

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

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*In re* : **Chapter 11**  
 :  
WASHINGTON MUTUAL, INC., et al.,<sup>1</sup> :  
 : **Case No. 08-12229 (MFW)**  
 :  
 : **(Jointly Administered)**  
 :  
**Debtors.** : **Re: Docket Nos. 783 and 797**  
 :  
-----X

**CERTIFICATION OF COUNSEL REGARDING OMNIBUS ORDER  
AWARDING FIRST INTERIM ALLOWANCE OF COMPENSATION  
FOR SERVICES RENDERED AND FOR REIMBURSEMENT OF  
EXPENSES TO SHEARMAN & STERLING LLP AND PERKINS COIE LLP**

The undersigned hereby certifies that:

On April 23, 2009, the Court held a hearing (the "Hearing") to consider, among other things, the First Interim Fee Application Requests of certain professionals including, among others, McKee Nelson LLP, Shearman & Sterling LLP, Perkins Coie LLP and John W. Wolfe, P.S. Based on the representations made on the record and the direction of the Court at the Hearing, the Debtors prepared a revised form of order approving certain of the First Interim Fee Application Requests (the "Revised Order"). The Revised Order removed references to the interim fee applications of McKee Nelson LLP, Shearman & Sterling LLP, Perkins Coie LLP and John W. Wolfe, P.S.

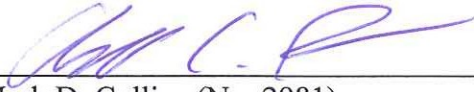
Pursuant to the direction of the Court at the Hearing, unredacted interim fee applications for Shearman & Sterling LLP and Perkins Coie LLP were submitted to the Court.

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



Accordingly, the Debtors respectfully request that the Court enter an order substantially in the form attached hereto as Exhibit A (the "Proposed Order") approving the interim fee applications of Shearman & Sterling LLP and Perkins Coie LLP at its earliest convenience.

Dated: July 14, 2009  
Wilmington, Delaware



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Mark D. Collins (No. 2981)  
Chun I. Jang (No. 4790)  
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

**EXHIBIT A**

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

-----X  
: **Chapter 11**  
: **Case No. 08-12229 (MFW)**  
: **(Jointly Administered)**  
: **Re: Docket Nos. 783 and 797**  
: **Debtors.**  
: **WASHINGTON MUTUAL, INC., et al.,<sup>1</sup>**  
: ***In re***  
-----X

**OMNIBUS ORDER AWARDING FIRST INTERIM ALLOWANCE OF  
COMPENSATION FOR SERVICES RENDERED AND FOR REIMBURSEMENT  
OF EXPENSES TO SHEARMAN & STERLING LLP AND PERKINS COIE LLP**

Upon consideration of the Interim Fee Application Requests (the “Interim Requests”) of those professionals referenced on Exhibit 1 attached hereto (the “Applicants”), pursuant to sections 330(a) and 331 of title 11 of the United States Code, §§ 101-1532, and Rule 2016 of the Federal Rules of Bankruptcy Procedure, for the interim allowance of certain fees and expenses, including fee holdbacks, for the period covered by the dates referenced in Exhibit 1 attached hereto (the “Compensation Period”), filed pursuant to the Order Granting Motion of the Debtors and Debtors-in-Possession for an Administrative Order Pursuant to 11 U.S.C. §§ 105(a) and 331 Establishing Procedures for Interim Monthly Compensation and Reimbursement of Expenses of Professionals, dated October 30, 2008 [Docket No. 204] and the Amended Administrative Order Establishing Procedure for Interim Compensation and Reimbursement of Expenses of Professionals, dated November 14, 2008 [Docket No. 302] (collectively, the “Administrative Order”); and the Court having reviewed the applications of each Applicant for

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RLF1-3415290-1

allowance of interim compensation for professional services and for reimbursement of expenses referenced on Exhibit 1 attached hereto (the “Applications”), and the Court finding that: (a) the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; (b) notice of the Interim Requests and the Applications, was adequate under the circumstances; and (c) all persons with standing have been afforded the opportunity to be heard on the Interim Requests, it is hereby:

ORDERED that the Interim Requests are granted; and it is further

ORDERED that each of the Applicants is allowed compensation for services rendered during the Compensation Period, and is allowed reimbursement for actual and necessary expenses incurred during the Compensation Period in the amounts set forth on Exhibit 1 hereto, including any and all holdbacks; and it is further

ORDERED that the Debtors are authorized and directed to make payment to each of the Applicants of 100% of any and all fees and 100% of any and all expenses listed on Exhibit 1 hereto that have not yet been paid in satisfaction of the allowed fees for services rendered and expenses incurred during the Compensation Period; provided however, that all fees and expenses paid as authorized herein are subject to final allowance by the Court pursuant to the terms of the Administrative Order.

Dated: \_\_\_\_\_, 2009  
Wilmington, Delaware

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THE HONORABLE MARY F. WALRATH  
UNITED STATES BANKRUPTCY JUDGE

**EXHIBIT 1**

**Washington Mutual, Inc., Case No. 08-12229 (MFW)  
For The Period September 26, 2008 Through January 31, 2009**

Professional	Professional's Role in Case	Professional's Retention Date	Total Fees and Expenses Requested	Total Fees and Expenses Approved	Total Outstanding Fees and Expenses (20% Holdback)	Voluntary Reductions	Total of All Compensation Approved
Shearman & Sterling LLP	Special Tax Litigation Counsel to Debtors	November 25, 2008 <i>nunc pro tunc</i> to October 8, 2008	\$461,555.50 \$12,988.67	\$369,244.40 \$12,988.67	\$92,311.10 \$0.00	\$0.00 \$0.00	\$474,544.17
Perkins Coie LLP	Special Counsel to Debtors	November 25, 2008 <i>nunc pro tunc</i> to September 26, 2008	\$477,815.75 \$13,247.16	\$382,252.60 \$13,247.16	\$95,563.15 \$0.00	\$0.00 \$0.00	\$491,062.91
<b>TOTAL</b>							<b>\$965,607.08</b>