamilton re FOIA requests to OTS and to FDIC, take and circulate notes re same and re next steps (0.4).	1.70
04/21/09	EP	Correspondence regarding FOIA requests to FDIC and OTS (.2); research regarding FOIA requests to FDIC and OTS (1.0).	1.20
04/21/09	HLD	Draft/revise supplemental S. Kirpalani declaration.	0.40

Date	Timekeeper	Description	Hours
04/21/09	MBC	Review and revise legal papers (1.2); prepare for client meeting (.50); review emails re numerous issues/strategies (1.0).	2.70
04/21/09	ML4	Create/circulate pleadings binder of TX action for team.	2.60
04/21/09	MLX	Legal research re: potential counterclaims (2.4); review and revise analysis memorandum of JPMC's claims and WMI's potential counterclaims (7.7).	10.10
04/21/09	PC	Emails and discussions with JPMC re: status, strategies and scheduling (.4); emails re: FOIA requests (.1); review and revise two drafts of Turnover Complaint (1.4); review issues for counterclaims and emails with D. Elsberg re: same (.2); review revisions to Answer and Rule 2004 requests (.4); attention to case assessment for board meeting, emails re: same, review same (.7); review notes from D. Logan interview, prepare for debrief session (.3).	3.50
04/21/09	RHP	TC with Weil, B. Finestone and A. Abensohn re counterclaims (.8); TC re: assessment of claims asserted in DE adversary proceeding (.9); review complaint (.5); research re turnover (1.0); draft memo to file re JPMC's claims in adversary proceeding (2.2); draft memo to file re WMI's counterclaims (1.8).	7.20
04/21/09	RN	Retrieve transcript (.1); instructions to M. Martinez (.2). DC ECF regarding D. Elsberg/P. Calamari (.1); Court notice re: 5/21 PC; Instructions to M. Martinez (.2).	0.60
04/21/09	SK2	Review chronology and underlying documents relative to seizure events (1.4); review next draft of turnover complaint (1.1).	2.50
04/22/09	AMA	Research re grounds to oppose intervention in DC Action (2.1), review proposed revisions to Answer (1.3); draft summary of claims and counter-claims (5.2).	8.60
04/22/09	BF1	TC with D Logan, S Smith, B Rosen, Q.E. team re: turnover complaint, rule 2004 and other litigation issues (4.9); C.C. with litigation team and Debtors re: same (1.7); email correspondence with D Logan re: turnover complaint (.3).	6.90
04/22/09	DKB	Prepare for and attend meetings at Weil (interview with Doreen Logan and update call) (7.0).	7.00

Date	Timekeeper	Description	Hours
04/22/09	DLE	Draft outline of documents and questions re deposits for interview with D. Logan (2.7); interview D. Logan (with C. Smith) and conference call re strategy with client, at Weil (7); draft follow up lists and emails to C. Smith, D. Logan and Weil requesting information and documents for court papers (0.5); review comments from creditors on draft pleadings (0.4).	10.60
04/22/09	EP	Draft FOIA requests (2.1); review Galveston complaint and propose 2004 requests (3.2).	5.30
04/22/09	HLD	Review/revise supplemental S. Kirpalani declaration (1.9); review claims memo/outline (.9).	2.80
04/22/09	MBC	Meeting at Weil with Doreen Logan; discuss numerous issues for turnover proceeding (3.2); board call; review handouts (1.2); emails re creditors' position on 2004/other (.50).	4.90
04/22/09	ML4	Organize JPMC proof of claim for B. Finestone.	0.80
04/22/09	MLX	Legal research re: opposition to JPMC's Motion to Intervene (4.4); review and revise comprehensive claims analysis memorandum (4.4).	8.80
04/22/09	OMU	Review complaints/outlines/assessments of case.	2.50
04/22/09	PC	Meeting at Weil re: review assessment of claims document, debrief Doreen Logan, Conf. call WMI re: status and strategy (7.0); follow up on meeting, organize S/J motion for turnover, research on tax issues; and emails D. Elsberg and team re: same (.8); review draft minutes of 4/13 meeting (.1).	7.90
04/22/09	RHP	Review strategic memos re claims and counterclaims in adversary proceeding (.7).	0.70
04/22/09	SK2	Attend portions of meeting w/ C. Smith, P. Calamari, B. Finestone, D. Brown, D. Elsberg, B. Rosen re interview w/ D. Logan and circumstances of deposits (1.5); attend general update/litigation strategy meeting (2.5); review cases and treatise re jurisdiction (3.6).	7.60
04/23/09	AMA	Call with client (1.0); team meeting (1.3); research and revise opposition to intervention motion (11.9).	14.20



Date	Timekeeper	Description	Hours
04/23/09	BF1	T.c. with D Elsberg re: turnover complaint (.4); litigation team strategy (1.5); review supplemental declaration and conflicts matters (.5); research and revise turnover complaint (3.9).	6.30
04/23/09	CC4	Attend group status meeting.	1.40
04/23/09	DKB	Review emails regarding draft pleadings (.3); team meeting regarding outstanding projects (1.4).	1.70
04/23/09	DLE	Review and give comments on draft turnover papers and teleconf B. Finestone re same (0.7); respond to P. Calamari's question re draft turnover, review draft for same (0.2); prepare for, and participate in, conference call with Board, along with M. Carlinsky (1.2); teleconf R. Williams and others re communication with creditors' group about draft papers (0.8); draft/revise communication to creditors re planned path forward; circulate same to team (0.5); outline list of tasks and circulate to QE partners; team meeting re task list and next steps, follow up meeting re same with E. Parness (1.5); Research facts and review documents for, and start outlining draft of, affidavit of D. Logan re deposits (2); correspond with T. McTaggart re FOIA requests that were done previously and review documents from T. McTaggart re same (0.3).	7.20
04/23/09	EP	Summarize JPMC's claims and WMI's potential Counterclaims and assessment of outcome (5.4); team meeting to discuss potential causes of action (1.4); meeting with D. Elsberg to discuss fact-gathering (.2); preliminary review of FOIA requests Pepper Hamilton served on FDIC and OTS (.2).	7.20
04/23/09	HLD	Draft/revise motion to compel re: deposits (1.3); research re same (.4); conf with QE team re status of all issues (1.4); Draft/revise supplemental S. Kirpalani declaration (.8); emails with QE team re revisions to same (.3).	4.20
04/23/09	JCT	Review and revise S. Kirpalani declaration.	1.00
04/23/09	MBC	Prepare for/attend weekly call (1.3); attend turnover conference call and review draft of related memo (1.5); review emails re issues with creditors; prepare responses on various issues (1.1).	3.90
04/23/09	ML4	Update WMI team's research memo binder.	1.40

Date	Timekeeper	Description	Hours
04/23/09	MLX	Meet with WMI team re: tasks/strategy going forward (1.3); C.C. with Weil team re: opposition to motion to intervene (.6); legal research re: opposition to motion to intervene (6); review and revise opposition motion to intervene (5.9).	13.80
04/23/09	PC	Emails re: status, timing and scheduling various tasks (.5); Review comments from Creditors on answer, turnover complaint (1.1); prepare for Board Meeting, review agenda, prepare outline for presentation and telephonic participation in Board Meeting (2.5); TC with R. Williams, B. Rosen and Internal Team re: strategy plan, TC M. Carlinsky re: same (.6); TC with R. Williams and B. Rosen re: strategy (.3); revise note for creditors committee on turnover proceeding and numerous emails re: same (.6); emails re: FOIA requests (.2).	5.80
04/23/09	RHP	Review and revise Rule 2004 motion and requests (1.4); Confer with team re claims and counterclaims against JPMC (1.3).	2.70
04/23/09	SK2	TC w/ D. Gropper (Aurelius) re comments to turnover draft (.7); TC w/ J. Pike re same (.3); conf. call w/ C. Smith, R. Williams re turnover complaint, strategy (1.8); meeting w/ D. Elsberg, D. Brown, B. Finestone, others re division and status of tasks for JPMC actions (1.5).	4.30
04/24/09	AMA	Revisions to opposition to motion to compel (.4), review case correspondence (.5).	0.90
04/24/09	BF1	T.c. with H Denman re: registry funds (.3); review and comment upon opposition to motion to intervene (1.4); C.C. with D Elsberg and D Logan re: deposit issues (.6); summarize notes from call (.5); revise turnover complaint (2.8); t.c. N Lapinski re: filing administration (.2); t.c. with B Pfeifer re: strategy issues (.2).	6.00
04/24/09	DKB	Review tax background materials, legal memos and related documents.	5.20
04/24/09	DLE	Review, highlight and outline documents in Weil's Deposit Materials binder (2.3); synthesize with notes from D. Logan interviews and with notes from teleconf's with Weil and C. Smith (1.1); create outline of affidavit of D. Logan and list of follow up questions (1.4).	4.80

Date	Timekeeper	Description	Hours
04/24/09	EP	Review documents for potential FOIA requests (.5); review elements of potential claims and related facts (4.1).	4.60
04/24/09	HLD	Draft/revise motion (1.1); research re motion to compel (1.9); Email summaries with S. Kirpalani and confer with B. Finestone re same (.3); Revise supplemental S. Kirpalani declaration (.8); TCs/emails with Salpeika (Weil) re same (.3).	4.40
04/24/09	JCT	Review and revise retention application.	1.00
04/24/09	MBC	Read opp to MTN to intervene (1.0); read emails from creditors/Weil (.50).	1.50
04/24/09	ML4	Prepare working group list for WMI team (2.1).	2.10
04/24/09	MLX	Legal research re: counterclaims and draft presentation slides re: same.	5.10
04/24/09	PC	Emails re: Turnover proceeding, TC B. Feifer re: same, update for R. Williams on comments from creditors, comments from D. Logan, comments and response from G. Stanman (2.1); Review opposition of Texas plaintiffs (.3); Review and comment on opposition to motion to intervene, review and send out revised version (1.0); emails re: potential claim, concerns re: issues with FDIC, strategy re: Rule 2004 discovery (.7); emails re: proposed exchange of tax information (.2).	4.30
04/25/09	BF1	Revise turnover complaint in accord with creditors' comments (3.6); review WMI standards (.4); correspond with D Logan re: various exhibits to turnover complaint (.3); email correspondence with Q.E. team re: litigation strategy (.5).	4.80
04/25/09	EP	Researched elements for potential claims and analyzed facts in support of claims (4.9); review documents to develop facts in support of claims (.3).	5.20
04/25/09	MLX	Legal research re: claims and potential counterclaims.	4.90
04/25/09	PC	Attention to comments from R. Johnson re: turnover Complaint and emails re: same (.3).	0.30
04/26/09	AMA	Review turn-over complaint (.7), outline summary judgment motion (1.6).	2.30
04/26/09	BF1	Revise turnover complaint (5.0); respond to further creditor comment and revise pleading in accord (1.8).	6.80

Date	Timekeeper	Description	Hours
04/26/09	DLE	Edit outline of chronology and of D. Logan affidavit, review additional documents for same (1.8).	1.80
04/26/09	EP	Review documents re claims.	1.10
04/26/09	PC	Numerous emails re: Turnover Complaint, proposed changes and possible calls with creditors re: same, review current drafts of Turnover Complaint and changes to same (1.3); TC C. Smith re: strategy (.5).	1.80
04/27/09	AMA	Research in support of summary judgment on turn-over complaint.	4.20
04/27/09	BF1	Revise turnover complaint (5.8); t.c. with B Pfeifer re: same (.2); t.c. with G Starner (.2); t.c. with B Pfeifer re: account stipulation (.3); t.c. with A Stochak re: account stipulation (.1); t.c. with G Starner re: various comments (.3); research re: automatic stay claim (1.1); administrative filing of complaint against JPMC for turnover (.9).	8.90
04/27/09	DLE	Draft affidavit of D. Logan (4.1); confer with J. Sarles and E. Parness re key legal issues and re their questions about legal research (0.3).	4.40
04/27/09	EP	Review documents in support of potential claims (.6); research elements of potential claims (6.4); correspondence with J. Sarles re: potential claims; (.3); research related facts (1.8).	9.10
04/27/09	HLD	Draft/revise motion to enlarge counterclaim deadline (2.8); emails/confs with QE team re same (.4); legal research re possible arguments in same (2.2).	5.40
04/27/09	JCS	Confer with E. Parness and D. Elsberg re research of potential claims (.3); research re same (3.6).	3.90
04/27/09	MBC	Review and finalize papers for turnover (.70); review 2004 request papers (.50); emails re issues and emails with creditors (1.2).	2.40

Date	Timekeeper	Description	Hours
04/27/09	PC	Attention to Turnover Complaint, emails re: revised drafts, TC G. Stamer re: same (3.1); TC T. Califano and B. Smith re: Turnover Complaint, TC C. Smith re: same, emails creditors counsel and C. Smith re: same (.4); Attention to filing Complaint, emails re: local counsel (.8); emails A. Siegel and C. Smith re: strategy, TC R. Williams re: same (1.1); Attention to Term Sheet, TC B. Pfeiffer and other creditors counsel, C. Smith, B. Kastourus and B. Rosen re: same (1.1); Discussion and emails re: possible motion re funds (.3); Review and circulate latest 2004 and emails re: same (.4); Conf. Call C. Brouner and C. Smith re: tax discussions and possible confidentiality stipulation (.6).	7.80
04/27/09	RHP	Review and revise Rule 2004 (.3); review and revise motion to extend time (1.2).	1.50
04/27/09	SK2	Conf. call w/ B. Rosen, B. Pfeiffer, V. Melwani (1.0); conf. call w/ J. Pike, M. Kronfeld re comments to turnover action (.2); revise draft complaint to incorporate same (.5); review of turnover complaint (1.1); research counterclaims (3.4).	6.20
04/28/09	AMA	Review bank documents and correspondence re deposit accounts (1.6), research re summary judgment in support of turn-over complaint (4.1); draft summary judgment motion (2.0).	7.70
04/28/09	BF1	Revise rule 2004 motion (2.1); t.c. re: setoff and mutuality issues (.5); revise rule 2004 motion (1.5); review draft Logan affidavit (.9); t.c. re: deposits and setoff issues (.4).	5.40
04/28/09	CC4	Review emails regarding status of litigation and updates.	0.50
04/28/09	DKB	Review emails regarding complaint (.7); call with Curt Brouwer regarding tax issues (1.3); call with Curt Brouwer and A&M team regarding tax issues (1.0); draft summary of tax call and related issues (1.9).	4.90
04/28/09	DLE	Review and give comments on motion seeking extension of time to plead counterclaims (.3).	0.30
04/28/09	EP	Research facts in support of claims (2.3); update memo outlining causes of action (3.2); begin slides for PowerPoint regarding causes of action and potential defenses (2.1).	7.60

Date	Timekeeper	Description	Hours
04/28/09	HLD	Draft/revise motion to enlarge counterclaim deadline (4.1); legal research re same (3.4); Emails/TCs with QE team re same (.5); Emails/TCs with R. Parker re revisions to same (.5); Draft/revise supplemental S. Kirpalani declaration (.6); Emails with QE team and Salpeika (Weil) re same (.3).	9.40
04/28/09	JCS	Research re potential claims and email with E. Parness re same.	4.70
04/28/09	JCT	Review revised disclosure affidavit for filing.	0.30
04/28/09	MBC	Review and revise Rule 2004 request (1.0); telephone call with Siegel and others re issues (.80); weekly conference call (.70); other calls; review issues re Akin letter (.70); review motion to enlarge (.40).	3.60
04/28/09	MLX	Coordinate slide presentation and email re: same (.3).	0.30
04/28/09	PC	Review news articles re: class action issue (.1); Review 2004 and comments, circulate same, and emails re: same (1.1); Review opp. to motion to intervene and comment, circulate same and emails re: same (.8); Review news reports on deposits, TC Bankruptcy law reporter, New York Post Reporter, emails from A. Siegel re: same (1); Numerous emails and Conf. call C. Smith, R. Williams and B. Rosen re: letter to Board (.9); Emails re: tax claim issues (.2).	4.10
04/28/09	RHP	Review and revise Rule 2004 motion (2.4); review and revise motion to extend time (1.9); TC with H. Denman re same (.5); research re Rule 2004 motion(1.0).	5.80
04/28/09	SK2	Revising draft Rule 2004 motion and revising draft motion to enlarge (.8); research cases/treatises re same (1.0).	1.80
04/29/09	AMA	Call with Doreen Logan (1.6); revisions to Logan Affidavit (1.4); revisions to Intervention Opposition (.8); draft Summary Judgment Motion (5.9).	9.70
04/29/09	BF1	T.c. re: tax setoff issues (.4); t.c. re: turnover summary judgment (.5); t.c. with B Pfeiffer rule 2004 strategy (.3); email correspondence with R Johnson re: 2004 strategy (.2); revise 2004 motion (3.4); TC with P Calamari re: 2004 motion (.2); TC with O Urbietta re: claim research issues (.4); TC with R Parker re: 2004 motion and prep for same (.8).	6.20

Date	Timekeeper	Description	Hours
04/29/09	DKB	Review draft motion to enlarge time to assert counterclaims (.6); call with Curt Brouwer (.5); review entity structure issues (.5).	1.60
04/29/09	EP	Analyze potential causes of action (6); phone call with J. Sarles to discuss research into potential claims (.3); edit 2004 requests (.3).	6.60
04/29/09	HLD	Draft/revise motion to enlarge counterclaim deadline per QE team comments (3.9); research re same (1.7); emails with B. Finestone and creditors re same (.3).	5.90
04/29/09	JCS	Call with E. Parness re research of potential claims (.3); research re same (3.1); draft summary memo of research (.3).	3.70
04/29/09	MBC	Review 2004 revised papers; review emails re 2004 (.80); review motion to intervene by Creditors (.3); discussions re strategy and options (.4).	1.50
04/29/09	MLX	Review and revise opposition brief to JPMC's motion to intervene in DC action (.7).	0.70
04/29/09	OMU	Discuss research with B. Finestone (.4); Research re 2004 issues (.6).	1.00
04/29/09	PC	Review and revise drafts of motion to expand time (.8); conf. call and emails R. Williams, C. Smith and B. Rosen re: Letter from Committee re: claims and strategy (.9); Emails A. Seigel re: timing of filing (.3); review changes to motion to intervene and circulate (.3); review changes proposed by B. Pfeifer to Rule 2004 application and emails re: same, TC L. Shenkman re: same, review revised drafts of same, conf. B. Finestone re: same (1.0); review and comment on motion to extend time (.8); review credit committee motion to intervene and numerous emails re: same (.4); emails re: tax issues, TC C. Smith re: document production agreement and draft agreement re:same (.4).	4.90
04/29/09	RHP	Review and revise Rule 2004 Motion (1.1); OC with B. Finestone re same (.4).	1.50
04/30/09	AMA	Calls with client re prep of affidavit re deposit accounts (1.0); revisions to intervention opposition (4.6); researching and draft summary judgment motion (6.0).	11.60

Date	Timekeeper	Description	Hours
04/30/09	BF1	Capital structure review (1.9); prepare/analyze counterclaim (3.7); review Committee comments to 2004 motion (.9); additional research re counterclaim issues (2.4).	8.90
04/30/09	DH3	Email S. Kirpalani regarding board.	0.20
04/30/09	DHB	Review opposition to motion to intervene.	0.80
04/30/09	DKB	Review emails regarding affidavits for possible summary judgment motion (.4); review opposition to motion to intervene (1.4).	1.80
04/30/09	DLE	Interviews of C. Smith re transfer, draft notes and outline of same (1.6); revise D. Logan affidavit and review additional documents received from D. Logan as potential exhibits for affidavit (0.80); review draft slides and outline re potential claims and counterclaims (0.4).	2.80
04/30/09	EP	Review J. Sarles' research related to viability of causes of action (2); edit slides to reflect J. Sarles' additional research and further research potential claims (1.5); correspondence with D. Elsberg and R. Parker regarding research into causes of action (.3); research jurisdictional issues (.2); fact gathering in support of claims (.6).	2.80
04/30/09	HLD	Review revisions to 2004 motion and emails re same with QE team and creditors (.7).	0.70
04/30/09	MBC	Conference call with client and others (1.5); Telephone conference with Sullivan & Cromwell re 2004 (.3); Review 2004 papers for filing (.5).	2.30
04/30/09	MLX	Review and revise opposition brief to JPMC's motion to intervene (6.8); draft papers to opposition brief (.7).	7.50
04/30/09	OMU	Research caselaw re 2004 motion (6.5).	6.50



Date	Timekeeper	Description	Hours
04/30/09	PC	Review of additional comments (from Akin Gump and Weil) on motion to intervene and final draft, TC R. Johnson and emails re: same (.9); review FDIC filing in response to motion to intervene and emails re: same (.3 ); Rule 2004 application, TC M. Carlinsky and G. Strarmar re: same, emails re: same, review drafts and numerous comments re: same (.9); Meet and Confer with JPMC re: Rule 2004 and emails re: same, TC T. Califano re: same (1.1); Review draft D. Logan affidavit and emails re: same (.5); review draft letter to P. Gurfein re: issues, emails re: same (.2); review question re: assignment of loans to WMI subs and emails re: same (.8) Routine conf. call with R. Williams and C. Smith, internal; emails (.8); request by White & Case for agreement and emails re: same (.2); TC R. Williams and A. Seigel re: communications (.4); emails re: draft of conf, agreement on taxes (.2); numerous emails re: strategy and claims issues (.3).	5.90
04/30/09	RHP	Draft outline of strategic considerations for counterclaims (1.0); review and revise Rule 2004 Motion and requests (2.2).	3.20
04/30/09	SK2	TC w/ D. Gropper (Aurelius) re administrative and communications issues (1.1); TC w/ C. Smith re next steps for creditors' meeting (.5); Conf. call w/ D. Rosner, T. O'Connor (Kasowitz) re potential claims and defenses (.9); researching points raised by Kasowitz (.8); corresp. to B. Finestone, O. Urbieta re follow-up research needed (.2).	3.50

## **EXHIBIT B**

**Summary by Expenses Advanced**  
**First Monthly Fee Period**

<b>Date Posted</b>	<b>Expense / Date Incurred</b>	<b>Amount</b>
04/06/09	Document Reproduction	1.20
04/06/09	Document Reproduction	1.20
04/06/09	Document Reproduction	1.80
04/06/09	Document Reproduction	22.95
04/06/09	Document Reproduction	9.75
04/06/09	Document Reproduction	2.55
04/06/09	Document Reproduction	1.65
04/06/09	Document Reproduction	22.80
04/06/09	Document Reproduction	18.15
04/06/09	Document Reproduction	2.10
04/06/09	Document Reproduction	.45
04/06/09	Document Reproduction	.75
04/06/09	Document Reproduction	5.85
04/06/09	Document Reproduction	2.10
04/06/09	Document Reproduction	10.50
04/06/09	Document Reproduction	1.50
04/06/09	Document Reproduction	1.95
04/06/09	Document Reproduction	1.95
04/06/09	Document Reproduction	1.05
04/06/09	Document Reproduction	.60
04/06/09	Document Reproduction	1.50
04/06/09	Document Reproduction	.45
04/06/09	Document Reproduction	5.85
04/06/09	Document Reproduction	1.05
04/06/09	Document Reproduction	5.85
04/06/09	Document Reproduction	2.70
04/06/09	Document Reproduction	10.05
04/06/09	Document Reproduction	11.85
04/06/09	Document Reproduction	.45

<b>Date Posted</b>	<b>Expense / Date Incurred</b>	<b>Amount</b>
04/06/09	Document Reproduction	1.95
04/06/09	Document Reproduction	.60
04/06/09	Document Reproduction	1.50
04/06/09	Document Reproduction	10.80
04/06/09	Document Reproduction	16.50
04/06/09	Litigation Support Services	150.00
04/06/09	Photocopying	2.85
04/07/09	Document Reproduction	.90
04/07/09	Document Reproduction	2.10
04/07/09	Document Reproduction	.90
04/07/09	Document Reproduction	.60
04/07/09	Document Reproduction	1.65
04/07/09	Document Reproduction	.75
04/07/09	Document Reproduction	1.95
04/07/09	Document Reproduction	4.95
04/07/09	Document Reproduction	.60
04/07/09	Document Reproduction	.60
04/07/09	Document Reproduction	1.95
04/07/09	Document Reproduction	1.95
04/07/09	Document Reproduction	1.05
04/07/09	Document Reproduction	.60
04/07/09	Document Reproduction	.90
04/07/09	Document Reproduction	1.95
04/07/09	Document Reproduction	.90
04/07/09	Document Reproduction	4.95
04/07/09	Document Reproduction	1.20
04/07/09	Document Reproduction	.60
04/07/09	Document Reproduction	2.40
04/07/09	Document Reproduction	.90
04/07/09	Document Reproduction	.45
04/07/09	Document Reproduction	4.95

<b>Date Posted</b>	<b>Expense / Date Incurred</b>	<b>Amount</b>
04/07/09	Document Reproduction	2.25
04/07/09	Document Reproduction	.60
04/07/09	Document Reproduction	.60
04/07/09	Document Reproduction	.90
04/07/09	Document Reproduction	2.55
04/07/09	Document Reproduction	.75
04/07/09	Document Reproduction	.60
04/07/09	Document Reproduction	4.95
04/08/09	Document Reproduction	7.80
04/08/09	Document Reproduction	1.05
04/08/09	Document Reproduction	.90
04/08/09	Document Reproduction	1.05
04/08/09	Document Reproduction	.75
04/08/09	Document Reproduction	.75
04/08/09	Document Reproduction	1.20
04/08/09	Document Reproduction	2.10
04/08/09	Document Reproduction	.90
04/08/09	Document Reproduction	2.70
04/08/09	Document Reproduction	.60
04/08/09	Document Reproduction	.90
04/08/09	Document Reproduction	7.80
04/08/09	Document Reproduction	2.40
04/08/09	Document Reproduction	6.75
04/08/09	Document Reproduction	7.80
04/08/09	Document Reproduction	2.70
04/08/09	Document Reproduction	.45
04/08/09	Document Reproduction	.90
04/08/09	Document Reproduction	2.55
04/08/09	Document Reproduction	2.85
04/08/09	Document Reproduction	.60
04/08/09	Document Reproduction	7.80

<b>Date Posted</b>	<b>Expense / Date Incurred</b>	<b>Amount</b>
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04/09/09	Document Reproduction	1.35
04/09/09	Document Reproduction	.45
04/09/09	Document Reproduction	11.85
04/09/09	Document Reproduction	.75
04/09/09	Document Reproduction	7.80
04/09/09	Document Reproduction	10.35
04/09/09	Document Reproduction	4.05
04/09/09	Document Reproduction	.75
04/09/09	Document Reproduction	.75
04/09/09	Document Reproduction	.15
04/09/09	Document Reproduction	.45
04/09/09	Document Reproduction	5.70
04/09/09	Document Reproduction	1.35
04/09/09	Document Reproduction	1.50
04/09/09	Document Reproduction	2.70
04/09/09	Document Reproduction	4.05
04/09/09	Document Reproduction	8.40
04/09/09	Document Reproduction	3.45
04/09/09	Document Reproduction	1.35
04/09/09	Document Reproduction	2.10
04/09/09	Document Reproduction	.90
04/09/09	Document Reproduction	.45
04/09/09	Document Reproduction	2.25
04/09/09	Document Reproduction	.60
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04/09/09	Document Reproduction	4.05
04/09/09	Document Reproduction	.45
04/09/09	Document Reproduction	.75
04/10/09	Document Reproduction	.15

<b>Date Posted</b>	<b>Expense / Date Incurred</b>	<b>Amount</b>
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04/10/09	Document Reproduction	5.10
04/10/09	Document Reproduction	.75
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04/10/09	Document Reproduction	16.50
04/10/09	Document Reproduction	.90
04/10/09	Document Reproduction	.45
04/10/09	Document Reproduction	3.45
04/10/09	Document Reproduction	2.55
04/10/09	Document Reproduction	2.85
04/10/09	Document Reproduction	2.55
04/10/09	Document Reproduction	.30
04/10/09	Document Reproduction	3.60
04/10/09	Document Reproduction	.30
04/10/09	Document Reproduction	4.35
04/10/09	Document Reproduction	7.65
04/10/09	Document Reproduction	.45
04/10/09	Document Reproduction	.45
04/10/09	Document Reproduction	.60
04/10/09	Document Reproduction	.45
04/10/09	Document Reproduction	.45
04/10/09	Document Reproduction	.45
04/10/09	Document Reproduction	.45
04/10/09	Document Reproduction	.45
04/10/09	Document Reproduction	.45
04/10/09	Document Reproduction	.45
04/10/09	Document Reproduction	1.80
04/10/09	Document Reproduction	.45
04/10/09	Document Reproduction	.45
04/10/09	Document Reproduction	1.05
04/10/09	Document Reproduction	1.50
04/10/09	Document Reproduction	.30
04/10/09	Document Reproduction	4.20

<b>Date Posted</b>	<b>Expense / Date Incurred</b>	<b>Amount</b>
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04/10/09	Document Reproduction	.45
04/10/09	Document Reproduction	2.55
04/10/09	Document Reproduction	.45
04/10/09	Document Reproduction	.45
04/10/09	Document Reproduction	.45
04/10/09	Document Reproduction	.60
04/10/09	Document Reproduction	.45
04/10/09	Document Reproduction	2.85
04/10/09	Document Reproduction	3.45
04/10/09	Document Reproduction	2.55
04/10/09	Document Reproduction	1.20
04/10/09	Document Reproduction	2.55
04/10/09	Document Reproduction	.45
04/10/09	Document Reproduction	2.70
04/10/09	Document Reproduction	.75
04/10/09	Document Reproduction	2.55
04/10/09	Document Reproduction	2.55
04/10/09	Document Reproduction	2.55
04/10/09	Document Reproduction	1.35
04/10/09	Document Reproduction	.90
04/10/09	Document Reproduction	2.55
04/10/09	Document Reproduction	1.50
04/10/09	Document Reproduction	1.35
04/10/09	Document Reproduction	3.90
04/10/09	Document Reproduction	1.65
04/10/09	Document Reproduction	2.10
04/10/09	Document Reproduction	1.50
04/10/09	Document Reproduction	1.50
04/10/09	Document Reproduction	1.50
04/10/09	Document Reproduction	.45



<b>Date Posted</b>	<b>Expense / Date Incurred</b>	<b>Amount</b>
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04/10/09	Document Reproduction	2.55
04/11/09	Document Reproduction	5.10
04/11/09	Document Reproduction	1.35
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04/11/09	Document Reproduction	1.95
04/11/09	Document Reproduction	5.40
04/11/09	Document Reproduction	2.70
04/11/09	Document Reproduction	.15
04/11/09	Document Reproduction	.45
04/11/09	Document Reproduction	2.55
04/11/09	Document Reproduction	2.55
04/11/09	Document Reproduction	2.55
04/11/09	Document Reproduction	1.50
04/11/09	Document Reproduction	2.70
04/11/09	Document Reproduction	.60
04/11/09	Document Reproduction	1.05
04/11/09	Document Reproduction	4.20
04/11/09	Document Reproduction	4.05
04/11/09	Document Reproduction	2.10
04/11/09	Document Reproduction	.15
04/11/09	Document Reproduction	1.50
04/11/09	Document Reproduction	2.55
04/11/09	Document Reproduction	1.05
04/11/09	Document Reproduction	2.55
04/11/09	Photocopying	2.40
04/12/09	Document Reproduction	.45
04/12/09	Document Reproduction	2.55
04/12/09	Document Reproduction	2.55
04/12/09	Document Reproduction	2.55
04/12/09	Document Reproduction	2.55

<b>Date Posted</b>	<b>Expense / Date Incurred</b>	<b>Amount</b>
04/12/09	Document Reproduction	2.55
04/12/09	Document Reproduction	3.00
04/12/09	Document Reproduction	2.55
04/12/09	Document Reproduction	2.55
04/12/09	Document Reproduction	2.70
04/12/09	Document Reproduction	2.70
04/12/09	Document Reproduction	2.70
04/12/09	Document Reproduction	2.55
04/12/09	Document Reproduction	2.55
04/12/09	Document Reproduction	2.70
04/12/09	Document Reproduction	2.70
04/12/09	Document Reproduction	4.05
04/12/09	Document Reproduction	9.75
04/12/09	Document Reproduction	2.70
04/12/09	Document Reproduction	2.70
04/12/09	Document Reproduction	2.70
04/12/09	Document Reproduction	2.70
04/12/09	Document Reproduction	2.70
04/13/09	Color Printing	10.26
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04/13/09	Document Reproduction	3.00
04/13/09	Document Reproduction	1.35
04/13/09	Document Reproduction	1.35
04/13/09	Document Reproduction	1.50
04/13/09	Document Reproduction	3.15
04/13/09	Document Reproduction	.15
04/13/09	Document Reproduction	2.70
04/13/09	Document Reproduction	2.70
04/13/09	Document Reproduction	2.55
04/13/09	Document Reproduction	1.05
04/13/09	Document Reproduction	2.70

<b>Date Posted</b>	<b>Expense / Date Incurred</b>	<b>Amount</b>
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04/13/09	Document Reproduction	.45
04/13/09	Document Reproduction	2.85
04/13/09	Document Reproduction	5.10
04/13/09	Document Reproduction	.45
04/13/09	Document Reproduction	1.05
04/13/09	Document Reproduction	2.85
04/13/09	Document Reproduction	2.70
04/13/09	Document Reproduction	1.35
04/13/09	Document Reproduction	.60
04/13/09	Document Reproduction	1.80
04/13/09	Document Reproduction	1.05
04/13/09	Document Reproduction	2.55
04/13/09	Document Reproduction	.45
04/13/09	Document Reproduction	2.55
04/13/09	Document Reproduction	.45
04/13/09	Document Reproduction	.45
04/13/09	Document Reproduction	.45
04/13/09	Document Reproduction	.60
04/13/09	Document Reproduction	.45
04/13/09	Document Reproduction	2.70
04/13/09	Document Reproduction	.60
04/13/09	Document Reproduction	.90
04/13/09	Document Reproduction	1.80
04/13/09	Document Reproduction	3.30
04/13/09	Document Reproduction	2.55
04/13/09	Document Reproduction	2.70
04/13/09	Document Reproduction	.15
04/13/09	Document Reproduction	2.85
04/13/09	Document Reproduction	16.80
04/13/09	Document Reproduction	.75

<b>Date Posted</b>	<b>Expense / Date Incurred</b>	<b>Amount</b>
04/13/09	Document Reproduction	.45
04/13/09	Document Reproduction	.45
04/13/09	Document Reproduction	.45
04/13/09	Document Reproduction	.90
04/13/09	Document Reproduction	3.00
04/13/09	Document Reproduction	1.35
04/13/09	Document Reproduction	1.35
04/13/09	Document Reproduction	1.50
04/13/09	Photocopying	1.05
04/14/09	Document Reproduction	.60
04/14/09	Document Reproduction	3.75
04/14/09	Document Reproduction	13.20
04/14/09	Document Reproduction	2.40
04/14/09	Document Reproduction	13.20
04/14/09	Document Reproduction	.75
04/14/09	Document Reproduction	2.70
04/14/09	Document Reproduction	4.50
04/14/09	Document Reproduction	3.45
04/14/09	Document Reproduction	1.80
04/14/09	Document Reproduction	3.30
04/14/09	Document Reproduction	.90
04/14/09	Document Reproduction	1.20
04/14/09	Document Reproduction	.75
04/14/09	Document Reproduction	.60
04/14/09	Document Reproduction	.60
04/14/09	Document Reproduction	.60
04/14/09	Document Reproduction	.60
04/14/09	Document Reproduction	.45
04/14/09	Document Reproduction	2.40
04/14/09	Document Reproduction	2.55
04/14/09	Document Reproduction	10.80

<b>Date Posted</b>	<b>Expense / Date Incurred</b>	<b>Amount</b>
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04/14/09	Document Reproduction	4.95
04/15/09	Color Printing	2.28
04/15/09	Document Reproduction	2.40
04/15/09	Document Reproduction	13.50
04/15/09	Document Reproduction	13.50
04/15/09	Document Reproduction	.60
04/15/09	Document Reproduction	5.25
04/15/09	Document Reproduction	5.25
04/15/09	Document Reproduction	13.35
04/15/09	Document Reproduction	13.35
04/15/09	Document Reproduction	.60
04/15/09	Document Reproduction	13.50
04/15/09	Document Reproduction	4.20
04/15/09	Document Reproduction	13.50
04/15/09	Document Reproduction	13.65
04/15/09	Document Reproduction	13.50
04/16/09	Document Reproduction	18.30
04/16/09	Document Reproduction	1.05
04/16/09	Document Reproduction	.15
04/16/09	Document Reproduction	.45
04/16/09	Document Reproduction	.60
04/16/09	Document Reproduction	1.20
04/16/09	Document Reproduction	2.55
04/16/09	Document Reproduction	1.50
04/16/09	Document Reproduction	4.50
04/16/09	Document Reproduction	.45
04/16/09	Document Reproduction	11.70
04/16/09	Document Reproduction	21.15
04/16/09	Document Reproduction	6.00
04/16/09	Photocopying	12.15

<b>Date Posted</b>	<b>Expense / Date Incurred</b>	<b>Amount</b>
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04/17/09	Document Reproduction	.45
04/17/09	Document Reproduction	1.05
04/17/09	Document Reproduction	.75
04/17/09	Document Reproduction	18.30
04/17/09	Document Reproduction	21.15
04/17/09	Document Reproduction	11.70
04/17/09	Document Reproduction	.75
04/17/09	Document Reproduction	1.35
04/17/09	Document Reproduction	.90
04/17/09	Document Reproduction	.30
04/17/09	Document Reproduction	1.35
04/17/09	Document Reproduction	1.80
04/17/09	Document Reproduction	1.65
04/17/09	Document Reproduction	.15
04/17/09	Document Reproduction	1.35
04/17/09	Express Mail	11.58
04/17/09	Photocopying	51.15
04/17/09	Photocopying	.15
04/20/09	Document Reproduction	2.40
04/20/09	Document Reproduction	6.00
04/20/09	Document Reproduction	.75
04/20/09	Document Reproduction	2.25
04/20/09	Document Reproduction	1.05
04/20/09	Document Reproduction	.75
04/20/09	Document Reproduction	1.05
04/20/09	Document Reproduction	.75
04/20/09	Document Reproduction	1.20
04/20/09	Document Reproduction	.45
04/20/09	Document Reproduction	.60
04/20/09	Document Reproduction	3.60

<b>Date Posted</b>	<b>Expense / Date Incurred</b>	<b>Amount</b>
04/20/09	Document Reproduction	.75
04/20/09	Document Reproduction	3.75
04/20/09	Document Reproduction	1.65
04/21/09	Document Reproduction	1.35
04/21/09	Document Reproduction	5.55
04/21/09	Document Reproduction	6.60
04/21/09	Document Reproduction	.60
04/21/09	Document Reproduction	27.75
04/21/09	Document Reproduction	35.70
04/21/09	Document Reproduction	3.00
04/21/09	Document Reproduction	3.30
04/21/09	Document Reproduction	1.95
04/21/09	Document Reproduction	4.95
04/21/09	Document Reproduction	2.40
04/21/09	Document Reproduction	1.35
04/21/09	Document Reproduction	1.20
04/21/09	Document Reproduction	1.95
04/21/09	Document Reproduction	2.10
04/21/09	Document Reproduction	15.00
04/21/09	Document Reproduction	13.50
04/21/09	Document Reproduction	3.45
04/21/09	Document Reproduction	1.50
04/21/09	Document Reproduction	3.30
04/21/09	Document Reproduction	1.20
04/21/09	Document Reproduction	1.65
04/21/09	Document Reproduction	4.05
04/21/09	Document Reproduction	1.80
04/21/09	Document Reproduction	6.00
04/21/09	Document Reproduction	2.85
04/21/09	Document Reproduction	.75
04/21/09	Document Reproduction	3.00

<b>Date Posted</b>	<b>Expense / Date Incurred</b>	<b>Amount</b>
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04/21/09	Document Reproduction	13.50
04/21/09	Document Reproduction	.45
04/21/09	Document Reproduction	.45
04/21/09	Litigation Support Services	84.60
04/21/09	Litigation Support Services	341.00
04/21/09	Outside Photocopy	21.31
04/21/09	Outside Photocopy	5.29
04/21/09	Outside Photocopy	43.05
04/21/09	Outside Photocopy	19.95
04/21/09	Outside Photocopy	9.65
04/21/09	Outside Photocopy	28.95
04/21/09	Outside Photocopy	11.93
04/21/09	Outside Photocopy	13.92
04/21/09	Outside Photocopy	22.13
04/21/09	Postage	0.42
04/21/09	Telecopier	0.75
04/21/09	Telecopier	0.75
04/22/09	Document Reproduction	3.60
04/22/09	Document Reproduction	2.25
04/22/09	Document Reproduction	5.40
04/22/09	Document Reproduction	5.40
04/22/09	Document Reproduction	3.60
04/22/09	Document Reproduction	13.80
04/22/09	Document Reproduction	3.00
04/22/09	Document Reproduction	1.35
04/22/09	Document Reproduction	3.30
04/22/09	Document Reproduction	3.00
04/22/09	Document Reproduction	4.20
04/22/09	Document Reproduction	1.20
04/22/09	Document Reproduction	1.20



<b>Date Posted</b>	<b>Expense / Date Incurred</b>	<b>Amount</b>
04/22/09	Document Reproduction	3.00
04/22/09	Document Reproduction	.90
04/22/09	Document Reproduction	.45
04/22/09	Document Reproduction	.45
04/22/09	Document Reproduction	.90
04/22/09	Document Reproduction	3.60
04/22/09	Document Reproduction	1.95
04/22/09	Document Reproduction	3.45
04/23/09	Document Reproduction	10.80
04/23/09	Document Reproduction	.75
04/23/09	Document Reproduction	3.00
04/23/09	Document Reproduction	.45
04/23/09	Document Reproduction	5.40
04/23/09	Document Reproduction	1.35
04/23/09	Document Reproduction	5.10
04/23/09	Document Reproduction	4.35
04/23/09	Document Reproduction	3.45
04/23/09	Document Reproduction	5.40
04/23/09	Document Reproduction	.45
04/23/09	Document Reproduction	.60
04/23/09	Document Reproduction	16.80
04/23/09	Document Reproduction	.45
04/23/09	Document Reproduction	.90
04/23/09	Document Reproduction	.45
04/23/09	Document Reproduction	2.85
04/23/09	Document Reproduction	.60
04/23/09	Document Reproduction	.45
04/23/09	Document Reproduction	.30
04/23/09	Document Reproduction	4.35
04/23/09	Document Reproduction	2.70
04/23/09	Document Reproduction	2.40

<b>Date Posted</b>	<b>Expense / Date Incurred</b>	<b>Amount</b>
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04/24/09	Document Reproduction	.30
04/24/09	Document Reproduction	.15
04/24/09	Document Reproduction	3.60
04/24/09	Document Reproduction	2.85
04/24/09	Document Reproduction	.45
04/24/09	Document Reproduction	.75
04/24/09	Document Reproduction	1.65
04/24/09	Document Reproduction	3.60
04/24/09	Document Reproduction	.45
04/24/09	Document Reproduction	.90
04/24/09	Document Reproduction	.45
04/24/09	Document Reproduction	.30
04/24/09	Document Reproduction	.15
04/24/09	Document Reproduction	.45
04/24/09	Document Reproduction	4.50
04/24/09	Document Reproduction	1.35
04/24/09	Document Reproduction	.15
04/24/09	Document Reproduction	.45
04/24/09	Document Reproduction	.75
04/24/09	Document Reproduction	.60
04/24/09	Document Reproduction	.60
04/24/09	Document Reproduction	16.80
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04/24/09	Document Reproduction	.75

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<b>Date Posted</b>	<b>Expense / Date Incurred</b>	<b>Amount</b>
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04/30/09	Westlaw	341.50
04/30/09	Westlaw	153.25
04/30/09	Westlaw	126.94
04/30/09	Westlaw	118.77
	<b>Total Disbursements</b>	<b>\$17,755.31</b>



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

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

**CERTIFICATION OF SUSHEEL KIRPALANI**

Susheel Kirpalani, an attorney-at-law, duly admitted in good standing to practice in the State of New York hereby certifies that:

1. I am partner in the firm of Quinn Emanuel Urquhart Oliver & Hedges, LLP ("**Quinn Emanuel**"), and I am duly authorized to make this Certification on behalf of Quinn Emanuel. Quinn Emanuel was retained as special litigation and conflicts counsel to Washington Mutual, Inc. and its affiliated debtor pursuant to an order of the Court. This certification is made in support of Quinn Emanuel's First Monthly Application For Interim Allowance Of Compensation For Services Rendered And For Reimbursement Of Expenses During The Period From April 3, 2009 Through April 30, 2009 (the "**Application**"), and in compliance with Local Rule 2016-2 of this Court (the "**Rule**"), and with the United States Trustee's Guidelines for Review Of Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330 (the "**Guidelines**").

2. I have read the Application and I certify that the Application substantially complies with the Rule and the Guidelines.

Dated:  
June 4, 2009

**Quinn Emanuel Urquhart Oliver & Hedges, LLP**



---

Susheel Kirpalani  
55 Madison Avenue - 22nd Floor  
New York, NY 10010  
(212) 849 - 7000

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

-----X  
In re: : Chapter 11  
: :  
WASHINGTON MUTUAL, INC., *et al.*<sup>1</sup> : Case No. 08-12229 (MFW)  
: Jointly Administered  
: :  
Debtor. :  
: **Objection Date: June 29, 2009 at 4:00 p.m.**  
-----X

**NOTICE OF FIRST MONTHLY APPLICATION OF  
QUINN EMANUEL URQUHART OLIVER & HEDGES, LLP,  
AS SPECIAL LITIGATION AND CONFLICTS COUNSEL TO THE  
DEBTORS FOR ALLOWANCE OF COMPENSATION FOR SERVICES  
RENDERED AND FOR REIMBURSEMENT OF EXPENSES DURING  
THE PERIOD FROM APRIL 3, 2009 THROUGH APRIL 30, 2009**

TO: The Notice Parties as defined in the Order Authorizing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals (“Interim Compensation Order”) (Docket No. 204) and parties pursuant to Fed. R. Bankr. Pr. 2002(a)(6).

**PLEASE TAKE NOTICE** that Quinn Emanuel Urquhart Oliver & Hedges, LLP, Special Litigation and Conflicts Counsel to Debtors Washington Mutual, Inc. in the above-captioned cases, has filed the **First Monthly Application of Quinn Emanuel Urquhart Oliver & Hedges, LLP, as Special Litigation and Conflicts Counsel to the Debtors for Allowance of Compensation for Services Rendered and for Reimbursement of Expenses During the Period from April 3, 2009 through April 30, 2009** (the “Application”). The Application seeks the allowance of fees in the amount of **\$853,305.50** (80%, \$682,644.40) and expenses in the amount of **\$17,755.31** for the period **April 3, 2009 through and including April 30, 2009** and payment of 80% of fees in the amount of \$682,644.40 and 100% of the expenses in the amount of \$17,755.31 pursuant to the Interim Compensation Order. The Application has been filed and served on the Notice Parties pursuant to the Interim Compensation Order. Notice of the Application has been filed and served on all parties requesting notice pursuant to Fed. R. Bankr. Pr. 2002.

---

<sup>1</sup> 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.

**PLEASE TAKE FURTHER NOTICE** that Objections of the Notice Parties, if any, to the relief requested in the Application must be filed with the United States Bankruptcy Court, 824 N. Market Street, 3rd Floor, Wilmington, Delaware 19801, on or **before June 29, 2009 at 4:00 p.m. (prevailing Eastern Time).**

**PLEASE TAKE FURTHER NOTICE** that the Notice Parties must also serve a copy of the objection upon the following parties so that the objection is **received no later than 4:00 p.m. (prevailing Eastern Time) on June 29, 2009:**

(i) the Debtors, Washington Mutual, Inc., 1301 Second Avenue, Seattle, Washington 98101; (ii) counsel to the Debtors, (a) Weil, Gotshal & Manges, LLP, 767 Fifth Avenue, New York, NY 10153 (Attention: Marcia L. Goldstein, Esq. and Brian S. Rosen, Esq.) and (b) Richards, Layton & Finger, P.A., One Rodney Square, 920 North King Street, Wilmington, DE 19801 (Attention: Mark D. Collins, Esq.); (iii) the Office of the United States Trustee, 844 King St., Suite 2207, Lockbox 35, Wilmington, DE 19801; and (iv) counsel to the Official Committees of Unsecured Creditors, Pepper Hamilton, LLP, Hercules Plaza, Suite 5100, 1313 North Market Street, Wilmington, DE 19899 (Attention: Evelyn J. Meltzer, Esq., David M. Fournier, Esq., David B. Stratton, Esq., James Carignan, Esq. and Leigh-Anne M. Raport, Esq.).

**PLEASE TAKE FURTHER NOTICE THAT PURSUANT TO THE INTERIM COMPENSATION ORDER, IF NO OBJECTIONS ARE FILED IN ACCORDANCE WITH THE ABOVE PROCEDURE, THE DEBTORS WILL BE AUTHORIZED TO PAY EIGHTY PERCENT (80%) OF REQUESTED FEES AND ONE HUNDRED (100%) OF REQUESTED EXPENSES WITHOUT FURTHER COURT ORDER.**

**PLEASE TAKE FURTHER NOTICE THAT ONLY IF AN OBJECTION IS PROPERLY AND TIMELY FILED IN ACCORDANCE WITH THE PROCEDURES SET FORTH ABOVE PURSUANT TO THE INTERIM COMPENSATION ORDER, WILL A HEARING BE HELD ON THE APPLICATION.**

Dated: June 8, 2009  
Wilmington, Delaware

**ELLIOTT GREENLEAF**



---

Rafael X. Zahraiddin-Aravena (DE Bar No. 4166)  
Neil R. Lapinski (DE Bar No. 3645)  
Shelley A. Kinsella (DE Bar No. 4023)  
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Email: [nrl@elliottgreenleaf.com](mailto:nrl@elliottgreenleaf.com)

Email: [sak@elliottgreenleaf.com](mailto:sak@elliottgreenleaf.com)

*Special Litigation and Conflicts Counsel for  
the Debtors*

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

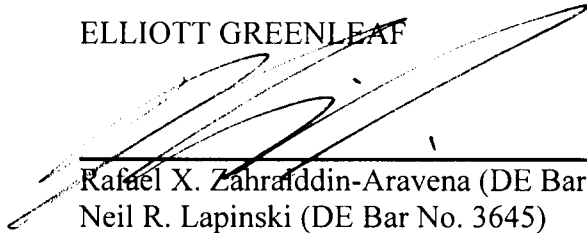
-----X  
In re: : Chapter 11  
: :  
WASHINGTON MUTUAL, INC., *et al.*<sup>1</sup> : Case No. 08-12229 (MFW)  
: Jointly Administered  
: :  
Debtor. :  
: **Objection Date: June 29, 2009 at 4:00 p.m.**  
-----X

**CERTIFICATE OF SERVICE REGARDING FIRST MONTHLY  
APPLICATION OF QUINN EMANUEL URQUHART OLIVER & HEDGES,  
LLP, AS SPECIAL LITIGATION AND CONFLICTS COUNSEL TO THE  
DEBTORS FOR ALLOWANCE OF COMPENSATION FOR SERVICES  
RENDERED AND FOR REIMBURSEMENT OF EXPENSES DURING  
THE PERIOD FROM APRIL 3, 2009 THROUGH APRIL 30, 2009**

I, Neil R. Lapinski, Esquire, Delaware counsel to Washington Mutual, Inc., hereby certify that I caused a complete copy of the First Monthly Application of Quinn Emanuel Urquhart Oliver & Hedges, LLP, as Special Litigation and Conflicts Counsel to the Debtors for Allowance of Compensation for Services Rendered and for Reimbursement of Expenses During the Period from April 3, 2009 through April 30, 2009 to be served on the Notice Parties as defined in the Order Authorizing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals (“Interim Compensation Order”) (Docket No. 204) on June 8, 2009 via hand delivery on all local parties and via U.S. First Class Mail. A copy of the Notice only will be served on the 2002 list.

Dated: June 8, 2009  
Wilmington, Delaware

ELLIOTT GREENLEAF



\_\_\_\_\_  
Rafael X. Zahraiddin-Aravena (DE Bar No. 4166)  
Neil R. Lapinski (DE Bar No. 3645)  
Shelley A. Kinsella (DE Bar No. 4023)  
1105 North Market Street, Suite 1700  
Wilmington, Delaware 19801

<sup>1</sup> 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.

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Facsimile: (302) 384-9399  
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Email: [nrl@elliottgreenleaf.com](mailto:nrl@elliottgreenleaf.com)  
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