

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

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In re: : Chapter 11
: Case No. 08-12229 (MFW)
Washington Mutual, Inc., et al., : Jointly Administered
: :
: :
Debtor. : **Objection Date: 8/4/2009 @ 4:00 PM**
: :
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**SECOND 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 MAY 1, 2009 THROUGH MAY 31, 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: May 1, 2009 – May 31, 2009

Amount of compensation
requested: \$775,675.00

Amount of expense
reimbursement requested: \$12,281.80

This is a: X monthly quarterly application.

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



Prior Applications:

		Requested		Approved	
Date Filed/ Docket No.	Period Covered	Fees	Expenses	Fees	Expenses
June 8, 2009 Docket No. 1116	April 3, 2009- April 30, 2009	\$853,305.50	\$17,755.31	\$682,644.40	\$17,755.31

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

(MAY 1, 2009 TO MAY 31, 2009)

NAME	POSITION; EXPERIENCE	HOURLY RATE	TOTAL HOURS	TOTAL COMPENSATION
Peter Calamari	Partner for 33 years; admitted in 1974	970.00	114.70	\$111,259
Michael B. Carlinsky	Partner for 12 years; admitted in 1990	970.00	48.00	\$46,560
Jeffrey Conciatori	Partner for 10 years; admitted in 1981	930.00	5.00	\$4,650
Robert L. Raskopf	Partner for 24 years; admitted in 1977	930.00	4.00	\$3,720
Susheel Kirpalani	Partner for 8 years; admitted in 1995	860.00	60.60	\$52,116
Andrew M. Berdon	Partner for 7 years; admitted in 1988	860.00	9.30	\$7,998
David L. Elsberg	Partner for 5 years; admitted in 1997	810.00	88.90	\$72,009
Eric D. Winston	Partner for 5 years; admitted in 1999	805.00	10.30	\$8,291.50
Anastasia M. Fernands	Associate for 13 years; admitted in 1996	760.00	3.60	\$2,736
Deborah Brown	Partner effective Jan 1, 2009; admitted in 2003	730.00	24.30	\$17,739
Alan Blum	Partner for 3 years; admitted in 1982	730.00	0.50	\$365
Adam M. Abensohn	Of Counsel for 2 years; admitted in 1995	680.00	143.30	\$97,444
Daniel Holzman	Of Counsel for 1 year; admitted in 1998	680.00	2.70	\$1,836
Jessica A. Rose	Associate for 6 years; admitted in 2004	550.00	12.00	\$6,600
Benjamin Finestone	Associate for 4 years; admitted in 2005	520.00	216.90	\$112,788
Lori Weiss	Associate for 5 years; admitted in 2005	520.00	13.00	\$6,760
Harrison Denman	Associate for 3 years; admitted in 2006	480.00	68.90	\$33,072
Rebekah Parker	Associate for 3 years; admitted in 2008	480.00	16.70	\$8,016
Evan D. Parness	Associate for 2 years; admitted in 2008	420.00	199.40	\$83,748
Joseph Sarles	Associate for 2 years; admitted in 2007	420.00	1.10	\$462
Courtney Ballard	Associate for 2 years; admitted in 2007	420.00	13.10	\$5,502
K. McKenzie Anderson	Associate for 2 years; admitted in 2008	420.00	11.70	\$4,914
Michael Longyear	Associate for 1 year; admitted in 2009	390.00	69.30	\$27,027
Olga M. Urbietta	Associate for 1 year; admitted in 2008	390.00	109.70	\$42,783
Christopher Clark	Attorney	320.00	13.70	\$4,384
Jonathan Scharf	Attorney	320.00	1.90	\$608

Greg Kanyicska	Attorney	320.00	0.30	\$96
Serafina Shishkova	Law Clerk	310.00	17.00	\$5,270
Martine Lacroix	Paralegal	265.00	30.70	\$8,135.50
Matt Hester	Litigation Support	150.00	0.40	\$60
	Sub-Total	\$580.33 (Blended Rate)¹	1,311	\$776,949.00
	½ Non-Working Travel		2.45	\$1,274.00
	TOTAL		1308.55	\$775,675.00

¹ The blended rate excluding paraprofessionals is \$617.96.

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

(MAY 1, 2009 TO MAY 31, 2009)

ACTIVITY	HOURS	FEEs
Fee Application	64.6	\$25,698.00
Litigation	1241.5	\$748,703.00
Non-working Travel	4.9	\$2,548.00 (minus 50%) = \$1,274.00
TOTAL	1311	\$775,675.00

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

(MAY 1, 2009 TO MAY 31, 2009)

Description	Amount
Color printing	129.39
Client Meals	66.10
Express mail	54.10
Filing fee	169.50
Litigation Support Services	266.50
Local travel	597.67
Messenger services	13.00
Photocopying	137.30
Postage	0.44
Printing	1,520.10
Taxi	516.21
Telecopier	18.50
Telephone	82.83
Westlaw	9,498.01
Total	\$13,069.65
	(\$787.85)²
Total Disbursements	\$12,281.80

² Quinn Emanuel has voluntarily reduced the amount sought for reimbursement of expenses incurred during the Second Monthly Fee Period by \$787.85 on account of an expense reimbursement amount inadvertently charged to the Debtors' estates in a previous fee application.

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URQUHART OLIVER & HEDGES, LLP, AS SPECIAL LITIGATION
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COMPENSATION FOR SERVICES RENDERED AND FOR REIMBURSEMENT OF
EXPENSES DURING THE PERIOD FROM MAY 1, 2009 THROUGH MAY 31, 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, entered on October 31, 2008 (Docket No. 204) (the "Compensation Order"), seeking (i) interim allowance of compensation of \$775,675.00 for actual, reasonable and necessary professional services rendered, (ii) payment of 80% of such compensation in the amount \$620,540.00 and (iii) interim allowance and payment of \$12,281.80 for 100% of actual, reasonable and necessary expenses incurred during

the period from May 1, 2009 through May 31, 2009 (the "Second 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 their 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 second 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 Second Monthly Fee Period, and (b) reimbursement of actual, reasonable and necessary expenses incurred by Quinn Emanuel in connection with such services during the Second Monthly Fee Period.

8. Specifically, Quinn Emanuel seeks approval of compensation in the amount of \$775,675.00 for legal services rendered on behalf of the Debtors during the Second Monthly Fee Period, and \$12,281.80 for reimbursement of all actual, reasonable and necessary expenses incurred in connection with the rendition of such services. The fees sought by this Application

reflect an aggregate of 1,311 hours of attorney and other paraprofessional time spent and recorded in performing services for the Debtors during the Second Monthly Fee Period, at a blended average hourly rate of \$580.33 for both professionals and paraprofessionals. The blended hourly rate for professionals only is \$617.96.

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 Second 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 Second 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: 1,241.5; Total Fees: \$748,703.00)

15. ***District Court Action:*** 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 to certain assets improperly transferred to Washington Mutual Bank ("WMB") and/or JP Morgan Chase Bank, N.A. ("JPMC").

16. ***Litigation with JPMC:*** 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. ***Turnover Action:*** 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 \$4 billion in deposit liabilities that JPMC owes the Debtors but refuses to pay (the "Deposits"), which action is captioned *Washington Mutual, Inc. et al. v. JPMorgan Chase Bank, N.A.*, Adv. No. 09-50934, concerning (the "Turnover Action").

18. 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.

19. Specifically, during the Second Monthly Fee Period, Quinn Emanuel attorneys have continued to conduct 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 Second 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, Quinn Emanuel attorneys expended considerable effort reviewing and analyzing potential defenses and counterclaims against JPMC. This analysis formed the foundation for the Debtors' answer and counterclaims against JPMC which involved a considerable amount of time to research and draft. Quinn Emanuel attorneys ultimately filed the Debtors' answer and counterclaims on behalf of the Debtors with the Bankruptcy Court on May 29, 2009.

20. JPMC thereafter filed a motion to dismiss on May 13, 2009 arguing that the Turnover Action could not be brought to obtain property that is in dispute because ownership of the funds is subject to a legitimate dispute. Throughout the Second Monthly Fee Period, Quinn Emanuel attorneys dedicated considerable time to researching and drafting a response to JPMC's motion to dismiss. On May 27, 2009, Quinn Emanuel attorneys, on the Debtors' behalf, filed a response. Ultimately, on June 24, 2009, after a hearing on the matter, the Court denied JPMC's motion to dismiss the Turnover Action.

21. Throughout the Second Monthly Fee Period, Quinn Emanuel attorneys researched and drafted a motion for summary judgment in the Turnover Action. In connection with this motion, Quinn Emanuel attorneys interviewed several witnesses and prepared witness affidavits. On May 19, 2009, the Debtors filed the motion for summary judgment.

22. JPMC also filed a motion requesting additional time to respond to the Debtors' summary judgment motion on May 27, 2009. In connection with JPMC's motion, Quinn Emanuel attorneys drafted a written opposition to JPMC's motion for additional time. The Court

granted JPMC's motion on May 29, 2009. Thereafter, Quinn Emanuel attorneys eventually researched and prepared a motion asking the Court to reconsider the order granting JPMC additional time to respond (the "Motion to Reconsider"). The Motion to Reconsider argued that JPMC's motion for additional time is not a simple administrative matter promoting efficiency, but rather JPMC's motion to dismiss and Debtors' motion for summary judgment are closely related matters, such that it would be impossible for the Court to fully and fairly consider the underlying issue in both – the proper disposition of Plaintiffs' \$4 billion in deposits – without addressing both at once. Ultimately, on June 24, 2009, the Court denied the Debtors' motion for reconsideration and subsequently denied JPMC's motion to dismiss the Turnover Action.

23. ***Rule 2004 Motion And Motion To Enlarge Time To Assert***

Counterclaims: 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"). On May 1, 2009, Quinn Emanuel attorneys, on the Debtors' behalf, filed the 2004 Motion seeking discovery to assess whether fraudulent transfer or other avoidance claims exist against JPMC. The requested examination would permit the Debtors – as estate fiduciaries – to determine the validity and ownership of potentially significant claims.

24. During the Second Monthly Fee Period, Quinn Emanuel attorneys researched and drafted a reply to an objection filed by JPMC to the 2004 Motion and extensively prepared for oral argument for the hearing held on May 19, 2009. On May 19, 2009, Quinn

Emanuel attorneys presented oral argument at the hearing on the 2004 Motion. Ultimately, on June 24, 2009, the Court granted the Debtors' 2004 Motion over the objection of JPMC.

IV. FACTORS TO BE CONSIDERED IN AWARDING ATTORNEYS' FEES

27. 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. Although not undesirable, 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

28. 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.

29. 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.

30. 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).

31. 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).

32. The total time spent by Quinn Emanuel attorneys and paraprofessionals during the Second Monthly Fee Period was 1,311 hours, which services have a fair market value of \$775,675.00. 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

33. Quinn Emanuel has expended the total amount \$12,281.80 in actual, reasonable and necessary expenses in connection with representing the Debtors during the Second 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."**

34. 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.

35. 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.

36. 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.

37. 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.

38. Attorneys at Quinn Emanuel have not incurred expenses for luxury accommodations, deluxe meals or air travel in excess of coach fares. Throughout the Second

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

39. 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 Second Monthly Fee Period in the amount of \$775,675.00, together with reimbursement of \$12,281.80 for all actual, reasonable and necessary expenses incurred, and such other and further relief as is just.

Dated: Wilmington, Delaware
July 13, 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

Statement Detail

Litigation

Date	Timekeeper	Description	Hours
05/01/09	AMA	Research and draft summary judgment motion in support of turnover complaint (9.0); call with client regarding IP issues (1.1).	10.10
05/01/09	BF1	Research regarding title 12 issues (1.2); t.c. regarding characterization issues (.2); research regarding avoidance issues (1.2).	2.60
05/01/09	DH3	Research potential state law claims.	2.70
05/01/09	DLE	Review Galveston complaint, email with P. Calamari and S. Kirpalani re same (0.4); review materials from D. Logan and revise outline of short affidavit, email with S. Kirpalani re same (0.8); review documents (1.1).	2.30
05/01/09	EP	Review confidentiality agreement between WMI and JPMC (.3); analyze jurisdictional issues and draft memo incorporating case law research (9.1); correspondence with P. Calamari and R. Miller regarding jurisdiction (.3).	9.70
05/01/09	HLD	Review/revise motion to enlarge and 2004 motion (3.5); prepare for filing and emails re filing of same (1.2).	4.70
05/01/09	JAR	Read and respond to emails from D. Elsberg and A. Abensohn regarding potential IP issues and counterclaims (.3); review IP registrations (.8); review Purchase and Assumption Agreement in advance of call (.6); meeting regarding background of litigation (.9); participated in conference call on trademark issues with client (.5); post-call round up regarding same (.4).	3.50
05/01/09	MBC	Review liability issues (.5); calls with JPMC re 2004 (.3); finalize 2004 papers and file (.6); call with clients (.4); meet with team (.5); review personal jurisdiction issues (.8).	3.10
05/01/09	ML4	Create searchable pdfs for E. Parness.	0.30
05/01/09	OMU	Research caselaw related to counterclaim against JPMC (4.2); read caselaw re same (2.9).	7.10

Date	Timekeeper	Description	Hours
05/01/09	PC	Emails D. Elsberg, S. Kirpalani and D. Holtzman regarding solvency issues (.3); Rule 2004, meet and confer JPMC, TC C. Smith, A. Siegel and others regarding same, attention to filing, circulate copies (1.4); TC C. Smith, B. Rosen and R. Williams regarding strategy (.3); review Conference Agreement and emails regarding same (.2); review FOIA materials and emails regarding same (.3); attention to Turnover Complaint, review and revise affidavit, emails regarding S/J Motion procedure, additional affidavits (1.2); review news articles, emails regarding communications (.6); attention to answer and counterclaim, emails regarding jurisdiction issues (.4).	4.70
05/01/09	RHP	Prepare Rule 2004 for filing (2.4); research re same (2.6); draft summary of cases regarding same (1.3).	6.30
05/01/09	SK2	Analyze capital contribution issues.	1.90
05/02/09	AMA	Draft summary judgment motion in support of turnover complaint.	7.10
05/02/09	BF1	Research re setoff (1.4); draft/develop counterclaims assessment (6.5).	7.90
05/02/09	DKB	Review and respond to emails regarding TSA and amounts owed to FSB.	1.00
05/02/09	DLE	Review comments received from QE group re draft affidavit and revise re same (3.3); circulate re-draft to QE group (.3); review email correspondence regarding contributions, follow up re same (0.2).	3.80
05/02/09	EP	Follow-up regarding jurisdiction issues (.3); research case law re jurisdiction (.5).	0.80
05/02/09	PC	Review S/J Motion on Turnover (.3); revise D. Logan affidavit (.4); explore tax issues and numerous emails regarding the foregoing (.6).	1.30
05/02/09	SK2	Revise slides for discussion w/ litigation team and clients regarding analysis of potential claims.	2.10
05/03/09	AMA	Call with B. Finestone re turnover issues (.6); draft summary judgment motion (.8).	1.40
05/03/09	BF1	T.c. with A. Abensohn re various setoff issues for SJ motion (.6); review/comment affidavit (.6).	1.20

Date	Timekeeper	Description	Hours
05/03/09	MLX	Review and revise slide regarding claims and counterclaims.	1.00
05/03/09	OMU	Research caselaw on potential claims issues (4.2); review caselaw re same (4.0).	8.20
05/03/09	PC	Review Turnover Complaint and cause of action outline, emails regarding same (.3); final review, D. Logan affidavit and revisions to same (.3).	0.60
05/03/09	SK2	Further review and revisions to slides re potential claims.	2.50
05/04/09	AMA	Finalize draft summary judgment motion in support of turnover complaint.	8.10
05/04/09	BF1	Case due diligence (2.8); t.c. with W Sheehan (.3); t.c. with B. Umari (.3); review of proofs of claim (1.5); c.c., P. Freuilenger, C. Smith regarding TruPS (1.3); c.c. with B. Rosen, M. Bell, regarding TruPS (.5); review of MOU (.8); revise counterclaims slides (.9); review remarks (.5); review summary judgment motion (2.4).	11.30
05/04/09	CC4	Assist with research re open issues (.3); coordinate creation of slides (.2).	0.50
05/04/09	DKB	Review case law (2.3); review PowerPoint summary of potential counterclaims (4.0).	6.30
05/04/09	DLE	Review caselaw re open issue (.3), email discussion with QE group re same (.2).	0.50
05/04/09	EP	Follow-up research regarding jurisdiction (3.4), research caselaw concerning corporate structure (3.0), analyze findings and draft memo re same (2.6).	9.00
05/04/09	JAR	Draft memo to file re call with client.	1.80
05/04/09	MBC	Weekly call; discuss litigation issues (1.2); review/revise SJ motion papers (2.0).	3.20
05/04/09	MLX	Legal research regarding potential counterclaims (3.6); review and revise claims assessment analysis for presentation to committee (.5); review and revise draft summary judgment motion (1.6).	5.70
05/04/09	OMU	Research re potential claims for slide presentation (3.2); review caselaw re same (2.3) and research re avoidance actions (2.4); review caselaw re same (2.0).	9.90

Date	Timekeeper	Description	Hours
05/04/09	PC	Review caselaw and emails regarding counterclaims (.8); emails regarding scheduling various meetings, interviews and agendas (.3); continue review and revision of affidavit, review of Carlinsky comments (.4); phone attendance on Board Meeting to discuss status and prepare for same (.9); TC C. Smith, P. Freiling, B. Rosen (1.6); review outline of Counterclaims, emails regarding comments to same, review Board minutes (.6).	4.60
05/04/09	SK2	Review documents in preparation for call with WMI (1.1); conf. call w/ WMI internal personnel (1.3); review Title 12 statutory framework and treatises re same (2.5); TC w/ M. Bell (Weil) re same (.5).	5.40
05/05/09	AMA	Revisions to summary judgment motion (5.1); call with C. Smith re deposit accounts (.4).	5.50
05/05/09	BF1	Research caselaw (2.7); confer re evidentiary issues (.4); review various board minutes (1.8); c.c. with L. Meyerson, C. Smith regarding state law issues (.6); cross claims development (3); attend/participate in team litigation strategy meeting (1.3); revise slide presentation (2.2).	12.00
05/05/09	CC4	Create Power point presentation for client (2.3); attend group meeting re same (1.4).	3.70
05/05/09	DKB	Review emails regarding tax issues (.5); review summary judgment brief (1.9).	2.40
05/05/09	DLE	Edit draft affidavit to reflect recent comments, circulate same to Calamari and D. Logan (.4); teleconf R. Johnson re copy of confidentiality agreement and review of related confidentiality agreement (0.3); weekly status call with R. Williams and C. Smith (0.4); review draft slides (0.2); prepare for and participate in call with C. Smith and R. Williams (0.2); team meeting re potential claims and counterclaims and draft slides (1.5), outline affidavit and research basic facts for same (0.4).	3.40
05/05/09	EP	Research jurisdiction issues and draft memo regarding same (8.3); team meeting to review and analyze slide presentation to creditors (1.3); research statutes for inclusion in same (1.3).	10.90
05/05/09	HLD	Attend team meeting re slides (1.3); prep re same (1.0); research re UCC and emails with B. Finestone re same and revisions to slides (4.3).	6.60

Date	Timekeeper	Description	Hours
05/05/09	MBC	Attend weekly call re open issues.	1.50
05/05/09	MLX	Meet with team regarding claims analysis (1.3); legal research regarding potential claims and counterclaims (1.3); review and revise comprehensive claims and counterclaims analysis (6.3).	8.90
05/05/09	OMU	Research caselaw re potential claims for slide presentation (8.2); request documents from Court (1.1); attend team meeting to discuss power point (1.3).	10.60
05/05/09	PC	Attention to S/J Motion, final review of Affidavit and circulate, review and revise first draft of memo (1.6); Emails regarding case outcome (.4); Status conf. call with C. Smith and R. Williams, emails summarizing same (1.1); review counterclaims (.3); review slide show (.8); conf. regarding same (.6); TC Moskowitz from Kasowitz regarding same (.7); Internal conf. to review and revise claims (1.1); questions regarding info sharing agreement with JPMC and emails regarding same (.2); TC L. Meyerson and C. Smith (.6).	7.40
05/05/09	RHP	Review confidentiality agreement (.3); review summary of claims and counterclaims (.5); o.c. with team re strategic considerations (1.3).	2.10
05/05/09	SK2	Conf. call w/L. Meyerson (.9); review draft claims (.3).	1.20
05/06/09	AMA	Revisions to summary judgment motion.	7.40
05/06/09	BF1	Final revisions to slides (2.1); t.c. with B Umari (.9); interview with L Meyerson (2); draft summary email to team (.5); review board minutes and summary of important facts (4.7).	10.20
05/06/09	DKB	Review slides (.7); conference call regarding work plan and draft summary of call for team (1.3); revise summary of claims (1.0); review offer letter and revise summary of claims (2.1).	5.10
05/06/09	DLE	Review, mark up and circulate comments on draft summary judgment brief (1.5); teleconf re affidavit, and documents that we can attach as exhibits (including additional exhibits to be added), make revisions to draft aff based teleconf (0.5); call R. Johnson and confer re confidentiality agreement (0.1); meet with Simpson Thacher re their involvement in WaMu (1); attend creditors meeting at Weil (3.1); review/revise summary judgment brief (0.1).	6.30

Date	Timekeeper	Description	Hours
05/06/09	EP	Revised bankruptcy counterclaim slides in preparation for presentation to creditors (2.1); follow-up research re same (.7); follow-up research regarding jurisdiction (3.6); attend meeting re fact gathering (1.3); draft memo analyzing facts re same (3.1); correspondence with David Elsberg regarding jurisdiction (.4).	11.20
05/06/09	HLD	Review E. Parness summaries of intervention and emails re same (.2); review motion re same (.2).	0.40
05/06/09	MBC	Review and revise turnover SJ motion and affidavit.	2.20
05/06/09	MLX	Review and revise comprehensive claims analysis.	0.20
05/06/09	OMU	Meet with S. Kirpalani to discuss research (.8); Research caselaw on "subrogees" (8.8).	9.60
05/06/09	PC	Emails regarding solvency analysis (.3); Review and revise slides, emails regarding same, assessment of venue issues, assessment on tax issues (1.1); review and revise memo in support of S/J Motion on Turnover and emails regarding same (.8); TC B. Rosen and C. Smith regarding disclosure obligations relating to information shared with creditors and prepare for meeting with creditors (.4); attention to scheduling, meet and confer, TC Sullivan and Cromwell regarding same, emails internal team regarding same (.4); emails regarding status of tax analysis (.2); Interview of Lee Meyerson, review memo regarding same (1.5); attend creditors committee meeting at Weil (3.1); prepare for same (.7).	8.50
05/06/09	RHP	Review emails re JPMC.	0.20
05/06/09	SK2	Research subrogation issues (1.9); confer w/O. Urbietta re same (.8); attend meeting w/L. Meyerson re WMI background (1.1); attend meeting at Weil w/creditor groups (2.8).	6.60
05/07/09	AMA	Revisions to summary judgment motion.	2.30
05/07/09	BF1	O.c. with D. Elsberg and E Parness regarding supplemental counterclaims (.3); draft counterclaims (5.1).	5.40
05/07/09	DKB	Meet with D. Elsberg (.3); call with L. Horton regarding tax issues (.7).	1.00

Date	Timekeeper	Description	Hours
05/07/09	DLE	Confer with B. Finestone and E. Parness re claims (0.2); confer with D. Brown re tax issue, call Weil re same, circulate notes re same, review powerpoint materials from Weil re same (0.7); review current version of summary judgment brief and give comments to P. Calamari and more detailed comments to A. Abensohn (1); draft affidavit and circulate same for comments (1.1).	3.00
05/07/09	EP	Research jurisdiction caselaw, draft memo analyzing same (11.4); meeting with David Elsberg, and Ben Finestone to discuss additional fact gathering in support of claims (.3); research facts for memo (.9); call with Elsberg and Chad Smith to discuss fact gathering (.1); draft checklist of jurisdictional facts (.2).	12.90
05/07/09	MBC	Review emails re solvency issues; tax issues (.4); review SJ motion issues (.5); call with clients (1.5).	2.40
05/07/09	MLX	Factual analysis regarding JPMC's bid to acquire WMB.	1.80
05/07/09	OMU	Request documents from bankruptcy court (.5); confer w/ H. Denman re same (.2).	0.70
05/07/09	PC	Review and comment on memo supporting S/J Motion, circulate same, emails regarding same, review Williams affidavit and comment, TC regarding same (1.2); Analysis of tax claims, emails regarding same, review Kirkland presentation, emails W & C regarding same (.8); review of summary of board minutes and emails regarding same (.2); emails and TC creditors (W & C) regarding assertion of claims (.7); attention to pro hac motion (.2); status conf. call with R. Williams, review facts of financing (1.0).	4.10
05/08/09	AMA	Revisions to Summary Judgment brief (3.1); revisions to Affidavit (2.5); call with Simpson Thacher re jurisdiction (.4); reviewing case correspondence (.9).	6.90
05/08/09	BF1	T.c. with T. Sapeika regarding solvency issues (.2); t.c. with J. Gould regarding solvency issues (.3); draft counterclaims (6.1).	6.60
05/08/09	DLE	Teleconf's C. Smith (0.4); teleconf P. Calamari and C. Smith re same and re discussing deposit, and re C. Smith's comments on summary judgment brief (0.7); revise affidavit and summary judgment brief (0.4); confer with E. Parness re checklist for interviewing clients and review draft of same (.8).	2.30

Date	Timekeeper	Description	Hours
05/08/09	EP	Research case law regarding general and specific jurisdiction, revise jurisdiction memo re same (3.8); fact gathering re email re JPMC (.6); correspondence with David Elsberg regarding facts gathered from client regarding jurisdictional issues (.2).	4.60
05/08/09	MBC	Review client's comments to SJ motion (1.6); review SJ motion and related affidavits (1.2).	2.80
05/08/09	MLX	Factual analysis of FOIA requests (1.9); draft summary regarding same (4.4).	6.30
05/08/09	PC	Emails regarding tax filings (.2); Review C. Smith comments on turnover S/J Motion and revisions to same, emails regarding factual affidavit from Senior Management and TC C. Smith regarding same (1.2); review cases on former employees, emails regarding same (.6); unsolicited email and discussion (.9); emails regarding tax issues (.1); attention to counterclaims, organize team to prepare, conf. regarding format, numerous emails S. Kirpalani and others regarding claims (1.2); review Road Show Presentation, Sept. 22 report from OTS and other documents (.5); review summary of FOIA documents (.2).	4.90
05/08/09	SK2	Review OTS statements and chronology (1.1); review WaMu documentation (1.2).	2.30
05/09/09	BF1	Draft counterclaims.	5.10
05/09/09	EP	Analyze facts gathered from Simpson Thacher (1.8); research additional case law regarding jurisdiction and memo on jurisdiction (8.3).	10.10
05/09/09	MBC	Review PJ memo (.6); review tax issues memo (.4).	1.00
05/09/09	PC	Final revisions from C. Smith on S/J Motion, emails regarding same (.3); additional emails regarding correspondence and draft reply (.3); emails regarding counterclaims and solvency issues (.3).	0.90
05/10/09	AMA	Revisions to summary judgment brief.	1.40
05/10/09	EP	Correspondence with team regarding personal jurisdiction issues (.2).	0.20
05/10/09	MBC	Review emails re torts.	0.50

Date	Timekeeper	Description	Hours
05/10/09	PC	Attention to jurisdictional issues, emails regarding same, review jurisdictional memo (.3); emails regarding tax meeting (.2).	0.50
05/11/09	AMA	Call with client re document retention (.3); revisions to summary judgment motion and supporting affidavit (4.1).	4.40
05/11/09	BF1	Review pleadings related to open issues (.8); draft counterclaims (6.2).	7.00
05/11/09	DLE	Teleconf's C. Smith re affidavit and re additional affidavit, revise draft affidavit per discussions (0.8); confer re draft claims, confer re specific research questions on same (0.2); review memo re jurisdiction (0.3).	1.30
05/11/09	EP	Review factual materials in support of claims (2.1); research law on venue (1.2); draft complaint (3.0).	6.30
05/11/09	HLD	Research re registration issues caselaw (.8); emails with B. Finestone re same (.3).	1.10
05/11/09	JCS	Research case law re potential causes of action (.9); emails with Evan Parness re same (.2).	1.10
05/11/09	MBC	Review memo in support of SJ motion; comments (.8); review issues list; comments (.5).	1.30
05/11/09	PC	Review turnover S/J motion; additional comments and e-mails regarding same; telephone calls to C. Smith regarding same; conference call regarding same (0.8); meet and confer with S. Friedman and numerous e-mails to S. Kirpalani, C. Smith, B. Rosen regarding same (1.1); attention to counterclaims; e-mails from creditors regarding same; draft responses and prepare final (0.9); e-mail regarding tax schedule (0.1).	2.90
05/11/09	SK2	Review caselaw re potential bankruptcy claims.	3.10
05/12/09	AMA	Revisions to Summary Judgment Motion.	1.30
05/12/09	BF1	Draft counterclaims (2.9); t.c. with D. Gropper regarding various litigation issues (.5); research accounting claim (1.9); research regarding conclusion of subsidiary (.8); revise counterclaims in accord (1).	7.10
05/12/09	DKB	Attend tax meeting at Weil (5).	5.00
05/12/09	DLE	Review B. Rosen's comments on summary judgment (.1); confer re same (.1); review A. Abensohn's comments on possible edits (.1).	0.30

Date	Timekeeper	Description	Hours
05/12/09	EP	Draft state law claims (12.1); correspondence with BF regarding pending issues (.4).	12.50
05/12/09	MBC	Review emails (.3); docs re turnover (.2).	0.50
05/12/09	PC	E-mails S. Friedman and B. Rosen regarding discovery plan (0.2); attention to counterclaims; e-mails regarding strategy on claims (0.8); Tax meetings at Weil (3.8); review B. Rosen comments on turnover S/J motion (0.2); telephone call R. Williams regarding strategy, status; and follow up. (0.3).	5.30
05/12/09	SK2	Review and revise draft counterclaims (1.9); correspondence w/B. Finestone re same (.3); review draft summary judgment papers for turnover action (3.2).	5.40
05/13/09	AMA	Call with Alvarez and Marsal re document retention and information systems (.6); collect and review exhibits to Summary Judgment Motion (4.6); call with Weil re edits to Summary Judgment Motion (.3).	5.50
05/13/09	BF1	Revise counterclaims with internal comments (5.1); review claims (.8); research interest issues (1.4); review and research viability of actions (1.7); t.c. regarding avoidance issues (.3); c.c. with A&M regarding various preferences (.5); t.c. with E Parness regarding pleading issues (.4); c.c. with Gropper, Kramer Levin, Shaffer, John, Pike regarding avoidance issues (1.1); review and research objection (1).	12.30
05/13/09	DLE	Review draft claims, confer re same with P. Calamari and E. Parness (0.4); teleconf B. Ostrager (0.6).	1.00
05/13/09	EP	Draft and complete first draft of claims (6.9); meeting with P. Calamari and D. Elsberg regarding claim (.4); incorporate P. Calamari's edits and revise (2.3); correspondence with P. Calamari and B. Finestone regarding counterclaims factual theories (.3); review client analysis of claims and incorporate comments (.6); review JPMC objections (.3).	10.80
05/13/09	MBC	Review emails from B. Rosen re FDIC update.	0.50

Date	Timekeeper	Description	Hours
05/13/09	PC	Status conference call with WMI; telephone call C. Smith regarding all action items (1.6); e-mails regarding IP issues for counterclaims (0.2); motion for S/J on turnover case; review letter from JPMC, and notice of change of address; confer regarding same, e-mails regarding interview (0.6); review draft minutes for Com. meeting (0.2); review and revise bankruptcy counterclaims; confer regarding same (1.2); review letters from Sidley and telephone call to Chad Smith regarding same (0.2); conference call regarding claim (0.4); review and comment on claims, meeting with Evan Parness and David Elsberg regarding same (1.5); telephone call Davidson Kempner regarding conversations with FDIC (0.5); review objections and e-mails regarding same (0.3).	6.70
05/14/09	AMA	Meeting re recent JPMC filings (.5); review and outline responses to JPMC filings (2.9).	3.40
05/14/09	BF1	Further revisions to counterclaims (4.3); t.c. with Neil R. Lapinski, Elliot Greenleaf regarding various filing issues (.4); review objection motion (.9); litigation strategy conference with P Calamari, D Elsberg, H Denman, M Longyear, E Parness, D Brown (.5); research and draft reply to Rule 2004 objection (7.5).	13.60
05/14/09	CC4	Attend group status meeting.	0.50
05/14/09	DKB	Team meeting.	0.50
05/14/09	DLE	Review draft counterclaims, confer re same with P. Calamari, and confer re same and give comments to B. Finestone (1); teleconf client re IP rights, follow up meetings with J. Rose and E. Parness (1.1); review and give extensive comments on two versions of draft claims, and confer with E. Parness re same. (1.8).	3.90
05/14/09	EP	Correspondence with D. Elsberg, P. Calamari, and B. Finestone regarding complaint and counterclaims (.3); review draft of counterclaims (1.2); prepare for call with client and client IP counsel on IP issues (.2); teleconference related to IP issues (.9); post-IP call meeting with D. Elsberg and J. Rose to discuss causes of action related to IP issues (.3); redraft cause of action for IP claim and draft outline (2.0); attend team meeting (.5); meeting and follow-up correspondence with D. Elsberg to discuss revisions to state law claims (.6); edit and revise state law claims (6.3)	12.30

Date	Timekeeper	Description	Hours
05/14/09	HLD	Prepare for meeting re status of 2004 litigation (.5) and attend team meeting re same (.5); prepare reply (.5); research re open legal issues for same, conf with B. Finestone re same (4.8); review JPMC opposition brief for same (.7).	7.50
05/14/09	JAR	Participate in conference call on IP claims (.9); edit draft (1.1).	2.00
05/14/09	KMA	Conf. regarding legal research assignment.	0.20
05/14/09	MBC	Conference call (.9); review opp briefs (.1); outline reply (.1).	1.10
05/14/09	ML4	Attend team meeting (.5).	0.50
05/14/09	MLX	Meet with team regarding strategy (.5); review confidentiality agreement (.2).	0.70
05/14/09	PC	Continue work on counterclaims on bankruptcy proceeding, review and revise second draft; meeting with B. Finestone regarding same (2.5); continue work on claims, review and revise second draft, meeting with D. Elsberg regarding same (1.1); work on response to objections; e-mails regarding same; attention to timing of response (1.0); review and organize response to motion to dismiss turnover (0.4); review response on intervention in action (0.3); review news article (0.1); conference call with C. Smith on IP rights, work on IP counterclaim (0.9); T.C. to S. Thirshwell (DK); e-mails to B. Rosen regarding same (0.3); e-mails A. Siegel regarding communication issues (0.2); T.C. White and Case regarding counterclaims and strategy (0.3); internal team meeting regarding responses to motions (0.5).	7.60
05/14/09	RHP	Review opposition to motion (.4); o.c. re reply to motion (.4); team meeting re reply to motion (.5).	1.30
05/15/09	AMA	Revisions to Summary Judgment Motion (2.2); revisions to supporting Affidavit (.8); call with Weil re banking issues (.4); reviewing recently filed pleadings (.7)	4.10
05/15/09	BF1	Research reply to objection (2.8); research motion to enlarge (2.7); draft reply to objection (2.8); revise counterclaims and circulate to creditors (3.1); o.c. with H Denman regarding reply to objection (.3); distribute reply to objection to creditors (.4).	12.10

Date	Timekeeper	Description	Hours
05/15/09	DLE	Revise draft claims, confer with P. Calamari and E. Parness re same (4.7); teleconf C. Smith re claims and factual back up for same (0.3); teleconf L. Meyerson re same (0.3); confer re summary judgment motion and procedure for cross-motions (0.2).	5.50
05/15/09	EP	Correspondence with D. Elsberg regarding confidentiality agreement (.9); review NYT article regarding JPMC (.3).	1.20
05/15/09	HLD	Draft/revise reply (2.0); related research re various open issues re same (4.1); conf with B. Finestone re same and review QE team emails and revisions re same (1.2); synthesize answer with counterclaims (.5).	7.80
05/15/09	KMA	Legal research and analysis in connection with JP Morgan motion to dismiss turnover action.	6.30
05/15/09	KMA	Legal research and analysis in connection with turnover.	3.40
05/15/09	MBC	Review article from R. Williams (.3); review reply, read cases; prepare for oral argument (3.0).	3.30
05/15/09	MLX	Legal analysis regarding confidentiality agreement provisions.	0.70
05/15/09	PC	Attention to discovery objection; e-mails to M. Carlinsky regarding same; review and comment on preliminary statement; confer with M. Carlinsky and B. Finestone regarding same (1.6); review and revise several drafts of claims; confer with D. Elsberg regarding same (1.3); e-mails regarding turnover opposition procedure; (0.7); review decision in class action (0.2); telephone call to creditors counsel (G. Staimer) and others regarding tax issues, summary e-mails regarding same (.6).	4.40
05/16/09	AMA	Finalize summary judgment brief and attached motion (4.2); order and exhibits for filing (2.3).	6.50
05/16/09	BF1	Revise reply to objection (.7); revise motion to enlarge (.8).	1.50
05/16/09	DLE	Review and give comments on draft brief (.8); review Confidentiality Agreement (.4); create separate document of claims and re circulating to creditors (0.1).	1.30
05/16/09	MBC	Review memo of law (1.8); provide comments and revisions (.6); review other comments (.3).	2.70
05/16/09	MLX	Factual analysis regarding JPMC acquisition of WMB.	1.10

Date	Timekeeper	Description	Hours
05/16/09	PC	Review news articles regarding dismissal of class actions; e-mails regarding same (0.1); review and comment on response; e-mails regarding same (1.2).	1.30
05/16/09	SK2	Review turnover claim summary judgment papers (2.1); review cases relating thereto (1.1); review draft affidavit (1.2).	4.40
05/17/09	BF1	Revise reply to 2004 objection (4.1); review and process comments (2.1); review and process comments from Debtors (1.5); review and process internal comments (2.7).	10.40
05/17/09	DLE	Review and give comments on revised draft brief, email re same with P. Calamari, M. Carlinsky and B. Finestone (1.2); confer re claims and Confidentiality Agreement (0.2).	1.40
05/17/09	EP	Correspondence with D. Elsberg and M. Longyear regarding Confidentiality Agreement (.2); review revised claims (.2).	0.40
05/17/09	HLD	Draft/revise reply in support of 2004 motion, emails with B. Finestone and team re same (1.7); draft/revise integrated answer with counterclaims (1.8).	3.50
05/17/09	KMA	Research and prepare memo on turnover.	1.80
05/17/09	MBC	Review and revise reply memo (3.1); review case law (1.0).	4.10
05/17/09	MLX	Factual analysis of JPMC acquisition of WMB.	0.40
05/17/09	PC	Work on opposition, numerous e-mails regarding same; review comments from Staimer (1.6); work on S/J motion and e-mails regarding same (0.4).	2.00
05/18/09	AMA	Revisions to summary judgment brief and affidavit (5.8); reviewing exhibits to be included with filing (.3).	6.10
05/18/09	BF1	Final revisions to reply to objection (1.4); coordinate with Del. counsel, Elliot Greenleaf, concerning filing reply to objection (.4); email correspondence with O. Urbietta regarding turnover counts (.4).	2.20
05/18/09	CC4	Prepare index for hearing binder (4.5); organize exhibits to hearing binders (3.5); retrieve exhibits from Westlaw/lexis for inclusion into hearing binder (.5); coordinate reproduction of hearing binder (.5).	9.00

Date	Timekeeper	Description	Hours
05/18/09	DLE	Teleconf P. Calamari re draft answer and counterclaims and state law claims (.5); review email and attached documents from Weil about possibly adding claim (.3).	0.80
05/18/09	EP	Correspondence with D. Elsberg and B. Finestone re confidentiality agreement (.1); review revised draft of claim (.6); review agreement with creditors committee , draft cover letter to counsel for creditors committee detailing confidentiality requirements (3.1); e-mail to team re NYT article (.4); research potential causes of action related to IP issues, sent findings to Jess Rose (2.4); follow-up correspondence with S. Kirpalani, D. Elsberg, and B. Finestone regarding providing agreement to creditors committee (.1).	6.70
05/18/09	HLD	Integrate answer with counterclaims, emails/ with A. Abensohn re same and revisions to same (3.6); review reply issues with B. Finestone and prep for filing (.7); draft talking points bullets for hearing prep (3.1); coordinate/oversee hearing prep binder and related assembly and index, emails with C. Clark re same (2.7).	10.10
05/18/09	MBC	Review reply Request (1.0); prepare for oral argument in bankruptcy court; review case law briefs (1.5); further review of summary judgment brief (.8).	3.30
05/18/09	MH1	Retrieve pdf and apply confidentiality legend on images as per E. Parness.	0.40
05/18/09	MLX	Coordinate with local counsel regarding filing of summary judgment.	0.20
05/18/09	OMU	Review draft claims (.6); research claims for interest (5.6).	6.20
05/18/09	PC	Numerous emails on response, comments from M. Carlinsky, creditors and others, revise language, final review and service issues (1.3); prepare for Court hearing, emails regarding same (.2); detailed review and revision of consolidated answer and counterclaims, attention to pleading option (2.2); emails regarding claims, TC D. Elsberg regarding same (.5); review decision memo and emails regarding background (.3); TC B. Rosen regarding Stipulation and other issues, review memo regarding same, TC D. Elsberg regarding same (.4); attention to Motion for S/J in turnover proceeding, conf. regarding same, review Affidavit (1.0).	5.90

Date	Timekeeper	Description	Hours
05/18/09	RHP	Review reply motion (.3); fact research to assist with Carlinsky hearing prep (2.7); draft summary of same (.6).	3.60
05/18/09	SK2	Review case law for avoidance claim issues (1.8); review opposition papers and reply (1.1); review summary judgment papers (1.5).	4.40
05/19/09	AMA	Calls re affidavit (1.2); meeting with C. Smith re Answer (.5); meeting re hearing prep (1.3); final revisions to Summary Judgment brief and affidavits for filing (12.3).	15.30
05/19/09	BF1	T.c. regarding turnover issues (.5); review cover letter to committee regarding confidentiality (.4); o.c. regarding various counterclaim issues (.4); t.c. with B. Pfeiffer regarding litigation (.3); revise counterclaims in accord with internal comment (.7); review stipulation and pertinent history (1.9); draft counterclaim regarding stipulation (1.5); draft outline response to motion to enlarge (.8); t.c. with T. Salpeika, Weil, in-house counsel (.3); t.c. with T. Salpeika, (.5); t.c. with J. Maciel regarding transfer issues (.3); analyze transfer issues (1.9); prepare chart for oral argument on rule 2004 motion (.8); t.c. with W. Holt, Shaffer regarding counterclaims (.7); revise counterclaims with creditor comments (2.1).	13.10
05/19/09	DLE	Teleconf and emails with D. Logan re possible revisions to affidavit based on comments from creditors (0.4); revise draft affidavit based on teleconf's with D. Logan (1); confer with P. Calamari re revise draft answer and counterclaims, and revise same (1.4); prep session for oral argument, and conf call re tax issues, with C. Smith, P. Calamari, M. Carlinsky (1); pre-meeting with C. Smith re draft claims (0.4); review and give last comments on summary judgment brief and affidavit (1.2); review revised version of Answer and Counterclaims (.7); finalize summary judgment papers and supervise in getting it filed/served through local counsel, follow up with both re logistical issues including failure of ECF to deliver service copies to outside counsel (2.8).	8.90
05/19/09	EDW	Conference call with S. Kirpalani, P. Calamari, A&M and B. Rosen.	0.50

Date	Timekeeper	Description	Hours
05/19/09	EP	Review news articles and OTS report in support of claims (1.4); review Rule 2004 hearing binder papers (1.6); correspondence with B. Finest one, D. Elsberg, P. Calamari, and S. Kirpalani re confidentiality agreement and follow-up research on same (1.9); edit state law claims (.2); correspondence with D. Elsberg and J. Rose regarding IP counterclaims (.2); revise IP counterclaims, research other potential IP-related counterclaims, draft additional IP-related counterclaims (3.1); research agencies in support of claims (.8); correspondence with Robert Johnson of Akin Gump re scheduling issues and access to confidentiality agreement (.2).	9.40
05/19/09	HLD	Review hearing binder and prep for hearing (.4); Emails with Abensohn re integrated answer and counterclaims (.4); review/revised integrated answer and counterclaims and emails with QE team re same (3.2); revise answer with missing facts, emails with client re same (.8); draft/revise outline of arguments for hearing on motion to enlarge (2.4).	7.20
05/19/09	JAR	Review and revise draft counterclaims for IP claim (1.0); drafted potential counterclaims IP claim (1.1), and exchanged emails with D. Elsberg and E. Parness regarding decision to assert same (.2).	2.30
05/19/09	MBC	Meet with Weil Gotshal and C. Smith re preparation for Court hearing; preparation re 2004 discovery (2.2); prepare for JPMC's motion to dismiss; review briefs and case law (2.0); final comments re SJ motion (.5).	4.70
05/19/09	MLX	Review and revise summary judgment motion and accompanying declarations and exhibits (9.2); coordinate with local counsel regarding filing (2).	11.20
05/19/09	OMU	Research counter claims on open legal issues.	6.00

Date	Timekeeper	Description	Hours
05/19/09	PC	Finals on S/J in turnover proceeding; R. Julmsen comments and e-mails regarding same, telephone call and e-mail to D. Elsberg regarding same, comments from Weil regarding same (1.0); e-mails regarding request for info, possible confidentiality agreement (0.3); prepare for Rule 2004 hearing; e-mails M. Carlinsky regarding same, prep meeting, B. Finestone, and others and mock argument (C. Smith) (2.6); further work on answer and bankruptcy counterclaims, e-mails regarding same, confer with D. Elsberg regarding same; review vendor stip S/J claim, telephone call regarding suggestions for inclusion in counterclaim, comments from R. Johnson regarding same (2.2); telephone call to A&M regarding open claims issues (0.5); confer with C. Smith regarding IP (0.2); work on counterclaim; e-mails regarding NDA provisions, questions regarding confidentiality of same (0.7).	7.50
05/19/09	RHP	Research re jury trial (1.0); review Rule 2004 hearing outline (.4); review outlines for hearing (.4).	1.80
05/19/09	SK2	Attend conf. call w/C. Smith, Alvarez & Marsal re issues for avoidance (.8); confer re liabilities side of analysis (.4); review memoranda from prior cases in financial services industry (2.2).	3.40
05/20/09	AMA	Outlining Opposition to Motion to Dismiss action.	0.40
05/20/09	BF1	Attend 5/19 omnibus hearing to present motion to enlarge time to assert counterclaims (1.8); correspondence with E Parness (.2); review of interest research (.6); revise counterclaims in accord with certain creditor comments (3.1).	5.70
05/20/09	DLE	Attend court hearing on 2004 motion telephonically (0.9); confer with C. Smith re getting additional info for claims, and re local counsel, and confer with P. Calamari and E. Parness re same (0.3); review E. Parness memo re FIRREA and confer with E. Parness re same (0.8).	2.00

Date	Timekeeper	Description	Hours
05/20/09	EP	Correspondence with P. Calamari and D. Elsberg re state law claims (.2); research case law on confidentiality agreement (.5); review and edit state law claims (2.9); review jurisdiction in support of claims (.4); research FIRREA statute and briefing, correspondence with D. Elsberg and B. Finestone re same (4.4); correspondence with D. Elsberg re additional revisions to state law claims (.1); review press stories (.3).	8.80
05/20/09	HLD	Conf with B. Finestone re 2004 hearing (.3); call with creditors re answer/counterclaims (.2).	0.50
05/20/09	MBC	Prepare for and attend hearing in Delaware bankruptcy court (1.8); travel (working re same) (4.9).	6.70
05/20/09	MLX	Legal research and draft outline of opposition to JPMC motion to dismiss.	7.70
05/20/09	OMU	Research contract theories for claims.	7.80
05/20/09	PC	Review revised draft answer and counterclaim, comments from cred counsel (0.4); prepare for and attend hearing in Delaware regarding Rule 2004 including working travel (8.1); telephone call to C. Smith regarding same (.3); telephone call F. Hodera regarding STN request, e-mail B. Rosen regarding same, e-mail team regarding same (0.4); e-mails and telephone calls to C. Smith regarding confidentiality stip, e-mail F. Hodera regarding same (0.3); attention to state law claims and e-mails regarding same (0.3).	9.80
05/21/09	AMA	Research and draft Opposition to JPMC's Motion to Dismiss the Turnover Action.	12.40
05/21/09	BF1	Research avoidance issues (.7); revise counterclaims (2.1); review research on contracts (1.3); review on successors in interest (1.4); review of motion to dismiss turnover complaint (1.3); comment on opposition to motion to dismiss (1.8).	8.60

Date	Timekeeper	Description	Hours
05/21/09	DLE	Draft outline of follow-up information requests for state law claims, teleconf C. Smith re same (1); teleconf E. Cooper at Simpson Thacher, revise outline based on teleconf (0.4); confer re opposition to motion to dismiss (0.2); review documents from E. Cooper and confer with E. Parness re follow up questions and revise draft claims (0.7); review and give comments on revised version of Answer & Counterclaims (0.8); review draft IP allegations (0.2).	3.30
05/21/09	EP	E-mail and teleconference with D. Elsberg and C. Smith re fact gathering for state law claims (.4); review elements of causes of action to determine additional facts needed in support of various claims (3.3); correspondence and meeting with D. Elsberg re fact gathering (.4); develop questions for Simpson Thacher (.5); t/c with E. Cooper of Simpson Thacher and post-call meeting with D. Elsberg regarding same (.5); summarize facts gathered and determine follow-up questions (.4); edit counterclaim and send edits to B. Finestone (.4) continue research of case law and briefing in related cases on procedural issues (1.4); preliminary review of documents (.2).	7.50
05/21/09	HLD	Review E. Parness emails re counterclaims (.2).	0.20
05/21/09	MLX	Meet to discuss opposition to JPMC's motion to dismiss.	0.20
05/21/09	OMU	Research contract theories.	3.20
05/21/09	PC	Conference call with board (0.9); letter from Creditors Committee (0.4); attention to state law claims; e-mails regarding status, scheduling; teleconference regarding same (0.4).	1.70
05/21/09	RHP	OC re opposition to motion to dismiss (.2); review motion to dismiss (.4); review cases cited by JPMC (.8).	1.40
05/21/09	SK2	Attend initial bankruptcy plan call (1.2); revise draft counterclaims relating to avoidance actions (2.4).	3.60
05/22/09	AMA	Revisions to Opposition to Motion to Dismiss.	3.10
05/22/09	BF1	T.c. with B Pfeiffer (.5); research contract case law (.9); c.c. with Committee counsel regarding various litigation issues (1); review transcript (.8); revise counterclaims pursuant to creditor comment and internal determinations (4.1); t.c. with B Pfeiffer regarding various litigation issues (.5).	7.80

Date	Timekeeper	Description	Hours
05/22/09	DLE	Review and give detailed comments on draft opposition to motion to dismiss (1); teleconf creditors' (0.4); teleconf Weil re FIRREA, review cases re same (0.5); teleconf J. Chun and B. Feldman re potential overlap of criminal and civil cases, follow up with P. Calamari and B. Finestone on certain questions, and report back to group re same (0.7); teleconf with potential local counsel referred by Perkins Cole, report to QE team re same (0.3); review revised version of opposition to motion to dismiss, give additional comments (0.3); revise state law claims, review notes and documents newly received for same, review key cases from outline (3.5).	6.70
05/22/09	EDW	Review draft answer and counterclaims (1.0); email with B. Finestone regarding answer and counterclaims (.4); conference call regarding answer and counterclaims (.2).	1.60
05/22/09	EP	Review documents submitted and correspondence with D. Elsberg regarding same (.8); correspondence with E. Cooper of Simpson Thacher (.2); review correspondence from D. Elsberg and B. Finestone re counterclaims (.2).	1.20
05/22/09	JAR	Draft factual allegations relating to IP claim (1.1); circulate same to D. Elsberg (.2).	1.30
05/22/09	MBC	Review opp to MTD (.5); review answer/cc's (.7); review transcript (.3).	1.50
05/22/09	MLX	Review opposition to JPMC's motion to dismiss.	0.40
05/22/09	OMU	Research insolvency standards.	4.60
05/22/09	PC	Review and comment on opposition to motion to dismiss and emails regarding other comments and circulate (1.2); attention to answer and counterclaims in adv. pro. (.3), review subordination issue, possible claim re deposits (.4), removal of reference (.1), TC regarding same (.2), modifications to state law actions (.2), review and revise answer and circulate to team (.2); emails regarding STN notice issue, conf. call Creditors Committee regarding same (1.1); TC B. Rosen regarding status (.2); emails regarding scheduling of S/J Motion and time to answer, review hearing transcript (.4); review cases on FIRREA (.2); TC R. Hoskins regarding local counsel and emails regarding same (.2); Conf. D. Elsberg regarding impact on our cases of criminal proceedings, brief review of Simpson Thatcher report, emails regarding tax issues (.6).	5.30

Date	Timekeeper	Description	Hours
05/22/09	SK2	Review of demand letter (.2); review cases regarding IP (.8); attend conf. call w/Akin (1.1).	2.10
05/23/09	MBC	Review comments to brief.	0.50
05/23/09	PC	Review most recent draft on opposition to motion to dismiss turnover (.4); review latest version of answer and counterclaim (.5).	0.90
05/23/09	SK2	Review of revised draft answer and counterclaims.	2.40
05/25/09	BF1	Research re statutory claims (1.5); draft state law counts (.8); review committee counsel comments (1.1).	3.40
05/25/09	PC	TC and Emails C. Smith and D. Elsberg regarding status and local counsel (.3); review latest opposition to motion to dismiss turnover (.2).	0.50
05/25/09	SK2	Analyze potential alternate theories for counterclaims.	3.20
05/26/09	AMA	Revise Opposition Brief.	6.40
05/26/09	BF1	Revise counterclaims incorporating state law counts (1.9); review of STN caselaw for response to Committee (1.1); research certain committee comments concerning state law (2.2); t.c. with E. Winston regarding various counterclaim issues (.3); t.c. with J Shaffer regarding various counterclaim issues (.3); t.c. with P. Gurfein regarding various counterclaim issues (.2); t.c with B Rothschild regarding various counterclaim issues (.3); t.c. with A Strochak re same (.3); revise counterclaims (2.1).	8.70
05/26/09	DLE	Emails and teleconf's with potential local counsel candidates, and confer re same with P. Calamari and C. Smith (0.5); revise state law claims, and review information from C. Smith re our info requests about same (1.9); revise draft letter responding to creditors' demand for consent for them to bring certain claims, (0.2); teleconf C. Smith re info we need for state law claims (0.4); teleconf Sullivan & Cromwell, and email P. Calamari, re scheduling for summary judgment and motion to dismiss, and draft notes of same and circulate to P. Calamari (0.5).	3.50
05/26/09	EDW	Exchange emails with B. Finestone regarding answer and counterclaims (.3); call with B. Finestone regarding answer and counterclaims (.3).	0.60

Date	Timekeeper	Description	Hours
05/26/09	EP	Analyze facts in support of potential state law claims, prepare questions for call with E. Cooper of Simpson Thacher re additional fact gathering (2.7); review revised counterclaims, revise state law claims and correspondence with D. Elsberg and B. Finestone re same (2.2); t/c with E. Cooper of Simpson Thacher regarding fact gathering, follow-up e-mail correspondence re same (.2); memo to file on additional facts gathered from E. Cooper, correspondence with D. Elsberg re same (.6); review e-mail from C. Smith re additional facts for claim and incorporate those facts into claims (.7); review claims in preparation for t/c with C. Smith on outstanding issues (0.8); t/c with C. Smith re claims, follow-up meeting re same (.4); further update claims based on call with C. Smith (1.0); research FIRREA's applicability to claims (2.2); correspondence with D. Elsberg re FOIA requests and other outstanding action items for claims (.2); review news items, forward to team (.1); correspondence with D. Elsberg and B. Finestone re additional IP counterclaims (.1).	11.20
05/26/09	HLD	Review/revise answer with counterclaims (3.2); emails with A. Abensohn and B. Finestone and D. Elsberg re same (.9).	4.10
05/26/09	MBC	Review emails re solvency (.2); MTD (.2).	0.40
05/26/09	MLX	Review and revise opposition to JPMC's motion to dismiss.	1.30
05/26/09	OMU	Research legal standards for avoidance claims.	0.90
05/26/09	PC	Emails regarding answer and counterclaims and circulation of same (.2); attention to draft response to STN letter, review same, emails D. Elsberg regarding same (.3); review news article on JPMC and emails regarding same (.1); TC R. Sachs regarding scheduling on turnover SJ motion and emails regarding same, emails R. Williams regarding same (.7); attention to substance of state law claims, emails D. Elsberg and E. Parness regarding same and local counsel (.7); review additional comments to turnover opposition (.3).	2.30
05/26/09	SK2	Revise draft opposition to JPMC's motion to dismiss (2.1).	2.10
05/26/09	SSX	Legal research regarding legal standards for avoidance actions.	1.00

Date	Timekeeper	Description	Hours
05/27/09	AB	Telephone conference with L. Weiss.	0.50
05/27/09	AMA	Finalize and file opposition to motion to dismiss (5.8); draft letter to Committee (1.8); draft opposition to scheduling motion (5.7).	13.30
05/27/09	AMB	Study patent (1.3); factual summary received from client (1.4); study IP issues (1.5); prepare for and participate in conference call with client re: same (.5).	4.70
05/27/09	AMF	Telephone conference concerning counterclaims and research concerning patent infringement counterclaims in bankruptcy actions (1.3); review patent and correspondence from client concerning patent (.4); draft patent count for counterclaims (1.2).	2.90
05/27/09	BF1	Process, response to C Smith and A&M comments to counterclaims (3.2); t.c. with E Wintson and H. Denman regarding comments to counterclaims (.3); process internal comments to counterclaims (1.8); multiple t.c. with B Pfeiffer regarding tax issues (.5); t.c. with J Shaffer regarding comments to counterclaims (.4); jury trial issues research (1.4); t.c. with C Smith, J Maciel, D Elsberg, P Calamari regarding various intercompany amounts due (.7); t.c. with J Maciel regarding various additional intercompany amounts due (.5); t.c. with B Pfeiffer regarding counterclaims (.4); t.c. with R Zar, N Lapinski regarding motion to withdraw the reference (.4) t.c. Rothschild, Brian regarding Trust Preferred securities (.2); draft demand letters (1.5); revise counterclaims (1.8); review amount of claims (.3).	13.40
05/27/09	DLE	Teleconf A&M re receivables and tax issues (0.5); teleconf Perkins and client re potential IP claims, follow up with A. Berdon and J. Rose and E. Parness re same, follow up with A. Fernands re same, and research jurisdictional issue and give results to A. Fernands for her to follow up (1.8); review draft portions of potential IP claims (1.1); review revised opposition to motion to dismiss (0.3); review drafts of each section of new IP claims, correspond with IP team through the night to get a draft to circulate first thing in morning, email P. Calamari re same (3.1).	6.80

Date	Timekeeper	Description	Hours
05/27/09	EDW	Review draft answer and counterclaims (2.6); exchange emails with B. Finestone and S. Kirpalani regarding answer and counterclaims (.8); call regarding answer and counterclaims (.1); research regarding standards for avoidance actions (1.6).	5.10
05/27/09	EP	Correspondence with D. Elsberg and B. Finestone re IP counterclaim issues raised by C. Smith, correspondence with C. Martin and Perkins Coie re setting up call to discuss (.3); continue research of FIRREA applicability to claims (3.1); correspondence with D. Elsberg and A. Berdon re IP issues, follow-up research of IP materials and caselaw (1.9); additional research on statutes and caselaw in preparation for call with client and Perkins Coie (2.3); t/c with client and Perkins Coie on IP issues (.9); research additional caselaw and statutes on potential IP claims, draft and edit additional IP-related counterclaims, correspondence with L. Weiss, J. Scharf, and A. Fernands re same (5.6).	14.10
05/27/09	GK	Email B. Finestone regarding motion to dismiss briefing regarding trustee standing to bring assigned direct customer claims.	0.20
05/27/09	HLD	Review/revise answer and counterclaims per C. Smith edits and D. Elsberg edits, emails with team re same (3.1); TC with B. Finestone re same (.3); review intervention docs (.4).	3.80
05/27/09	JAC	Consultation on various IP issues regarding counterclaim filing.	1.00
05/27/09	JAR	Review copyright register (.3); redraft factual allegations in counterclaims (.6); emails with team regarding additional IP issues (.2).	1.10
05/27/09	JS	Conference call with E. Parness and L. Weiss(.4); review background information (.3); draft portion of counterclaims (1.2).	1.90
05/27/09	LEW	Conduct research and analyze potential counterclaims relating to IP.	3.80
05/27/09	MBC	Review issues re letter (.4); telephone call with Starmer (.3).	0.70

Date	Timekeeper	Description	Hours
05/27/09	MLX	Legal research regarding derivative claims (4.8); legal research regarding IP claims (1.1); review and analyze motion to intervene (3.3); review and revise opposition to motion to dismiss turnover complaint (1.6).	10.80
05/27/09	OMU	Research standards for avoidance actions (2.4).	2.40
05/27/09	PC	Comments on draft answer and counterclaims, questions regarding jury demand, when to file, TC J. Miciel and C. Smith regarding vendor invoices (1.4); final review and comments on opposition to motion to dismiss turnover (.7); TC R. Williams and C. Smith regarding status (.5); review motion of ad hoc committee and emails regarding same, possible opposition to same (.6); emails regarding possible contacts (.2); emails regarding STN letter, review drafts and comments from various parties (.7); review news articles (.1); emails regarding JPMC and deposit claim (.1); emails L. Shenkman regarding scheduling (.1); review A&M engagement letter and emails regarding same (.2).	4.60
05/27/09	SK2	Review draft response to STN demand letter.	0.40
05/27/09	SSX	Legal research regarding standards for avoidance actions.	3.50
05/28/09	AMA	Finalize draft opposition to scheduling motion.	2.70
05/28/09	AMB	Review and revise draft pleading (1.6); prepare for and participate in conference calls with client regarding IP claims (2.1); investigate client's ability to file claims (.9).	4.60
05/28/09	AMF	Exchange e-mail concerning draft patent count (.2); conference with L. Weiss and E. Parness concerning draft counterclaims (.1); receipt and review of e-mail concerning draft counterclaims (.2); conference with L. Weiss concerning procedural question (.1).	0.60

Date	Timekeeper	Description	Hours
05/28/09	BF1	WMI review commercial registered security note A and draft demand letter (1.4); research and summary of law regarding potential jury trial waiver in bankruptcy courts (2.1); t.c. with B Pfeiffer regarding counterclaims and answer (.3); t.c. with G Starner regarding comments to counterclaims (.2); review and incorporate creditor comments (1.8); t.c. with J Maciel regarding preference issues (.4); review tax issues in advance of tax call (.7); c.c. regarding tax litigation issues with Weil, creditors, and A&M individuals (1); t.c. with B Pfeiffer regarding tax concepts follow up (.4); email C Wells regarding legal analysis (.2); process official committee comments (.5); t.c. with G Starner regarding tax issues (.1); research tax issues in connection with parent consolidated agent filers (1.7); research regarding certain patent/IP claims (1.8).	12.30
05/28/09	CB2	Research standard for avoidance actions.	3.00
05/28/09	DKB	Tax call with B. Pederson regarding California tax refund issues (.4); tax strategy call with Fried Frank (1.0).	1.40
05/28/09	DLE	Revise and draft new IP claims, confer with A. Berdon and others on IP team re same, and confer with Perkins and client re same, multiple conference calls with client, B. Raskopf, and Perkins re same (6.6); teleconf outside counsel for creditors re tax issues (1); research copyright claim and review multiple cases and treatise excerpts, teleconf Perkins re same, and multiple emails with IP team re same (4.4).	12.00
05/28/09	EDW	Review draft answer and counterclaims (1.3); exchange emails with B. Finestone and S. Kirpalani regarding answer and counterclaims (.7); discuss with C. Ballard research regarding avoidance action standards (.2).	2.20

Date	Timekeeper	Description	Hours
05/28/09	EP	Correspondence with A. Berdon and D. Elsberg re draft IP counterclaims (.3); review JPMC's IP claims in DE action (.4); revise counterclaims per A. Berdon and D. Elsberg comments and research potential additional claims (2.7); t/c with A. Berdon, D. Elsberg, L. Weiss, C. Waldo, client, and Perkins Coie re draft IP counterclaims and additional issues related to copyright claim, follow-up meeting with A. Berdon, D. Elsberg, and L. Weiss re same (.8); update counterclaims based on client and Perkins Coie comments (.4); create list of outstanding issues related to state law claims and correspondence with D. Elsberg re same (.6); review facts provided by C. Smith related to potential state law claims, update claims with relevant facts (1.6); research caselaw on derivative claims (.6); review client and Perkins Coie's redlined version of counterclaims, update draft of IP counterclaims to reflect those edits, correspondence with D. Elsberg, A. Berdon, R. Raskopf, J. Conciatori re issues related to IP claim, follow-up research re same (2.4); edit answer and counterclaims, correspondence with B. Finestone re same (1.3); t/c with L. Graybeal of Perkins Coie and D. Elsberg re dilution claim (.1); research statutes, caselaw, and treatises on jurisdictional and damages issues, draft memo for D. Elsberg summarizing findings, correspondence with D. Elsberg, J. Conciatori, R. Raskopf, and L. Weiss re same (6.4).	17.60
05/28/09	GK	Email B. Finestone regarding expert opinion.	0.10
05/28/09	HLD	Research re state law claims and standing issues and emails with E. Parness re same (2.2); review/revise answer and proof same (1.9).	4.10
05/28/09	JAC	Follow-up consultation regarding various IP issues.	2.50
05/28/09	LEW	Draft, review, and analyze proposed counterclaims (6.5); participate in conference calls (.8); discuss strategy concerning the same (1.2).	8.50
05/28/09	MLX	Legal research and review and revise response to JPMC's motion.	6.40
05/28/09	OMU	Research caselaw on insolvency.	4.40

Date	Timekeeper	Description	Hours
05/28/09	PC	Review and comment on demand letter, emails regarding same (.2); further attention to answer and counterclaims, final comments and changes, emails B. Finestone and others on team regarding same, attention to new IP claims, emails regarding jury demand (1.8); Motion by JPMC, review draft responses and revise (.8); review draft engagement letter and emails regarding same (.2); emails regarding state law claims, TC with board regarding status (.8); emails C. Wells and B. Finestone regarding solvency analysis, attention to intervention motion (.5); TC B. Feifer, C. Smith and others regarding tax issues, emails regarding same (1.2).	5.50
05/28/09	RLR	Review emails (.3); comment on IP issues (.4); confer with Perkins, D. Elsberg J. Conciatori and Lori Weiss (.8); review email chains (.6); review draft pleadings and comment thereon (1.9).	4.00
05/28/09	SSX	Legal research regarding standards for avoidance actions.	6.50
05/29/09	AMA	Finalize opposition to scheduling motion (4.9); draft motion for reconsideration (.9); review answer and counterclaims (2.2); send letter to committee (.2).	8.20
05/29/09	AMF	Exchange e-mail with E. Parness concerning research.	0.10
05/29/09	BF1	T.c. with G. Starner, B. Rosen, P. Calamari regarding tax issues (.5); draft JPMC letter (.6); finalize counterclaims and answer and prepare for filing (2.7); t.c. with B Pfeiffer regarding tax issues (.3); review motion for reconsideration (.2).	4.30
05/29/09	CB2	Research standard for avoidance actions (2.1); research case law re same (4).	6.10
05/29/09	DLE	Research and draft memo re IP issue (4.6); multiple teleconf's and emails with Perkins Coie and client re same issue and re next steps (1.2); review and give final comments on draft Answer/Counterclaims, confer with E. Parness re same (1.2); review and give comments on opposition to JPMC's motion, and confer with C. Smith re same (1.4); review and give comments on letter to L. Shiekman (0.2).	8.60
05/29/09	EDW	Call with J. Shaffer and W. Holt regarding complaint.	0.30

Date	Timekeeper	Description	Hours
05/29/09	EP	Correspondence with D. Elsberg re IP claim and follow-up research re same (3.3); t/c with Perkins Coie, C. Martin, and D. Elsberg re IP claim, follow-up correspondence re same (.9); edit and finalize answer and counterclaims (3.1); organize exhibits for counterclaims, correspondence with R. Raskopf, J. Conciatori, and L. Weiss re same (.8); arrange with local counsel, N. Lapinski, re filing answer and counterclaims, follow-up re same (.3).	8.40
05/29/09	HLD	Review/revise answer and counterclaims, prep for filing of same and TCs/emails with E. Parness and B. Finestone re same.	2.20
05/29/09	JAC	Follow-up work on filing of answer.	1.50
05/29/09	LEW	Analyze potential counterclaims.	0.70
05/29/09	MLX	Legal research (2.1); review and revise WMI's response (2.2).	4.30
05/29/09	PC	Further attention to pleading of tax issues, emails regarding same, TC B. Finestone, B. Rosen and White & Case regarding same, TC Investors regarding same (1.4); finals on opposition to bifurcation motion, review comments regarding same, emails regarding court decision (.8); emails regarding scheduling (.1); review draft minutes of board meeting (.1); emails regarding filing answer and counterclaims, STN letter, emails regarding reservation of rights letter, emails regarding local counsel (.4).	2.80
05/29/09	SK2	Review of answer and counterclaims (1.3); review cases and related memoranda re insolvency analysis (2.8).	4.10
05/29/09	SSX	Legal research regarding standards for avoidance actions.	6.00
05/30/09	CB2	Research case law related to standards for avoidance actions.	4.00
05/30/09	DKB	Review email correspondence regarding tax issue and pleading re same.	1.60
05/30/09	PC	Emails regarding tax stipulation and advisability of same.	0.20
05/31/09	BF1	Research on tax issue and draft of related memo (4.1); review of memo on insolvency of financial institutions (2.1).	6.20

Date	Timekeeper	Description	Hours
05/31/09	EP	Review correspondence from B. Finestone re confidentiality agreement.	0.10
Total Hours			1,241.5

Fee Application

Date	Timekeeper	Description	Hours
05/07/09	HLD	Confs O. Urbietta re April fee app (.2); emails with QE accounting re parameters (.9).	1.10
05/08/09	HLD	TCs/emails re revisions to exhibit a of QE April fee app (.2); emails with QE team re Exhibit B issues re same (.2).	0.40
05/10/09	EP	Prepared/revised exhibit A to QE April fee application.	1.50
05/14/09	ML4	Prepare WAMU April fee application.	7.90
05/14/09	OMU	Draft Fee Application.	1.70
05/15/09	ML4	Prepare QE April Fee application.	7.90
05/15/09	OMU	Draft April Fee Application.	5.80
05/19/09	HLD	Review issues re Exhibit A to April fee app with QE accounting.	0.30
05/19/09	ML4	Prepare QE April Fee app.	2.10
05/20/09	ML4	Prepare WMI April fee application - Exhibit B.	6.90
05/21/09	HLD	Emails re fee app issues.	0.50
05/21/09	ML4	Prepare QE WMI April fee application.	3.90
05/22/09	ML4	Finalize QE WMI April Fee Application.	1.20
05/22/09	OMU	Draft fee application.	3.80
05/26/09	HLD	Review/revise draft April fee application, and emails with re further revisions to same.	1.10
05/27/09	OMU	Draft April Fee Application.	8.50
05/28/09	HLD	Revisions to April fee app, emails with O. Urbietta re same.	0.70
05/28/09	OMU	Draft April fee application.	2.80
05/29/09	HLD	Review/revise April fee app.	1.00
05/29/09	OMU	Revise April Fee Application.	5.50
		Total Hours	64.6

Non-Working Travel

Date	Timekeeper	Description	Hours
05/20/09	BF1	Travel to and from Delaware from 5/19 omnibus hearing.	4.90
		Total Hours	4.90

EXHIBIT B

Date Posted	Expense / Date Incurred	Amount
04/29/09	Local Travel; S. Kirpalani (Meeting at Weil)	39.78
04/29/09	Local Travel; S. Kirpalani (Meeting at Akin)	118.32
05/01/09	Express Mail	18.48
05/01/09	Express Mail	16.27
05/01/09	Photocopying	0.20
05/01/09	Printing	.50
05/01/09	Printing	1.10
05/01/09	Printing	.50
05/01/09	Printing	3.50
05/01/09	Printing	.70
05/01/09	Printing	5.50
05/01/09	Printing	6.00
05/01/09	Printing	15.30
05/01/09	Printing	.30
05/01/09	Printing	1.90
05/01/09	Printing	2.50
05/01/09	Printing	.30
05/01/09	Printing	4.40
05/01/09	Printing	1.00
05/01/09	Printing	4.40
05/01/09	Printing	2.00
05/01/09	Printing	.70
05/01/09	Printing	1.30
05/01/09	Printing	.30
05/01/09	Printing	.90
05/01/09	Printing	1.50
05/01/09	Printing	.50
05/01/09	Printing	.30
05/01/09	Printing	1.10
05/01/09	Printing	.60
05/01/09	Printing	.30
05/01/09	Printing	1.50
05/01/09	Printing	1.40
05/01/09	Printing	1.40
05/01/09	Printing	.40
05/01/09	Printing	.40
05/01/09	Printing	1.40
05/01/09	Printing	.30
05/01/09	Printing	1.30
05/01/09	Printing	.80
05/01/09	Printing	.40
05/01/09	Printing	.30
05/01/09	Printing	.30
05/01/09	Printing	.30
05/01/09	Printing	.90
05/01/09	Printing	.40

Date Posted	Expense / Date Incurred	Amount
05/01/09	Printing	1.00
05/01/09	Printing	.70
05/01/09	Printing	.30
05/01/09	Printing	2.70
05/01/09	Printing	.50
05/01/09	Printing	.30
05/01/09	Printing	.40
05/01/09	Printing	1.00
05/01/09	Printing	.80
05/01/09	Printing	.80
05/01/09	Printing	.40
05/01/09	Printing	3.10
05/01/09	Printing	1.40
05/01/09	Printing	.30
05/01/09	Printing	1.30
05/01/09	Printing	.70
05/01/09	Printing	2.70
05/01/09	Printing	1.70
05/01/09	Printing	2.70
05/02/09	Printing	2.00
05/02/09	Printing	2.00
05/02/09	Printing	.90
05/02/09	Printing	.40
05/02/09	Printing	1.10
05/04/09	Printing	.80
05/04/09	Printing	2.00
05/04/09	Printing	.70
05/04/09	Printing	1.20
05/04/09	Printing	4.20
05/04/09	Printing	4.20
05/04/09	Printing	1.60
05/04/09	Printing	.80
05/04/09	Printing	.50
05/04/09	Printing	.40
05/04/09	Printing	.70
05/04/09	Printing	1.40
05/04/09	Printing	1.00
05/04/09	Printing	1.30
05/04/09	Printing	1.30
05/04/09	Printing	1.00
05/04/09	Printing	2.00
05/04/09	Printing	.40
05/04/09	Printing	1.30
05/04/09	Printing	1.10
05/04/09	Printing	.50
05/04/09	Printing	.50
05/04/09	Printing	.50

Date Posted	Expense / Date Incurred	Amount
05/04/09	Printing	.70
05/04/09	Printing	1.60
05/04/09	Printing	1.80
05/04/09	Printing	1.40
05/04/09	Printing	.40
05/04/09	Printing	.50
05/04/09	Printing	1.60
05/04/09	Printing	.30
05/04/09	Printing	1.20
05/04/09	Printing	.60
05/04/09	Printing	.40
05/04/09	Printing	.30
05/04/09	Printing	.60
05/04/09	Printing	.40
05/04/09	Printing	.50
05/04/09	Printing	.80
05/04/09	Printing	.90
05/04/09	Printing	1.10
05/04/09	Printing	1.60
05/04/09	Printing	1.70
05/04/09	Printing	.80
05/04/09	Printing	2.70
05/04/09	Printing	.40
05/04/09	Printing	2.80
05/04/09	Printing	1.70
05/04/09	Printing	.50
05/04/09	Printing	.30
05/04/09	Printing	2.00
05/04/09	Printing	.40
05/04/09	Printing	4.50
05/04/09	Printing	.60
05/04/09	Printing	.40
05/04/09	Printing	.50
05/04/09	Printing	.90
05/04/09	Printing	.70
05/04/09	Printing	.60
05/04/09	Printing	.70
05/04/09	Printing	2.40
05/05/09	Photocopying	2.60
05/05/09	Photocopying	12.40
05/05/09	Printing	.60
05/05/09	Printing	5.80
05/05/09	Printing	1.30
05/05/09	Printing	2.00
05/05/09	Printing	2.80
05/05/09	Printing	2.50
05/05/09	Printing	1.30

Date Posted	Expense / Date Incurred	Amount
05/05/09	Printing	.40
05/05/09	Printing	.40
05/05/09	Printing	5.40
05/05/09	Printing	1.30
05/05/09	Printing	.80
05/05/09	Printing	.10
05/05/09	Printing	5.40
05/05/09	Printing	1.60
05/05/09	Printing	3.30
05/05/09	Printing	1.10
05/05/09	Printing	.10
05/05/09	Printing	.50
05/05/09	Printing	6.40
05/05/09	Printing	6.40
05/05/09	Printing	6.40
05/05/09	Printing	3.20
05/05/09	Printing	6.40
05/05/09	Printing	2.60
05/05/09	Printing	.80
05/05/09	Printing	3.00
05/05/09	Printing	.80
05/05/09	Printing	.10
05/05/09	Printing	.10
05/05/09	Printing	6.20
05/05/09	Printing	5.80
05/05/09	Printing	1.80
05/05/09	Printing	.10
05/05/09	Printing	5.80
05/05/09	Printing	2.80
05/05/09	Printing	2.80
05/05/09	Printing	2.10
05/05/09	Printing	2.00
05/05/09	Printing	1.20
05/05/09	Printing	1.10
05/05/09	Printing	2.30
05/05/09	Printing	.50
05/05/09	Printing	1.00
05/05/09	Printing	1.80
05/05/09	Printing	.30
05/05/09	Printing	2.90
05/05/09	Printing	3.00
05/05/09	Printing	2.20
05/05/09	Printing	0.80
05/06/09	Photocopying	3.30
05/06/09	Printing	1.70
05/06/09	Printing	4.60
05/06/09	Printing	5.80

Date Posted	Expense / Date Incurred	Amount
05/06/09	Printing	2.00
05/06/09	Printing	2.20
05/06/09	Printing	.80
05/06/09	Printing	1.50
05/06/09	Printing	.60
05/06/09	Printing	.40
05/06/09	Printing	.70
05/06/09	Printing	1.10
05/06/09	Printing	3.10
05/06/09	Printing	5.80
05/06/09	Printing	1.30
05/06/09	Printing	.40
05/06/09	Printing	5.80
05/06/09	Printing	.60
05/06/09	Printing	.10
05/06/09	Printing	.10
05/06/09	Printing	.50
05/06/09	Printing	.70
05/06/09	Printing	.90
05/06/09	Printing	4.60
05/06/09	Printing	.90
05/06/09	Printing	2.60
05/06/09	Printing	.40
05/06/09	Printing	.70
05/06/09	Printing	2.50
05/07/09	Color Printing	63.84
05/07/09	Color Printing	63.84
05/07/09	Color Printing	1.71
05/07/09	Photocopying	.20
05/07/09	Photocopying	39.80
05/07/09	Printing	.30
05/07/09	Printing	.70
05/07/09	Printing	.30
05/07/09	Printing	.30
05/07/09	Printing	2.90
05/07/09	Printing	.70
05/07/09	Printing	.80
05/07/09	Printing	.60
05/07/09	Printing	.40
05/07/09	Printing	2.70
05/07/09	Printing	2.70
05/07/09	Printing	.10
05/07/09	Printing	9.20
05/07/09	Printing	2.20
05/07/09	Printing	2.40
05/07/09	Printing	.30
05/07/09	Printing	.60

Date Posted	Expense / Date Incurred	Amount
05/07/09	Printing	11.20
05/07/09	Printing	.30
05/07/09	Printing	.50
05/07/09	Printing	.30
05/07/09	Printing	1.60
05/07/09	Printing	1.00
05/07/09	Printing	.40
05/07/09	Printing	1.40
05/07/09	Printing	9.30
05/07/09	Printing	.30
05/07/09	Printing	4.90
05/07/09	Printing	1.00
05/07/09	Printing	.90
05/07/09	Printing	17.00
05/07/09	Printing	3.10
05/07/09	Printing	4.40
05/07/09	Printing	4.30
05/07/09	Printing	3.10
05/07/09	Printing	.30
05/07/09	Printing	2.30
05/07/09	Printing	2.30
05/07/09	Printing	.30
05/07/09	Printing	.70
05/07/09	Printing	.50
05/07/09	Printing	.40
05/07/09	Printing	.60
05/07/09	Printing	.30
05/07/09	Printing	1.90
05/07/09	Printing	.30
05/07/09	Printing	1.90
05/07/09	Printing	.50
05/07/09	Printing	1.00
05/07/09	Printing	.60
05/07/09	Printing	.70
05/07/09	Printing	.60
05/07/09	Printing	.10
05/07/09	Printing	2.20
05/08/09	Express Mail	11.58
05/08/09	Printing	3.30
05/08/09	Printing	2.50
05/08/09	Printing	9.30
05/08/09	Printing	9.30
05/08/09	Printing	.30
05/08/09	Printing	.40
05/08/09	Printing	.30
05/08/09	Printing	4.60
05/08/09	Printing	.30

Date Posted	Expense / Date Incurred	Amount
05/08/09	Printing	1.40
05/08/09	Printing	.30
05/08/09	Printing	.60
05/08/09	Printing	1.50
05/08/09	Printing	2.40
05/08/09	Printing	6.80
05/08/09	Printing	2.10
05/08/09	Printing	.40
05/08/09	Taxi; B. Fineston on 04/22/09	11.55
05/08/09	Taxi; B. Fineston on 04/22/09	8.50
05/08/09	Taxi; B. Finestone on 04/15/09	8.10
05/08/09	Taxi; B. Finestone on 04/16/09	7.00
05/08/09	Taxi; B. Finestone on 04/21/09	9.30
05/08/09	Taxi; B. Finestone on 04/22/09	8.10
05/08/09	Taxi; H. Denman on 04/03/09	7.40
05/08/09	Taxi; H. Denman on 04/05/09	9.40
05/08/09	Taxi; H. Denman on 04/06/09	10.60
05/08/09	Taxi; H. Denman on 04/08/09	8.50
05/08/09	Taxi; H. Denman on 04/08/09	8.50
05/08/09	Taxi; H. Denman on 04/11/09	7.70
05/08/09	Taxi; H. Denman on 04/11/09	9.30
05/08/09	Taxi; H. Denman on 04/12/09	10.50
05/08/09	Taxi; H. Denman on 04/12/09	7.70
05/08/09	Taxi; H. Denman on 04/13/09	10.70
05/08/09	Taxi; H. Denman on 04/13/09	7.00
05/08/09	Taxi; H. Denman on 04/17/09	10.60
05/08/09	Taxi; H. Denman on 04/27/09	9.80
05/08/09	Taxi; H. Denman on 04/28/09	11.00
05/10/09	Printing	.20
05/10/09	Printing	.20
05/10/09	Printing	.20
05/10/09	Printing	.10
05/10/09	Printing	.80
05/11/09	Messenger Service	13.00
05/11/09	Printing	.60
05/11/09	Printing	.50
05/11/09	Printing	.60
05/11/09	Printing	3.30
05/11/09	Printing	3.80
05/11/09	Printing	4.10
05/11/09	Printing	2.40
05/11/09	Printing	2.10
05/11/09	Printing	2.40
05/11/09	Printing	2.70
05/11/09	Printing	2.00
05/11/09	Printing	.50
05/11/09	Printing	.20

Date Posted	Expense / Date Incurred	Amount
05/11/09	Printing	.30
05/11/09	Printing	.40
05/11/09	Taxi; M. Longyear on 04/22/09	19.44
05/11/09	Taxi; M. Longyear on 04/24/09	18.48
05/11/09	Telephone	10.28
05/11/09	Telephone	6.09
05/11/09	Telephone	14.18
05/11/09	Telephone	9.97
05/11/09	Telephone	5.07
05/11/09	Telephone	.63
05/11/09	Telephone	18.60
05/11/09	Telephone	12.23
05/12/09	Printing	2.00
05/12/09	Printing	1.70
05/12/09	Printing	5.70
05/12/09	Printing	2.80
05/12/09	Printing	2.10
05/12/09	Printing	2.10
05/12/09	Printing	3.50
05/12/09	Printing	.40
05/12/09	Printing	2.80
05/12/09	Printing	1.50
05/12/09	Printing	3.20
05/12/09	Printing	3.60
05/12/09	Printing	.50
05/12/09	Printing	.10
05/12/09	Printing	.10
05/12/09	Printing	.30
05/12/09	Printing	.80
05/12/09	Printing	2.10
05/12/09	Printing	.20
05/12/09	Printing	3.50
05/13/09	Printing	.40
05/13/09	Printing	3.30
05/13/09	Printing	6.60
05/13/09	Printing	4.40
05/13/09	Printing	1.10
05/13/09	Printing	4.70
05/13/09	Printing	3.30
05/13/09	Printing	3.20
05/13/09	Printing	3.00
05/13/09	Printing	3.50
05/13/09	Printing	.70
05/13/09	Printing	3.30
05/13/09	Printing	2.80
05/13/09	Printing	3.30
05/13/09	Printing	.10

Date Posted	Expense / Date Incurred	Amount
05/13/09	Printing	1.50
05/13/09	Printing	.20
05/13/09	Printing	.30
05/13/09	Printing	1.50
05/13/09	Printing	3.00
05/13/09	Telephone	5.78
05/14/09	Photocopying	2.30
05/14/09	Photocopying	2.70
05/14/09	Printing	3.20
05/14/09	Printing	3.00
05/14/09	Printing	.30
05/14/09	Printing	2.20
05/14/09	Printing	.30
05/14/09	Printing	1.00
05/14/09	Printing	1.50
05/14/09	Printing	1.60
05/14/09	Printing	2.20
05/14/09	Printing	3.40
05/14/09	Printing	.10
05/14/09	Printing	.20
05/14/09	Printing	2.30
05/14/09	Printing	.30
05/14/09	Printing	2.70
05/14/09	Printing	1.50
05/14/09	Printing	.50
05/14/09	Printing	.10
05/14/09	Printing	.20
05/14/09	Printing	.10
05/14/09	Printing	2.30
05/14/09	Printing	2.20
05/14/09	Printing	2.30
05/14/09	Printing	.40
05/14/09	Printing	2.30
05/14/09	Printing	.60
05/14/09	Printing	3.70
05/14/09	Printing	3.20
05/14/09	Printing	.40
05/14/09	Printing	2.50
05/14/09	Printing	.40
05/14/09	Printing	3.20
05/14/09	Printing	3.70
05/14/09	Printing	3.40
05/14/09	Printing	.90
05/14/09	Printing	2.20
05/14/09	Printing	.50
05/14/09	Printing	1.00
05/14/09	Printing	3.30

Date Posted	Expense / Date Incurred	Amount
05/14/09	Printing	3.40
05/14/09	Printing	.20
05/14/09	Printing	1.90
05/14/09	Printing	2.70
05/14/09	Printing	3.20
05/14/09	Printing	3.40
05/15/09	Express Mail	7.77
05/15/09	Printing	.40
05/15/09	Printing	.50
05/15/09	Printing	.70
05/15/09	Printing	.30
05/15/09	Printing	2.10
05/15/09	Printing	.30
05/15/09	Printing	.80
05/15/09	Printing	.50
05/15/09	Printing	.60
05/15/09	Printing	2.30
05/15/09	Printing	1.80
05/15/09	Printing	1.90
05/15/09	Printing	2.10
05/15/09	Printing	.60
05/15/09	Printing	2.10
05/15/09	Printing	.80
05/15/09	Printing	2.10
05/15/09	Printing	.70
05/15/09	Printing	1.00
05/15/09	Printing	1.50
05/15/09	Printing	.30
05/15/09	Printing	1.90
05/15/09	Printing	1.90
05/15/09	Printing	19.20
05/15/09	Printing	2.10
05/15/09	Printing	1.70
05/15/09	Printing	.80
05/15/09	Printing	.60
05/15/09	Taxi; A. Abensohn on 04/06/09	6.10
05/15/09	Taxi; A. Abensohn on 04/20/09	6.90
05/15/09	Taxi; A. Abensohn on 04/21/09	5.70
05/15/09	Taxi; J. Apicella on 04/06/09	22.00
05/15/09	Taxi; M. Longyear on 04/22/09	18.96
05/15/09	Taxi; M. Longyear on 05/04/09	19.92
05/15/09	Taxi; M. Longyear on 05/06/09	18.96
05/16/09	Printing	1.30
05/16/09	Printing	.70
05/16/09	Printing	.40
05/16/09	Printing	2.80
05/16/09	Printing	.30

Date Posted	Expense / Date Incurred	Amount
05/16/09	Printing	.50
05/16/09	Printing	.30
05/16/09	Printing	2.10
05/16/09	Printing	.70
05/16/09	Printing	.30
05/16/09	Printing	.30
05/16/09	Printing	.10
05/16/09	Printing	2.10
05/16/09	Printing	1.20
05/16/09	Printing	.80
05/16/09	Printing	.90
05/16/09	Printing	.40
05/16/09	Printing	3.00
05/16/09	Printing	.90
05/18/09	Photocopying	.10
05/18/09	Photocopying	32.50
05/18/09	Printing	.20
05/18/09	Printing	2.50
05/18/09	Printing	.90
05/18/09	Printing	.60
05/18/09	Printing	.50
05/18/09	Printing	.30
05/18/09	Printing	4.40
05/18/09	Printing	.30
05/18/09	Printing	2.10
05/18/09	Printing	.60
05/18/09	Printing	.50
05/18/09	Printing	2.10
05/18/09	Printing	.40
05/18/09	Printing	.40
05/18/09	Printing	.40
05/18/09	Printing	.30
05/18/09	Printing	.30
05/18/09	Printing	.30
05/18/09	Printing	.40
05/18/09	Printing	1.40
05/18/09	Printing	.30
05/18/09	Printing	.40
05/18/09	Printing	2.20
05/18/09	Printing	.90
05/18/09	Printing	1.20
05/18/09	Printing	1.90
05/18/09	Printing	2.80
05/18/09	Printing	12.40
05/18/09	Printing	.80
05/18/09	Printing	2.50
05/18/09	Printing	.50

Date Posted	Expense / Date Incurred	Amount
05/18/09	Printing	.20
05/18/09	Printing	.20
05/18/09	Printing	.40
05/18/09	Printing	.50
05/18/09	Printing	.40
05/18/09	Printing	1.80
05/18/09	Printing	.40
05/18/09	Printing	.40
05/18/09	Printing	.30
05/18/09	Printing	.10
05/18/09	Printing	.30
05/18/09	Printing	.40
05/18/09	Printing	2.80
05/18/09	Printing	3.40
05/18/09	Printing	3.80
05/18/09	Printing	.60
05/18/09	Printing	1.30
05/18/09	Printing	1.10
05/18/09	Printing	9.70
05/18/09	Printing	3.60
05/18/09	Printing	.80
05/18/09	Taxi; R. Parker on 04/21/09	10.00
05/18/09	Telecopier	.50
05/18/09	Telecopier	15.50
05/18/09	Telecopier	1.50
05/18/09	Westlaw	12.50
05/19/09	Printing	.90
05/19/09	Printing	1.00
05/19/09	Printing	2.90
05/19/09	Printing	2.90
05/19/09	Printing	1.30
05/19/09	Printing	1.30
05/19/09	Printing	.50
05/19/09	Printing	.40
05/19/09	Printing	2.90
05/19/09	Printing	.80
05/19/09	Printing	.20
05/19/09	Printing	.50
05/19/09	Printing	1.40
05/19/09	Printing	2.80
05/19/09	Printing	2.10
05/19/09	Printing	1.30
05/19/09	Printing	1.10
05/19/09	Printing	.40
05/19/09	Printing	2.10
05/19/09	Printing	.70
05/19/09	Printing	.70

Date Posted	Expense / Date Incurred	Amount
05/19/09	Printing	1.60
05/19/09	Printing	1.60
05/19/09	Printing	2.00
05/19/09	Printing	2.00
05/19/09	Printing	1.10
05/19/09	Printing	1.50
05/19/09	Printing	.30
05/19/09	Printing	.20
05/19/09	Printing	2.10
05/19/09	Printing	2.10
05/19/09	Printing	.20
05/19/09	Printing	.50
05/19/09	Printing	.50
05/19/09	Printing	2.50
05/19/09	Printing	12.60
05/19/09	Printing	2.20
05/19/09	Printing	.10
05/19/09	Printing	2.10
05/19/09	Printing	.20
05/19/09	Printing	2.10
05/19/09	Printing	2.10
05/19/09	Printing	2.80
05/19/09	Printing	2.10
05/19/09	Printing	2.90
05/19/09	Printing	.30
05/19/09	Printing	2.70
05/19/09	Printing	.30
05/19/09	Printing	.30
05/19/09	Printing	1.50
05/19/09	Printing	.20
05/19/09	Printing	.50
05/19/09	Printing	.50
05/19/09	Printing	1.70
05/19/09	Printing	1.70
05/19/09	Printing	1.60
05/19/09	Printing	2.20
05/19/09	Printing	2.20
05/19/09	Printing	2.70
05/19/09	Printing	.20
05/19/09	Printing	1.80
05/19/09	Printing	.90
05/19/09	Printing	4.30
05/19/09	Printing	.80
05/20/09	Printing	2.90
05/20/09	Printing	5.20
05/20/09	Printing	2.90
05/20/09	Printing	5.00

Date Posted	Expense / Date Incurred	Amount
05/20/09	Printing	5.00
05/20/09	Printing	5.20
05/20/09	Printing	5.00
05/20/09	Printing	5.00
05/20/09	Printing	5.00
05/20/09	Printing	1.40
05/20/09	Printing	2.90
05/20/09	Printing	1.80
05/20/09	Printing	2.30
05/20/09	Printing	.40
05/20/09	Printing	.90
05/20/09	Printing	.80
05/20/09	Printing	.50
05/20/09	Printing	1.80
05/20/09	Printing	.40
05/20/09	Printing	2.90
05/20/09	Printing	1.30
05/20/09	Printing	1.00
05/20/09	Printing	.40
05/20/09	Printing	.40
05/20/09	Printing	.60
05/20/09	Printing	.30
05/20/09	Printing	.70
05/20/09	Printing	1.10
05/20/09	Printing	.60
05/20/09	Printing	1.30
05/20/09	Printing	.40
05/20/09	Printing	.80
05/20/09	Printing	1.50
05/20/09	Printing	3.80
05/20/09	Printing	.90
05/20/09	Printing	.50
05/20/09	Printing	3.60
05/20/09	Printing	1.10
05/20/09	Printing	2.00
05/20/09	Printing	2.50
05/20/09	Printing	.70
05/21/09	Photocopying	.40
05/22/09	Printing	1.80
05/22/09	Printing	1.10
05/22/09	Printing	1.80
05/22/09	Printing	1.20
05/22/09	Printing	2.40
05/22/09	Printing	.10
05/22/09	Printing	.10
05/22/09	Printing	.10
05/22/09	Printing	.10

Date Posted	Expense / Date Incurred	Amount
05/22/09	Printing	4.10
05/22/09	Printing	1.60
05/22/09	Printing	4.20
05/22/09	Printing	.30
05/22/09	Printing	2.70
05/22/09	Printing	.30
05/22/09	Printing	.60
05/22/09	Printing	14.10
05/22/09	Printing	.70
05/22/09	Printing	7.70
05/22/09	Printing	3.30
05/22/09	Printing	.60
05/22/09	Telecopier	1.00
05/23/09	Photocopying	19.40
05/23/09	Photocopying	3.00
05/23/09	Photocopying	18.40
05/25/09	Printing	.40
05/25/09	Printing	.30
05/26/09	Client Meal; A. Abensohn on 04/20/09	15.92
05/26/09	Client Meal; A. Abensohn on 04/21/09	16.75
05/26/09	Filing Fee – U.S. Bankruptcy Court (Document Request)	169.50
05/26/09	Litigation Support Services – Document Processing Expense	266.50
05/26/09	Printing	.40
05/26/09	Printing	.30
05/26/09	Printing	.40
05/26/09	Printing	.80
05/26/09	Printing	.60
05/26/09	Printing	1.20
05/26/09	Printing	19.40
05/26/09	Printing	3.10
05/26/09	Printing	.60
05/26/09	Printing	2.00
05/26/09	Printing	.50
05/26/09	Printing	.40
05/26/09	Printing	.70
05/26/09	Printing	.70
05/26/09	Printing	.70
05/26/09	Printing	1.80
05/26/09	Printing	1.60
05/26/09	Printing	13.50
05/26/09	Printing	3.90
05/26/09	Printing	.50
05/26/09	Printing	.60
05/26/09	Printing	.50
05/26/09	Printing	1.30
05/26/09	Printing	4.60

Date Posted	Expense / Date Incurred	Amount
05/26/09	Printing	4.10
05/26/09	Printing	5.60
05/26/09	Printing	5.50
05/26/09	Printing	5.00
05/26/09	Printing	4.90
05/26/09	Printing	5.20
05/26/09	Printing	.90
05/26/09	Printing	1.80
05/26/09	Printing	1.60
05/26/09	Printing	.90
05/26/09	Printing	.70
05/26/09	Printing	3.50
05/27/09	Client Meal; O. Urbieta on 05/06/09	14.77
05/27/09	Client Meal; O. Urbieta on 05/05/09	18.66
05/27/09	Local Travel on 5/27/09; A. Abensohn (from home to Work)	69.87
05/27/09	Local Travel on 5/27/09; D. Elsberg (from home to Weil's offices)	44.88
05/27/09	Local Travel on 5/27/09; D. Elsberg (from office to home)	41.82
05/27/09	Local Travel on 5/27/09; M. Carlinsky (Amtrak to attend hearings in DE)	283.00
05/27/09	Printing	1.60
05/27/09	Printing	1.20
05/27/09	Printing	1.10
05/27/09	Printing	1.00
05/27/09	Printing	14.40
05/27/09	Printing	.50
05/27/09	Printing	3.40
05/27/09	Printing	.60
05/27/09	Printing	3.50
05/27/09	Printing	3.90
05/27/09	Printing	.40
05/27/09	Printing	1.70
05/27/09	Printing	1.70
05/27/09	Printing	4.00
05/27/09	Printing	.50
05/27/09	Printing	4.00
05/27/09	Printing	.90
05/27/09	Printing	1.70
05/27/09	Printing	.70
05/27/09	Printing	.30
05/27/09	Printing	.30
05/27/09	Printing	1.70
05/27/09	Printing	3.80
05/27/09	Printing	1.90
05/27/09	Printing	4.40
05/27/09	Printing	1.90
05/27/09	Printing	.50
05/27/09	Printing	1.80

Date Posted	Expense / Date Incurred	Amount
05/27/09	Printing	1.10
05/27/09	Printing	4.40
05/27/09	Printing	1.40
05/27/09	Printing	2.80
05/27/09	Printing	3.60
05/27/09	Printing	.40
05/27/09	Printing	.40
05/27/09	Printing	.50
05/27/09	Printing	.50
05/27/09	Printing	.50
05/27/09	Printing	1.10
05/27/09	Printing	1.10
05/27/09	Printing	4.00
05/27/09	Printing	.60
05/27/09	Printing	2.50
05/27/09	Printing	.40
05/27/09	Printing	.40
05/27/09	Printing	4.80
05/27/09	Printing	.40
05/27/09	Printing	.40
05/27/09	Printing	.50
05/27/09	Printing	.30
05/27/09	Printing	.30
05/27/09	Printing	3.20
05/27/09	Printing	2.30
05/27/09	Printing	1.20
05/27/09	Printing	1.20
05/27/09	Printing	1.60
05/27/09	Printing	1.40
05/28/09	Printing	.70
05/28/09	Printing	1.70
05/28/09	Printing	.50
05/28/09	Printing	.10
05/28/09	Printing	.20
05/28/09	Printing	.60
05/28/09	Printing	1.20
05/28/09	Printing	3.70
05/28/09	Printing	3.70
05/28/09	Printing	1.40
05/28/09	Printing	.50
05/28/09	Printing	1.20
05/28/09	Printing	6.80
05/28/09	Printing	1.70
05/28/09	Printing	6.80
05/28/09	Printing	3.70
05/28/09	Printing	.30
05/28/09	Printing	.80

Date Posted	Expense / Date Incurred	Amount
05/28/09	Printing	13.60
05/28/09	Printing	.40
05/28/09	Printing	1.60
05/28/09	Printing	.60
05/28/09	Printing	.50
05/28/09	Printing	2.50
05/28/09	Printing	5.80
05/28/09	Printing	2.00
05/28/09	Printing	1.60
05/28/09	Printing	2.50
05/28/09	Printing	2.50
05/28/09	Printing	.60
05/28/09	Printing	.50
05/28/09	Printing	.30
05/28/09	Printing	1.50
05/28/09	Printing	.30
05/28/09	Printing	1.10
05/28/09	Printing	1.60
05/28/09	Printing	1.60
05/28/09	Printing	2.30
05/28/09	Printing	2.10
05/28/09	Printing	8.00
05/28/09	Printing	1.20
05/28/09	Printing	1.20
05/28/09	Printing	1.20
05/28/09	Printing	6.30
05/28/09	Printing	.20
05/28/09	Printing	13.40
05/28/09	Printing	1.10
05/28/09	Printing	.30
05/28/09	Printing	13.20
05/28/09	Printing	.40
05/28/09	Printing	2.90
05/28/09	Printing	2.10
05/28/09	Printing	1.20
05/28/09	Printing	.40
05/28/09	Printing	4.00
05/28/09	Printing	1.50
05/28/09	Printing	.30
05/28/09	Printing	.40
05/28/09	Printing	1.50
05/28/09	Printing	.30
05/28/09	Printing	.20
05/28/09	Printing	.30
05/28/09	Printing	.70
05/28/09	Printing	.80
05/28/09	Printing	.80

Date Posted	Expense / Date Incurred	Amount
05/28/09	Printing	1.30
05/28/09	Printing	1.00
05/28/09	Printing	1.20
05/28/09	Printing	1.20
05/28/09	Printing	.30
05/28/09	Printing	.30
05/28/09	Printing	1.20
05/28/09	Printing	1.20
05/28/09	Printing	1.20
05/28/09	Printing	1.20
05/28/09	Printing	1.80
05/28/09	Printing	1.70
05/28/09	Printing	1.70
05/28/09	Printing	1.50
05/28/09	Printing	1.80
05/28/09	Printing	1.80
05/28/09	Printing	1.80
05/28/09	Printing	2.50
05/28/09	Printing	1.20
05/28/09	Printing	13.50
05/28/09	Printing	1.20
05/28/09	Printing	13.50
05/28/09	Printing	.20
05/28/09	Printing	.50
05/28/09	Printing	.20
05/28/09	Printing	.10
05/28/09	Printing	.10
05/28/09	Printing	.10
05/28/09	Printing	.10
05/28/09	Printing	.10
05/28/09	Printing	.20
05/28/09	Printing	.70
05/28/09	Printing	.50
05/28/09	Printing	1.70
05/28/09	Printing	.40
05/28/09	Printing	.90
05/28/09	Printing	1.40
05/28/09	Printing	.50
05/28/09	Printing	3.50
05/28/09	Printing	1.70
05/28/09	Printing	.90
05/28/09	Printing	.90
05/28/09	Printing	.40
05/28/09	Printing	4.50
05/28/09	Printing	1.30
05/28/09	Printing	.50
05/29/09	Printing	.40

Date Posted	Expense / Date Incurred	Amount
05/29/09	Printing	.10
05/29/09	Printing	1.50
05/29/09	Printing	.20
05/29/09	Printing	3.70
05/29/09	Printing	6.80
05/29/09	Printing	3.00
05/29/09	Taxi; B. Fineston on 04/27/09	8.50
05/29/09	Taxi; B. Finestone on 04/29/09	8.10
05/29/09	Taxi; B. Finestone on 04/30/09	7.00
05/29/09	Taxi; B. Finestone on 05/02/09	7.40
05/29/09	Taxi; B. Finestone on 05/04/09	9.70
05/29/09	Taxi; B. Finestone on 05/04/09	6.60
05/29/09	Taxi; B. Finestone on 05/13/09	8.50
05/29/09	Taxi; B. Finestone on 05/15/09	8.50
05/29/09	Taxi; B. Finestone on 05/15/09	8.60
05/29/09	Taxi; B. Finestone on 05/19/09	8.50
05/29/09	Taxi; B. Finestone on 05/20/09	7.00
05/29/09	Taxi; D. Brown on 05/12/09	10.00
05/29/09	Taxi; D. Brown on 05/12/09	13.00
05/29/09	Taxi; E. Parness 05/14/09	10.60
05/29/09	Taxi; E. Parness on 05/07/09	7.00
05/29/09	Taxi; E. Parness on 05/11/09	7.00
05/29/09	Taxi; E. Parness on 05/11/09	7.00
05/29/09	Taxi; H. Denman on 05/05/09	11.00
05/29/09	Taxi; H. Denman on 05/15/09	9.80
05/29/09	Taxi; H. Denman on 05/19/09	9.40
05/29/09	Taxi; S. Kirpalani on 05/06/09	7.90
05/29/09	Taxi; B. Finestone on 05/06/09	7.40
05/30/09	Postage	.44
05/31/09	Printing	.90
05/31/09	Printing	.30
05/31/09	Printing	.40
05/31/09	Printing	.70
05/31/09	Westlaw	150.64
05/31/09	Westlaw	8,687.23
05/31/09	Westlaw	210.06
05/31/09	Westlaw	437.58
	Total Disbursements	\$13,069.65
	Less Credit	(\$787.85)
	Total Expenses	\$12,281.80

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

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

**NOTICE OF SECOND 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 MAY 1, 2009 THROUGH MAY 31, 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 **Second 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 May 1, 2009 through May 31, 2009** (the “Application”). The Application seeks the allowance of fees in the amount of **\$775,675.00** (80%, \$620,540.00) and expenses in the amount of **\$12,281.80** for the period **May 1, 2009 through and including May 31, 2009** and payment of 80% of fees in the amount of \$620,540.00 and 100% of the expenses in the amount of \$12,281.80 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.

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 August 4, 2009 at 4:00 p.m. (prevailing Eastern Time)**.

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

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 August 4, 2009:**

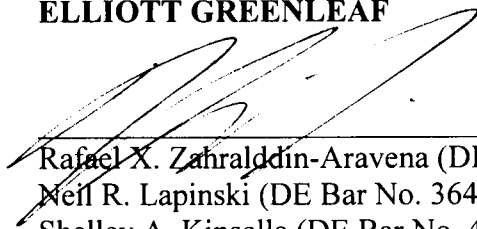
(i) the Debtors, Washington Mutual, Inc., 1301 Second Avenue, Seattle, Washington 98101; (ii) counsel to the Debtors, (a) Weil, Gotshal & Manges, LLP, 767 Fifth Avenue, New York, NY 10153 (Attention: Marcia L. Goldstein, Esq. and Brian S. Rosen, Esq.) and (b) Richards, Layton & Finger, P.A., One Rodney 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: July 15, 2009
Wilmington, Delaware

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**IN THE UNITED STATES BANKRUPTCY COURT
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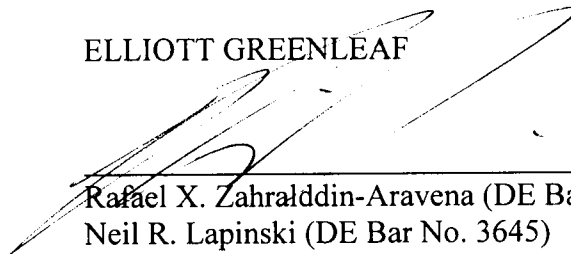
-----X
In re: : Chapter 11
: :
WASHINGTON MUTUAL, INC., *et al.*¹, : Case No. 08-12229 (MFW)
: Jointly Administered
Debtor. :
: :
-----X

**CERTIFICATE OF SERVICE REGARDING SECOND 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 MAY 1, 2009 THROUGH MAY 31, 2009**

I, Neil R. Lapinski, Esquire, Delaware counsel to Washington Mutual, Inc., hereby certify that I caused a complete copy of the Second 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 May 1, 2009 through May 31, 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 July 15, 2009 via hand delivery on all local parties and via U.S. First Class Mail on the remaining parties. A copy of the Notice only will be served on all other parties on the 2002 list in the manner indicated.

Dated: July 15, 2009
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¹ The Debtors in these Chapter 11 cases and the last four digits of each Debtor's federal tax identification numbers are: (i) Washington Mutual, Inc. (3725) and (ii) WMI Investment Corp. (5395). The Debtors continue to share their principal offices with the employees of JPMorgan Chase located at 1301 Second Avenue, Seattle, Washington 98101.

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