

UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE

In re,

WASHINGTON MUTUAL, INC., et al.¹

Debtors.

Chapter 11

Case No. 08-12229 (MJW)

(Jointly Administered)

Objection Deadline: August 3, 2009
4:00 p.m. (EDT)

**SUMMARY OF EIGHTH MONTHLY APPLICATION OF DAVIS WRIGHT
TREMAINE LLP FOR ALLOWANCE OF COMPENSATION FOR SERVICES
RENDERED AND FOR REIMBURSEMENT OF EXPENSES AS SPECIAL COUNSEL
TO THE DEBTORS AND DEBTORS IN POSSESSION FOR THE PERIOD FROM
MAY 1, 2009 THROUGH MAY 31, 2009**

Name of Applicant: Davis Wright Tremaine LLP

Authorized to Provide
Professional Services to: Washington Mutual, Inc. and WMI Investment Corp.

Date of Retention: November 14, 2008, nunc pro tunc to September 26, 2008

Period for which compensation and reimbursement is sought: May 1, 2009 to May 31, 2009

Amount of Compensation sought as Actual, reasonable and necessary: \$17,820.80 (80% of \$22,276.00)

Amount of Expense Reimbursement sought as actual, reasonable and necessary: \$9.60

This is a(n): x monthly ___ interim ___ final application

Prior Fee Applications Filed: Seven

¹ The Debtors in these chapter 11 cases along with the last four digits of each Debtor's federal tax identification number are: (i) Washington Mutual, Inc. (3725); and (ii) WMI Investment Corp. (5395). The Debtors' principal offices are located at 1301 Second Avenue, Seattle, Washington 98101.



Summary of Fee Applications for Compensation Period:

Date Filed	Period Covered	Requested		Approved	
		Fees	Expenses	Fees	Expenses
11/26/2008	9/26/2008 through 10/31/2008	\$194,229.60 (80% of \$242,787) ²	\$352.35	\$242,787	\$352.35
12/29/2008	11/1/2008 through 11/30/2008	\$93,980.80 (80% of \$117,476)	\$82.76	\$117,476	\$82.76
2/6/2009	12/1/2008 through 12/31/2008	\$112,461.60 (80% of \$140,577)	\$1,363.11	\$140,577	\$1,363.11
3/17/2009	1/1/2009 Through 1/31/2009	\$19,717.60 (80% of \$24,647.00)	\$16,871.83	\$24,647.00	\$16,871.83
3/27/2009	2/1/2009 Through 2/28/2009	\$7,498.00 (80% of \$9,372.50)	\$683.40		
5/1/2009	3/1/2009 Through 3/31/2009	\$15,003.20 (80% of \$18,754.00)	\$150.94		
5/21/2009	4/1/2009 Through 4/30/2009	\$32,905.20 (80% of \$41,131.50)	\$217.91		
7/13/2009	5/1/2009 Through 5/31/2009	\$17,820.80 (80% of \$22,276.00)	\$9.60		

² This amount reflects Davis Wright Tremaine LLP's voluntary reduction of \$7480.50 in fees based on comments received from the Office of the United States Trustee for the District of Delaware.

Summary of Any Objections to Fee Applications:

Date of Fee Application	Date of Objection	Total Fees Subject to Objection	Total Expenses Subject to Objection

COMPENSATION BY PROFESSIONAL

Name of Professional Individual	Position, year assumed position, prior relevant experience, year of obtaining relevant license to practice	Hourly Billing Rate (including changes)	Total Hours Billed	Total Compensation
Lonna Beebe	Paralegal since 2000. Joined the firm in 2000.	\$ 200.00	0.30	\$ 60.00
Steven P. Caplow	Joined the firm as an Associate 04/26/1999. Partner as of 01/01/2002. Member of WA bar since 1990.	\$ 395.00	0.90	\$ 355.50
Kim Kropp	Joined the firm in 8/6/08. Paralegal since 8/6/08.	\$ 200.00	1.30	\$ 260.00
Heather Michaud	Joined the firm in 11/20/2006. Paralegal since 2006.	\$ 200.00	2.90	\$ 580.00
Bernard Russell	Joined the firm as an Equity Partner 10/13/08. Member of WA bar since 1979.	\$ 525.00	22.60	\$ 11,865.00
Jacob Scholl	Joined the firm as Of Counsel 10/13/08. Member of WA bar since 1998.	\$ 340.00	10.60	\$ 3,604.00
Meryl Seely	Joined the firm in 10/8/08. Paralegal since 10/8/08.	\$ 200.00	19.90	\$ 3,980.00
Mathew Teagarden	Paralegal since 2005. Joined the firm in 2004.	\$ 145.00	9.10	\$ 1,319.50
Heather Wight-Axling	Joined the firm as an Associate 10/1/04. Member of WA bar since 11/29/04.	\$ 315.00	0.80	\$ 315.00
TOTAL			68.40	\$22,276.00

Grand Total	\$22,276.00
Attorney Compensation	\$16,076.50
Total Attorney Hours	34.90
Blended Rate	\$460.64

Dated: July 13, 2009
Seattle, Washington

COMPENSATION BY PROJECT CATEGORY

Project Category	Total Hours	Total Fees
ASB Escrow	2.5	\$ 1,312.50
Asset and Analysis		
Asset Disposition		
Business Operations	4	\$ 892.00
Case Administration		
Claims Administration and Objections		
Employee Benefits/Pensions		
Fee/Employment Applications	10	\$ 1,675.00
Fee/Employment Objections		
Financing		
Litigation		
Plan and Disclosure Statement		
Relief from Stay Proceedings		
Subsidiary Unwinds	51.9	\$ 18,396.50
Tax Issues		
Valuation		
Other		
TOTAL	68.40	\$22,276.00

EXPENSE SUMMARY

Expense Category	Service Provider (if applicable)	Total Expenses
Computer Assisted Legal Research		
Facsimile (with rates)		
Long Distance Telephone		
In-House Reproduction	Photocopy Charge @ 0.10/page	\$9.60
Outside Reproduction		
Outside Research		
Filing/Court Fees		
Court Reporting		
Local Travel		
Out-of-town Travel		
Courier & Express Carriers (e.g. Federal Express)		
Postage		
Other (Explain)		
TOTAL		\$9.60

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

In re,

**WASHINGTON MUTUAL, INC., et
al.³**

Debtors.

Chapter 11

Case No. 08-12229 (MJW)

(Jointly Administered)

**Objection Deadline: August 3, 2009
4:00 p.m. (EDT)**

**EIGHTH MONTHLY APPLICATION OF DAVIS WRIGHT TREMAINE LLP FOR
ALLOWANCE OF COMPENSATION FOR SERVICES RENDERED
AND FOR REIMBURSEMENT OF EXPENSES AS SPECIAL COUNSEL TO THE
DEBTORS AND DEBTORS IN POSSESSION FOR THE PERIOD
FROM MAY 1, 2009 THROUGH MAY 31, 2009**

Pursuant to sections 330 and 331 of title 11 of the United States Code (the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and the Court’s Amended Administrative Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals, dated November 14, 2008 [Docket No. 302] (the “Administrative Order”), Davis Wright Tremaine LLP (“DWT”) hereby files this Eighth Monthly Application for Allowance of Compensation for Services Rendered and for Reimbursement of Expenses as Special Counsel to the Debtors and Debtors in Possession for the Period From May 1, 2009 through May 31, 2009 (the “Application”). By this Application, DWT seeks a monthly allowance pursuant to the Administrative Order with respect to the sums of \$17,820.80 (80% of \$22,276.00) as compensation and \$9.60 for reimbursement of actual and necessary expenses for a total of \$17,830.40 for the period May 1, 2009 through and including May 31, 2009 (the “Compensation Period”). In support of this Application, DWT respectfully

³ The Debtors in these chapter 11 cases along with the last four digits of each Debtor’s federal tax identification number are: (i) Washington Mutual, Inc. (3725); and (ii) WMI Investment Corp. (5395). The Debtors’ principal offices are located at 1301 Second Avenue, Seattle, Washington 98101.

represents as follows:

Background

1. On September 26, 2008 (the “Petition Date”), Washington Mutual, Inc. and WMI Investment Corp. (collectively, the “Debtors”) filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code.

2. DWT was retained effective as of the Petition Date by this Court’s Order dated November 14, 2008 [Docket No. 298] (the “Retention Order”) to: (i) provide day-to-day counseling and advice with respect to contractual, securities, corporate governance, operational and other similar non-bankruptcy matters which do not involve representing the Debtors in conducting the above-captioned cases; and (ii) representing WMI in the civil litigation matters referenced on Exhibit 2 to the Rummage Affidavit which are not securities litigation (either derivative or class action) matters. The Retention Order authorized DWT to be compensated on an hourly basis and to be reimbursed for actual and necessary out-of-pocket expenses.

Compensation Paid and Its Source

3. All services for which compensation is requested by DWT were performed for or on behalf of the Debtors.

4. DWT has received no payment and no promises for payment from any source for services rendered or to be rendered in any capacity whatsoever in connection with the matters covered by this Application. There is no agreement or understanding between DWT and any other person (other than the partners of DWT) for the sharing of compensation to be received for services rendered in these cases.

Fee Statements

5. The fee statement for the Compensation Period is attached hereto as Exhibit A. This statement contains daily time logs describing the time spent by each attorney and paraprofessional for this period. To the best of DWT's knowledge, this Application complies with sections 330 and 331 of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the Guidelines adopted by the Office of the United States Trustee, Del. Bank. L.R. 2016-2, and the Administrative Order.

Actual and Necessary Expenses

6. A summary of actual and necessary expenses and daily logs of expenses incurred by DWT during the Compensation Period is attached hereto as Exhibit A. Pursuant to the local Rules, DWT will charge the Debtors \$.10 per page for photocopying expenses. DWT does not charge its clients for facsimile transmissions or long-distance telephone charges.

7. Regarding providers of on-line legal research (e.g., LEXIS and WESTLAW), DWT charges all of its clients the discounted usage rates these providers charge, which equals DWT's actual cost.

8. DWT believes the foregoing rates are the market rates that the majority of law firms charges clients for such services. In addition, DWT believes that such charges are in accordance with the American Bar Association's ("ABA") guidelines, as set forth in the ABA's Statement of Principles, dated January 12, 1995, regarding billing for disbursements and other charges.

Summary of Services Rendered

9. The partners, associates and paraprofessionals of DWT who have rendered professional services in these cases are as follows:

Lonna Beebe	Paralegal
Steven P. Caplow	Partner
Kim Kropp	Paralegal
Ame Lewis	Associate
Heather Michaud	Paralegal
Bernie Russell	Partner
Meryl Seely	Paralegal
Mathew Teagarden	Paralegal
Heather Wight-Axling	Associate

10. DWT, by and through the above-named persons, has performed all necessary professional services which are described and narrated in detail hereinafter.

Summary of Services by Project

11. The services rendered by DWT during the Compensation Period can be grouped into the categories set forth below. These categories are generally described below, with a more detailed identification of the actual services provided set forth on the attached Exhibit A. The attorneys and paraprofessionals who rendered services relating to each category are identified, along with the number of hours for each individual and the total compensation sought for each category, in Exhibit A attached hereto.

A. ASB Escrow

Fees: \$1,312.50; Total Hours: 2.5

This category covers issues related to an escrow established in 1996 between Washington Mutual as acquirer of American Savings Bank and the indirect selling shareholders of American Savings Bank relating to goodwill litigation that American Savings Bank and certain affiliates had with the United States Government.

B. Asset Analysis and Recovery

Fees: \$0.00; Total Hours: 0.0

C. Asset Disposition

Fees: \$0.00; Total Hours: 0.0

D. Business Operations

Fees: \$892.00; Total Hours: 4.0

This category covers day-to-day counseling and advice with respect to contractual, securities, corporate governance, operation and other similar non-bankruptcy matters which do not involve representing the Debtors in conducting the above-captioned cases. It includes assisting the Debtor with agreements, Board of Director matters, corporate operations, insurance, regulatory compliance, transition, subsidiaries and wind-down of operations.

E. Case Administration

Fees: \$0.00; Total Hours: 0.0

F. Claims Administration and Objections

Fees: \$0.00; Total Hours: 0.0

G. Employee Benefits/Pensions

Fees: \$0.00; Total Hours: 0.0

This category includes matters related to the Savings Plan, Pension Plan and ERISA.

H. Fee/Employment Applications

Fees: \$1,675.00; Total Hours: 10.00

This category includes matters related to preparing DWT's employment application, fee applications, and responding to comments of the United States Trustee and the Creditor's Committee.

I. Fee/Employment Objections

Fees: \$0.00 Hours: 0.0

J. Financing

Fees: \$0.00; Total Hours: 0.0

K. Litigation

Fees: \$ 0.00; Total Hours: 0.0

This category covers holding company litigation, including transition and assumption of pending litigation, Board reporting, litigation holds and responding to demands for documents.

L. Plan and Disclosure Statement

Fees: \$0.00; Total Hours: 0.0

ML. Relief from Stay Proceedings

Fees: \$0.00; Total Hours: 0.0

N. Tax Issues

Fees: \$0.00; Total Hours: 0.0

O. Subsidiary Unwinds

Fees: \$18,396.50; Total Hours: 51.9

This category covers corporate mergers, reorganizations and liquidations among its subsidiaries.

P. Valuation

Fees: \$0.00; Total Hours: 0.0

Q. Other (Explain)

Fees: \$0.00; Total Hours: 0.0

Valuation of Services

12. Attorneys and paraprofessionals of DWT have expended a total of 68.40 hours in connection with this matter during the Compensation Period, as follows: 4 attorneys for 34.90 hours at a blended rate of \$460.64. Likewise, 5 paraprofessionals for 33.50 hours at a blended rate of \$185.06. The nature of the work performed by these persons is fully set forth in Exhibit A attached hereto. These are DWT's normal hourly rates for work of this character. The reasonable value of the services rendered by DWT to the Debtors during the Compensation Period is \$17,820.80 (80% of \$22,276.00).

13. In accordance with the factors enumerated in section 330 of the Bankruptcy Code, it is respectfully submitted that the amount requested by DWT is fair and reasonable given (a) the complexity of these cases, (b) the time expended, (c) the nature and extent of the services rendered, (d) the value of such services, and (e) the costs of comparable services other than in a case under this title. Moreover, DWT has reviewed the requirements of Del. Bank. L.R. 2016-2 and believes that this Application complies with that Rule.

WHEREFORE, DWT respectfully requests that the Court authorize that for the period May 1, 2009 through May 31, 2009, an allowance be made to DWT pursuant to the terms of the Administrative Order, with respect to the sum of \$17,820.80 as compensation for necessary professional services rendered, (80% of \$22,276.00), and the sum of \$9.60 as 100% reimbursement of actual necessary costs and expenses, for a total of \$17,830.40, and that such sums be authorized for payment and for such other and further relief as this Court may deem just and proper.

Dated: July 13, 2009
Seattle, Washington



Steven P. Caplow
DAVIS WRIGHT TREMAINE LLP
1201 Third Avenue, Suite 2200
Seattle, WA 98101-3045
Tel: 206-757-8018
Fax: 206-757-7018
Email: stevecaplow@dwt.com

VERIFICATION

STATE OF WASHINGTON)
) ss:
COUNTY OF KING)


Steven P. Caplow, after being duly sworn according to law, deposes and says:

- a) I am a partner with the applicant firm, Davis Wright Tremaine LLP.
- b) I am familiar with the work performed on behalf of the Debtors by the lawyers in the firm.
- c) I have reviewed the foregoing Application and the facts set forth therein are true and correct to the best of my knowledge, information and belief. Moreover, I have reviewed Del. Bank. L.R. 2016-2, and submit that the Application substantially complies with such order.

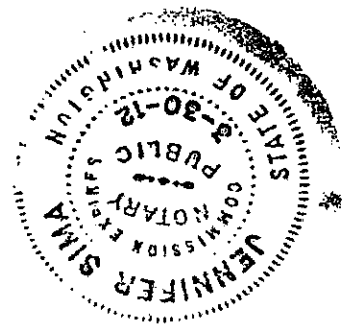


Steven P. Caplow, WSBA No. 19843

SWORN AND SUBSCRIBED before me
this 3rd day of July, 2009.



Notary Public
My Commission Expires: 3/30/12



IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

-----X
: **Chapter 11**
: **Case No. 08-12229 (MFW)**
: **(Jointly Administered)**
: **Objection Deadline: 8/3/09 at 4:00 p.m. (EDT)**
-----X

In re
WASHINGTON MUTUAL, INC., et al.,

Debtors.

**NOTICE OF EIGHTH MONTHLY FEE
APPLICATION OF DAVIS WRIGHT TREMAINE LLP**

PLEASE TAKE NOTICE that the above-captioned debtors and debtors in possession (the “Debtors”) have today filed the attached *Eighth Monthly Application of Davis Wright Tremaine LLP for Allowance of Compensation for Services Rendered and for Reimbursement of Expenses as Special Counsel to the Debtors and Debtors in Possession for the Period from May 1, 2009 through May 31, 2009* (the “Application”) with the United States Bankruptcy Court for the District of Delaware, 824 Market Street, 3rd Floor, Wilmington, Delaware 19801 (the “Bankruptcy Court”).

PLEASE TAKE FURTHER NOTICE that objections, if any, to the Application must be made in accordance with the *Administrative Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* (the “Administrative Order”) dated October 30, 2008 [Docket No. 204] and the *Revised Administrative Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* dated November 14, 2008 (“Revised Administrative Order”) (the Administrative Order and Revised Administrative Order are collectively, the “Administrative Order”), must be filed with the Clerk

of the Bankruptcy Court for the District of Delaware, 824 North Market Street, Wilmington, Delaware 19801, and be served upon and received by: (i) the Debtors, Washington Mutual, Inc., c/o Alvarez and Marsal, 1301 Second Avenue, WMC3301, Seattle, WA 98101, (Attn: John Maciel, Esq.); (ii) counsel to the Debtors Weil, Gotshal & Manges LLP, 767 Fifth Avenue, New York, New York 10153 (Attn: Marcia L. Goldstein, Esq. and Brian S. Rosen, Esq.); (iii) co-counsel to the Debtors, Richards, Layton & Finger, P.A., One Rodney Square, P.O. Box 551, Wilmington, Delaware 19899 (Attn: Mark D. Collins, Esq.); (iv) Office of the U.S. Trustee, District of Delaware, J. Caleb Boggs Federal Building, 844 King Street, Suite 2313, Lockbox 35, Wilmington, Delaware 19801 (Attn: Joseph J. McMahon, Jr., Esq.); (v) the Official Committee of Unsecured Creditors, Akin Gump Strauss Hauer & Feld LLP, One Bryant Park, New York, NY 10036, (Attn: Fred S. Hodara, Esq.); Akin Gump Strauss Hauer & Feld LLP, 1333 New Hampshire Avenue, N.W. (Attn: Scott L. Alberino, Esq.); Akin Grump Strauss Hauer & Feld LLP, 2029 Century Park East, Suite 2400, Los Angeles, California 90067-3012 (Attn: Peter J. Gurfein, Esq. and David P. Simonds, Esq.); and Pepper Hamilton LLP, Hercules Plaza, Suite 5100, 1313 N. Market Street, Wilmington, Delaware 19801 (David B. Stratton, Esq. and Evelyn J. Meltzer, Esq.) (collectively, the “Notice Parties”) so as to be received no later than **August 3, 2009 at 4:00 p.m. (EDT)** (the “Objection Deadline”). Only those objections that are timely filed, served and received will be considered by the Court.

PLEASE TAKE FURTHER NOTICE that if no objections are received by the Notice Parties prior to the Objection Deadline, in accordance with the Administrative Order the Applicant may be paid an amount equal to the lesser of (i) 80 percent of the fees and 100 percent of expenses requested in the Application or (ii) 80 percent of the fees and 100 percent of the expenses not subject to an objection without the need for further order of the Bankruptcy Court.

If an objection is properly filed and served and such objection is not otherwise resolved, or the Court determines that a hearing should be held in respect of the Application, a hearing will be held at a time convenient to the Court. Only those objections made in writing and timely filed, served and received in accordance with the Administrative Order will be considered by the Court at the hearing.

Dated: July 14, 2009
Wilmington, Delaware

Respectfully submitted,



Mark D. Collins (No. 2981)
Chun I. Jang (No. 4790)
Lee E. Kaufman (No. 4877)
Andrew C. Irgens (No. 5193)
RICHARDS, LAYTON & FINGER, P.A.
One Rodney Square
920 North King Street
Wilmington, DE 19801
Telephone: (302) 651-7700
Facsimile: (302) 651-7701

– and –

Marcia L. Goldstein, Esq.
Brian S. Rosen, Esq.
Michael F. Walsh, Esq.
WEIL, GOTSHAL & MANGES LLP
767 Fifth Avenue
New York, New York 10153
Telephone: (212) 310-8000
Facsimile: (212) 310-8007

Attorneys for the Debtors and Debtors in Possession

EXHIBIT A



Suite 2200
1201 Third Avenue
Seattle, WA 98101-3045

206.622.3150 tel
206.757.7700 fax

Federal ID #91-0839480

Washington Mutual, Inc.
Attn: Robert Williams, President
1301 Second Avenue, WMC3301
Seattle, WA 98101

June 10, 2009
Invoice No. 5796981

JUNE INVOICE FOR
STATEMENT OF
SERVICES AND DISBURSEMENTS

Matter No. 0013149-000106

Business Operations

<u>DATE</u>	<u>PROFESSIONAL</u>	<u>TIME</u>	<u>DESCRIPTION OF SERVICES</u>
05/12/09	H. Wight-Axling	0.20	Respond to inquiry from Mr. Smith regarding business license and follow up with H. Michaud regarding same
05/18/09	L. Beebe	0.20	Coordinate signing with M. Seely and Ms. Logan; witness and notarize signing
05/19/09	H. Wight-Axling	0.20	Respond to inquiry from Ms. Johnson
05/19/09	L. Beebe	0.10	Meet with Ms. Logan; notarize signature of Ms. Logan
05/20/09	H. Michaud	0.30	Send electronic version of the City of Seattle business license renewals to Ms. Rundorff
05/26/09	H. Wight-Axling	0.20	Follow up with attorney Hoskins regarding inquiry from member of the Board of Directors
05/27/09	H. Wight-Axling	0.20	Analysis of officer appointments and respond to inquiry from Mr. Maciel regarding same
05/27/09	H. Michaud	2.30	Prepare package for Ms. Rundorff of all annual report filings for the parent and subsidiary entities completed by DWT from October 2008 to January 2009; send package to Ms. Rundorff via Federal Express
05/28/09	H. Michaud	0.30	Correspond via email with Ms. Rundorff regarding the original copies of the City of Seattle business licenses
	Total Hours Worked	4.00	

PAYMENT IS DUE WITHIN 30 DAYS OF THE DATE OF THIS INVOICE
INTEREST WILL BE CHARGED ON INVOICES WHICH ARE 45 DAYS PAST DUE
PAYMENTS RECEIVED AFTER THE DATE OF THIS INVOICE WILL BE REFLECTED ON NEXT MONTH'S BILLING

Anchorage
Bellevue
Los Angeles

New York
Portland
San Francisco

Seattle
Shanghai
Washington, D.C.

www.dwt.com

DISBURSEMENT DETAIL

<u>DESCRIPTION</u>	<u>QUANTITY</u>	<u>AMOUNT</u>
Photocopy Charges	96	9.60
Total Current Disbursements		\$9.60

TOTAL SERVICES AND DISBURSEMENTS - THIS INVOICE

Total Current Services	\$892.00
Total Current Disbursements	9.60

Total Current Invoice	\$901.60

SUMMARY BY PROFESSIONAL

<u>Professional</u>	<u>Hours Worked</u>	<u>Billed Per Hour</u>	<u>Bill Amount</u>
Associate			
Wight-Axling, H.	0.80	315.00	252.00

Total	0.80		252.00
Paralegal			
Beebe, L.	0.30	200.00	60.00
Michaud, H.	2.90	200.00	580.00

Total	3.20		640.00

Total All Classes	4.00		\$892.00



Suite 2200
1201 Third Avenue
Seattle, WA 98101-3045

206.622.3150 tel
206.757.7700 fax

Federal ID #91-0839480

Washington Mutual, Inc.
Attn: Robert Williams, President
1301 Second Avenue, WMC3301
Seattle, WA 98101

June 8, 2009
Invoice No. 5795974

JUNE INVOICE FOR
STATEMENT OF
SERVICES AND DISBURSEMENTS

Matter No. 0013149-000107

Fee/Employment Application

<u>DATE</u>	<u>PROFESSIONAL</u>	<u>TIME</u>	<u>DESCRIPTION OF SERVICES</u>
05/01/09	S. Caplow	0.50	Edit and finalize DWT's sixth fee application
05/01/09	M. Teagarden	0.90	Continue work on Fee Application; meet with S. Caplow regarding same
05/01/09	M. Teagarden	2.00	Work on Fee Application; meet with S. Caplow
05/02/09	M. Teagarden	0.60	Edit Fee Application and prepare for submission
05/04/09	S. Caplow	0.10	Conference with M. Teagarden regarding revisions to DWT's sixth application
05/04/09	M. Teagarden	1.40	Work on finalizing Fee Application
05/05/09	S. Caplow	0.20	Telephone conference with Mr. Irgens (R.I.F) and M. Teagarden to revise and finalize DWT's Sixth fee application
05/05/09	M. Teagarden	0.80	Finalize Fee Application
05/07/09	M. Teagarden	0.40	Provide April fee estimate to S. McCann
05/14/09	S. Caplow	0.10	Coordinate DWT's seventh fee application with Ms. Curtis
05/21/09	M. Teagarden	2.10	Prepare Fee Application
05/22/09	M. Teagarden	0.90	Work on Fee Application
	Total Hours Worked	10.00	

PAYMENT IS DUE WITHIN 30 DAYS OF THE DATE OF THIS INVOICE
INTEREST WILL BE CHARGED ON INVOICES WHICH ARE 45 DAYS PAST DUE
PAYMENTS RECEIVED AFTER THE DATE OF THIS INVOICE WILL BE REFLECTED ON NEXT MONTH'S BILLING

Anchorage	New York	Seattle
Bellevue	Portland	Shanghai
Los Angeles	San Francisco	Washington, D.C.

Washington Mutual, Inc.
 Invoice No. 5795974
 Page No. 2

TOTAL SERVICES AND DISBURSEMENTS - THIS INVOICE

Total Current Services	\$1,675.00
Total Current Disbursements	0.00

Total Current Invoice	\$1,675.00

SUMMARY BY PROFESSIONAL

<u>Professional</u>	<u>Hours Worked</u>	<u>Billed Per Hour</u>	<u>Bill Amount</u>
Partner			
Caplow, S.	0.90	395.00	355.50
	-----		-----
Total	0.90		355.50
Paralegal			
Teagarden, M.	9.10	145.00	1,319.50
	-----		-----
Total	9.10		1,319.50
	-----		-----
Total All Classes	10.00		\$1,675.00

STATEMENT OF ACCOUNT

Balance from Previous Statement	\$28,639.40
Current Invoice	\$1,675.00
Total Balance Due This Matter	\$30,314.40

Washington Mutual, Inc.
Attn: Robert Williams, President
1301 2nd Avenue, WMC3301
Seattle, WA 98101

June 19, 2009
Invoice No. 5800373

JUNE INVOICE FOR
STATEMENT OF
SERVICES AND DISBURSEMENTS

Matter No. 0013149-000111

Subsidiary Unwinds

<u>DATE</u>	<u>PROFESSIONAL</u>	<u>TIME</u>	<u>DESCRIPTION OF SERVICES</u>
04/22/09	M. Seely	2.70	Revise documents related to mergers of HS Loan Partners LLC, PCA Asset Holdings LLC, WM Aircraft Holdings LLC, and ACD4 into WM Citation Holdings, LLC (2.0); telephone conversations with Ms. Rundorff and Ms. O'Brien regarding franchise taxes due for the limited liability companies in Delaware (.3); research regarding same (.4)
04/23/09	M. Seely	2.00	Revise documents related to mergers of HS Loan Partners LLC, PCA Asset Holdings LLC, WM Aircraft Holdings LLC, and ACD4 into WM Citation Holdings, LLC (1.0); revise checklist of documents regarding same (.6); draft email correspondence to B. Russell and J. Scholl attaching merger documents for review by Washington Mutual, Inc. (.4)
04/27/09	M. Seely	2.00	Prepare for execution documents related to mergers of HS Loan Partners LLC, PCA Asset Holdings LLC, WM Aircraft Holdings LLC, and ACD4 into WM Citation Holdings, LLC (1.0); collect, organize, and scan same after execution (.5); prepare merger documents to be sent for filing with the Secretaries of

PAYMENT IS DUE WITHIN 30 DAYS OF THE DATE OF THIS INVOICE
INTEREST WILL BE CHARGED ON INVOICES WHICH ARE 45 DAYS PAST DUE
PAYMENTS RECEIVED AFTER THE DATE OF THIS INVOICE WILL BE REFLECTED ON NEXT MONTH'S BILLING

Washington Mutual, Inc.
 Invoice No. 5800373
 Page No. 2

<u>DATE</u>	<u>PROFESSIONAL</u>	<u>TIME</u>	<u>DESCRIPTION OF SERVICES</u>
			State of Delaware and California (.5)
04/28/09	M. Seely	1.50	Revise Certificates of Merger for ACD4 into WM Citation Holdings, LLC and Purchase and Sale Agreement regarding sale of interest in WM Aircraft Holdings LLC to WM Citation Holdings, LLC (.8); prepare remaining documents for filing with Secretaries of State of Delaware and California (.7)
04/29/09	M. Seely	2.30	Review all merger documentation for execution (.5); email correspondence to and from Corporation Service Company attaching merger documents (1.0); email correspondence to and from Corporation Service Company re-attaching certain documents (.5); update matrix tracking mergers (.3)
04/30/09	M. Seely	1.90	Review filing results received from Delaware Secretary of State (.5); update matrix regarding filing status (.4); draft closing binder index (.5); email to Ms. Logan attaching all signed documents related to mergers of PCA Asset Holdings LLC, HS Loan Partners LLC, and ACD4 into WM Citation Holdings, LLC (.5)
05/01/09	B. Russell	0.40	E-mails with Ms. Wu, M. Seely (.1); review sub-unwind clean-up issues and Ahmanson Obligation issues (.3)
05/04/09	B. Russell	0.30	Discussion with J. Scholl (.1); review sub-unwind follow-up issues (.2)
05/04/09	J. Scholl	1.80	Research corporate status of Riverpoint Associates and issues relating to dissolution (1.8)
05/04/09	K. Kropp	0.20	Conference with J. Scholl regarding Riverpoint Associates (.2)
05/05/09	B. Russell	0.30	Review status of filings and issues regarding WM Aircraft and Riverpoint Associates (.2); discussion with J. Scholl (.1)
05/05/09	J. Scholl	0.30	Review additional corporate materials regarding Riverpoint Associates (.2); discussion with B. Russell (.1)
05/05/09	K. Kropp	1.10	Due diligence regarding Riverpoint Associates (1.0); correspondence to Ms. Mitchell regarding same (.1)
05/06/09	B. Russell	0.40	Telephone conference with Mr. Jain and discussion with J. Scholl (.2); review California filing items (.2)
05/06/09	J. Scholl	0.60	Review and revise supplemental filing to be made for recent California limited liability company mergers (.4); conference with B. Russell regarding same (.2)
05/06/09	M. Seely	1.30	Draft Agreement of Surviving Entity for WM Citation Holdings, LLC regarding service of process for PCA Asset Holdings LLC and HS Loan Partners LLC (.5); revise same pursuant to J. Scholl instructions (.3); email correspondence to Ms. Logan and Ms. Rundorff

Washington Mutual, Inc.
Invoice No. 5800373
Page No. 3

<u>DATE</u>	<u>PROFESSIONAL</u>	<u>TIME</u>	<u>DESCRIPTION OF SERVICES</u>
			attaching same for review and signature (.3); email correspondence to Corporation Service Company attaching signed Agreements for submission to California Secretary of State (.2)
05/07/09	B. Russell	1.20	Telephone conferences, e-mails and discussions with Mr. Smith, Ms. Wu, J. Scholl, M. Seely (.5); review AOC repurchase issues, Riverpoint liquidation issues and status of California filings (.7)
05/07/09	J. Scholl	0.40	SUBSIDIARY UNWINDS: Review further revised California merger filings (.2); correspond with counsel to Bank of America regarding WMGW Delaware Holdings LLC and discussion with B. Russell (.2)
05/07/09	M. Seely	1.00	Review memo from Ms. Yamshon at California Secretary of State regarding merger filing of ACD4 into WM Citation Holdings, LLC (.2); telephone conversation with Ms. Yamshon regarding same (.1); update Certificate of Merger and signature page (.6); send documents to Corporation Service Company for re-submission to California Secretary of State (.1)
05/08/09	B. Russell	0.90	Telephone conference, e-mails and discussions with Mr. Smith, Ms. Wu, J. Scholl (.4); review WM Aircraft, AOC repurchase and subsidiary merger issues, information and status (.5)
05/11/09	B. Russell	0.30	Discussions and e-mails with M. Seely (.1); review additional information regarding Riverpoint (.1); review final California filings (.1)
05/11/09	M. Seely	0.30	Review merger documents filed in California regarding PCA Asset Holdings Inc. and HS Loan Partners LLC merging into WM Citation Holdings, LLC (.1); update status matrix regarding same and discussion with B. Russell (.2)
05/12/09	B. Russell	2.40	Conference call with Mr. Smith, Ms. Wu, Mr. Jain, Mr. Chung regarding AOC stock repurchase (.3); e-mails with Ms. Wu, Mr. Chung, Mr. Smith regarding AOC stock repurchase (.3); review additional background documents and related issues (.5); revise and forward draft of repurchase agreement (1.1); discussion with J. Scholl regarding WM Aircraft issues (.2)
05/12/09	J. Scholl	1.20	Review additional documentation provided by Bank of America regarding discussion with B. Russell and ownership of WMGW Delaware Holdings (.6); prepare summary regarding same (.6)
05/13/09	B. Russell	1.70	Telephone conferences, discussions and e-mails with Mr. Smith, Mr. Jain, Mr. Chung, J. Scholl (.6); review revised draft of repurchase agreement and prepare revisions (.7); review AOC repurchase issues and approval matters (.2); review WMGW Delaware

<u>DATE</u>	<u>PROFESSIONAL</u>	<u>TIME</u>	<u>DESCRIPTION OF SERVICES</u>
			Holdings issues (.2)
05/13/09	J. Scholl	0.30	Correspond with Mr. Jain regarding WMGW Delaware Holdings and discussion with B. Russell (.3)
05/14/09	B. Russell	1.60	Telephone conferences, e-mails and discussions with Mr. Jain, Mr. Smith, Ms. Wu, Mr. Chung, J. Scholl, M. Seely (.8); review AOC repurchase agreement and issues (.4); review Riverpoint issues and alternatives (.2); review California law regarding dividends and distributions (.2)
05/14/09	M. Seely	1.50	Review issues regarding filing of Riverpoint Associates dissolution by California Secretary of State (.3); draft form LP-3 and LP-4 to terminate registration of Riverpoint Associates (.5); email correspondence to Ms. Rundorff attaching same for signature (.1); submit signed forms to Corporation Service Company for filing with California Secretary of State (.1); memo to file regarding succession of De Silva Group to WM Citation Holdings LLC as general partner of Riverpoint Associates(.5)
05/15/09	B. Russell	1.70	Telephone conferences, e-mails and discussions with Mr. Smith, Mr. Jain, Mr. Chung, M. Seely, J. Scholl (.8); review issues regarding AOC agreement, corporate approvals and amendments to articles (.4); review UCC issues and stock ownership history of AOC preferred (.5)
05/15/09	J. Scholl	2.20	Prepare board consent authorizing repurchase and retirement of preferred stock of Ahmanson Obligation Company (2.0); discussions with B. Russell (.2)
05/15/09	M. Seely	0.70	Revise Forms LP-3 and LP-4 regarding Riverpoint Associates name (.4); email correspondence to Ms. Rundorff requesting copy of Series A Preferred Stock Certificate No. 3 issued to Credit Suisse First Boston (.1); discussions with B. Russell (.2)
05/18/09	B. Russell	0.80	E-mails and discussions with Mr. Rishi, Mr. Chung, J. Scholl (.4); review and comment on AOC board resolutions and article amendment (.4)
05/18/09	J. Scholl	1.60	Telephone calls with Rishi Jain regarding WMGW Delaware Holdings and discussion with B. Russell (.4); revise documentation regarding sale of Ahmanson Obligation Company preferred stock (1.2)
05/19/09	B. Russell	0.90	Research UCC issues regarding AOC repurchase agreement (.5); review status of issues regarding Riverpoint, WMGW, and WaMu 1031 Exchange (.3); telephone conference with Mr. Rishi (.1)
05/20/09	B. Russell	1.50	Conference call with Mr. Rishi, J. Scholl (.3); e-mails with Mr. Rishi, M. Seely, J. Scholl (.4); review Riverpoint issues and strategy (.2); review WaMu 1031

<u>DATE</u>	<u>PROFESSIONAL</u>	<u>TIME</u>	<u>DESCRIPTION OF SERVICES</u>
			Exchange information and strategy (.4); review AOC repurchase issues (.2)
05/21/09	B. Russell	0.60	Conference call with Mr. Rishi, J. Scholl; discussions and emails with J. Scholl; M. Seely (.2); review board resolutions and article amendment drafts and issues regarding AOC (.2); review AOC repurchase agreement issues and UCC search questions (.2)
05/21/09	J. Scholl	1.40	Telephone call with Rishi Jain and B. Russell regarding dissolution of WaMu 1031 Exchange (.3); research legal issues regarding same (1.1)
05/21/09	M. Seely	0.90	Discussion with B. Russell regarding UCC searches in Delaware for CS First Boston Corporation, Credit Suisse First Boston Corporation, Credit Suisse First Boston LLC, and Credit Suisse Securities (USA) LLC (.2); prepare and submit UCC search request to Corporation Service Company (.7)
05/22/09	B. Russell	0.40	Review AOC distribution status and California law (.2); review WaMu 1031 Exchange dissolution issues (.2)
05/26/09	B. Russell	1.00	E-mails and discussions with Ms. Wu, M. Seely (.2); review preliminary UCC results and AOC transaction issues (.5); review California dissolution matters and WaMu 1031 Exchange issues (.3)
05/26/09	J. Scholl	0.50	Additional research regarding proposed dissolution of WaMu 1031 Exchange (.5)
05/26/09	M. Seely	0.80	Review UCC search results for CS First Boston Corporation, Credit Suisse First Boston Corporation, Credit Suisse First Boston LLC, and Credit Suisse Securities (USA) LLC in Delaware (.4); prepare summary of results (.4)
05/27/09	B. Russell	1.90	E-mails and discussions with Mr. Smith, Mr. Jain, M. Seely (.2); review and analysis of UCC search results (1.5); review update and revise draft purchase agreement (.7)
05/27/09	M. Seely	0.50	Revise UCC search regarding Credit Suisse Securities (USA) LLC
05/28/09	B. Russell	1.80	E-mails and discussions with Mr. Smith, Mr. Rishi, Mr. Chung, Ms. Wu (.3); review revisions and related issues regarding AOC repurchase and distribution under California law (1.1); review memo from Mr. Jain (.2); review WaMu 1031 Exchange status and issues (.2)
05/28/09	J. Scholl	0.30	Correspond with counsel to Bank of America regarding merger of WMGW Delaware Holdings (.3)
05/28/09	M. Seely	0.50	Revise UCC search results summary regarding Credit Suisse Securities (USA) LLC
	Total Hours Worked	51.90	

Washington Mutual, Inc.
 Invoice No. 5800373
 Page No. 6

TOTAL SERVICES AND DISBURSEMENTS - THIS INVOICE

Total Current Services	\$18,396.50
Total Current Disbursements	0.00

Total Current Invoice	\$18,396.50

SUMMARY BY PROFESSIONAL

<u>Professional</u>	<u>Hours Worked</u>	<u>Billed Per Hour</u>	<u>Bill Amount</u>
Partner			
Russell, B.	20.10	525.00	10,552.50
	-----		-----
Total	20.10		10,552.50
Of Counsel			
Scholl, J.	10.60	340.00	3,604.00
	-----		-----
Total	10.60		3,604.00
Paralegal			
Kropp, K.	1.30	200.00	260.00
Seely, M.	19.90	200.00	3,980.00
	-----		-----
Total	21.20		4,240.00
	-----		-----
Total All Classes	51.90		\$18,396.50

STATEMENT OF ACCOUNT

Balance from Previous Statement	\$68,646.52
Less Payments Received as of 06/09/09 - WASHINGTON MUTUAL INC - BANK WIRE	(\$31,635.20)
Current Invoice	\$18,396.50
 Total Balance Due This Matter	 \$55,407.82



Suite 2200
1201 Third Avenue
Seattle, WA 98101-3045

206.622.3150 tel
206.757.7700 fax

Federal ID #91-0839480

Washington Mutual, Inc.
Attn: Robert Williams, President
1301 2nd Avenue, WMC3301
Seattle, WA 98101

June 19, 2009
Invoice No. 5800374

JUNE INVOICE FOR
STATEMENT OF
SERVICES AND DISBURSEMENTS

Matter No. 0013149-000112

ASB Escrow

<u>DATE</u>	<u>PROFESSIONAL</u>	<u>TIME</u>	<u>DESCRIPTION OF SERVICES</u>
05/05/09	B. Russell	0.10	Telephone conference and e-mails with Mr. Jain regarding ASB escrow issues and status
05/06/09	B. Russell	1.90	Telephone conference with Mr. Jain (.2); meeting with Mr. Jain, Ms. Logan, Mr. Goulding (1.2); preparation for meeting and review and update escrow information, issues and status (.5)
05/07/09	B. Russell	0.40	Review issues regarding share release calculations and cash distributions (.3); telephone conference with Mr. Smith (.1)
05/29/09	B. Russell	0.10	E-mails with Ms. Logan re history and issues regarding litigation
	Total Hours Worked	2.50	

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Anchorage	New York	Seattle
Bellevue	Portland	Shanghai
Los Angeles	San Francisco	Washington, D.C.

www.dwt.com

Washington Mutual, Inc.
 Invoice No. 5800374
 Page No. 2

TOTAL SERVICES AND DISBURSEMENTS - THIS INVOICE

Total Current Services	\$1,312.50
Total Current Disbursements	0.00

Total Current Invoice	\$1,312.50

SUMMARY BY PROFESSIONAL

<u>Professional</u>	<u>Hours Worked</u>	<u>Billed Per Hour</u>	<u>Bill Amount</u>
Partner			
Russell, B.	2.50	525.00	1,312.50
	-----		-----
Total	2.50		1,312.50
	-----		-----
Total All Classes	2.50		\$1,312.50

STATEMENT OF ACCOUNT

Balance from Previous Statement	\$6,668.60
Less Payments Received as of 06/09/09 - WASHINGTON MUTUAL INC - BANK WIRE	(\$3,413.60)
Current Invoice	\$1,312.50
 Total Balance Due This Matter	 \$4,567.50

Year-to-date Billed Fees	\$8,487.50
Year-to-date Billed Expenses	\$0.00
Year-to-date Billed Total	\$8,487.50
 To-date Billed Fees	 \$8,487.50
To-date Billed Expenses	\$0.00
To-date Billed Total	\$8,487.50