

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

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: **Chapter 11**
: **Case No. 08-12229 (MFW)**
: **(Jointly Administered)**
: **Hearing Date: July 27, 2009 at 10:30 a.m.**
: **Objection Deadline: July 16, 2009 at 4:00 pm**
: **Docket Ref Nos. 1233 & 1234**
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**LIMITED OBJECTION OF JPMORGAN CHASE BANK, NATIONAL ASSOCIATION
TO DEBTORS' (I) FIFTH OMNIBUS (SUBSTANTIVE) OBJECTION TO CLAIMS AND
(II) SIXTH OMNIBUS (SUBSTANTIVE) OBJECTION TO CLAIMS**

JPMorgan Chase Bank, National Association (“JPMC”) submits this limited objection (the “Limited Objection”) to the Debtors’ (I) Fifth Omnibus (Substantive) Objection to Claims (the “Fifth Claims Objection”) and (II) Sixth Omnibus (Substantive) Objection to Claims (the “Sixth Claims Objection” together with the Fifth Claims Objection, the “Claims Objections”). In support of this Limited Objection, JPMC respectfully represents as follows:

Background

1. On September 26, 2008 (the “Commencement Date”), each of the Debtors commenced with this Court a voluntary case pursuant to chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”). The Debtors are authorized to continue to operate their businesses and manage their properties as debtors in possession pursuant to sections 1107(a) and

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



1108 of the Bankruptcy Code. On October 3, 2008, the Court entered an order, pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), authorizing the joint administration of the Debtors’ chapter 11 cases.

2. Prior to the Commencement Date, WMI was a savings and loan holding company that owned Washington Mutual Bank (“WMB”) and such bank’s subsidiaries, including Washington Mutual Bank fsb (“WMBfsb”). WMI was subject to regulation by the Office of Thrift Supervision (the “OTS”) and WMB and WMBfsb were subject to regulation and examination by the OTS. In addition, WMI’s banking and nonbanking subsidiaries were overseen by various federal and state authorities, including the Federal Deposit Insurance Corporation (“FDIC”).

3. On September 25, 2008, the Director of the OTS, by order number 2008-36, appointed the FDIC as receiver for WMB and advised that the receiver was immediately taking possession of WMB. Immediately after its appointment as receiver, the FDIC sold substantially all the assets of WMB, including the stock of WMBfsb, to JPMC pursuant to that certain Purchase and Assumption Agreement, dated September 25, 2008 (the “Purchase Agreement”) (publicly available at <http://www.fdic.gov/about/freedom/popular.html>). Consistent with the Purchase Agreement, JPMC assumed certain liabilities of WMB.

The Claim Objections

4. On June 26, 2009, the Debtors filed the Claims Objections. Both the Fifth Claims Objection and the Sixth Claims Objection assert that certain of the claims objected to therein arise out of contractual relationships or litigation between the alleged claimants and WMB and, therefore, are invalid against the Debtors. Similarly, both the Fifth Claims Objection and the Sixth Claims Objection assert that certain of the claims objected to therein arise out of

employment agreements, bonus payments and pension obligations to former employees and are thus invalid against the Debtors. *See* Fifth Claims Objection, ¶¶ 14-17; Sixth Claims Objection, ¶¶ 7-8. Finally, in both Claims Objections, the Debtors assert that they are not the proper entity against which certain “Miscellaneous Claims” should be asserted. *See* Fifth Claims Objection, ¶ 18; Sixth Claims Objection, ¶¶ 18. In both Claims Objections, the Debtors identify four categories of objectionable claims (*i.e.*, Category 1: Litigation Claims; Category 2: Pension Claims; Category 3: Employee Claims; Category 4: Miscellaneous Claims). However, no such categories are identified on the two Exhibit A’s to the Claims Objections, each of which lists well over one hundred claims without regard to the categories identified in the Claims Objections.

5. Although not subject to the Claims Objections, JPMC has filed a number of proofs of claim against the Debtors, some of which assert JPMC’s right to recover amounts JPMC has paid to certain of the Debtors’ former employees or other creditors, including on account of claims they possessed against the Debtors.² Although the Debtors have not objected to any of JPMC’s proofs of claim, it is possible that certain of the claims subject to the Claims Objections may include amounts JPMC has asserted against the Debtors in certain of its proofs

² In addition, and by way of example, pursuant to that certain Stipulation By and Between Debtors and JPMorgan Chase Bank, N.A. Concerning Certain Vendor Contracts approved by the Court on December 30, 2008 (the “Vendor Stipulation”), JPMC is “subrogated to the rights of any counterparty as to WMI for any prepetition amounts due to such counterparty and paid by JPMC” and such subrogation “shall have the same force, effect, validity, and priority against WMI in its chapter 11 case and shall be subject to the same defenses of the Debtors with respect thereto as if the claim was unpaid and were being asserted by such counterparty.” Vendor Stipulation, ¶ 2. Because each of the Claims Objections attaches a single exhibit that does not identify the categories of claims objected to, it is difficult (if not impossible) without reference to the hundreds of actual claims listed to determine whether some of the Litigation Claims or Miscellaneous Claims objected to may be claims as to which JPMC may assert subrogation rights pursuant to the terms of the Vendor Stipulation.

of claim, or for which it is entitled to subrogation pursuant to the terms of the Vendor Stipulation or otherwise. Given the sheer volume of claims asserted in these cases, as well as the number, character and description of the claims subject to the Claims Objections, the task of determining the overlap among the claims filed against the Debtors, the claims filed by JPMC, and the claims objected to by the Debtors in the Claims Objections, will require a significant amount of time and effort.

Limited Objection

6. JPMC does not believe it was the Debtors' intention in filing the Claims Objections and seeking disallowance of the claims therein to affect JPMC's proofs of claim or otherwise prejudice JPMC's rights as against the Debtors. Given the number of claims filed against the Debtors, and the unique facts presented by these cases (in which JPMC may have satisfied certain of the claims filed against the Debtors, and may have rights and claims against the Debtors as a result), any orders granting the Claims Objections must be clarified to prevent JPMC's rights from being prejudiced. Consequently, JPMC does not object in principle to the entry of orders granting the Claims Objections, provided that nothing in any such orders (a) constitutes a determination that JPMC or WMB is liable for any of the claims to be disallowed thereby or (b) prejudices any of JPMC's rights or claims against the Debtors.

7. To that end, JPMC requests that the following language be added to any order granting the Claims Objections:

"Ordered, that nothing contained herein shall (a) be or shall be deemed to be a determination that JPMorgan Chase Bank, NA or any of its subsidiaries ("JPMC"), Washington Mutual Bank or any of its subsidiaries or any other person is liable or responsible in any way for any of the claims that are the subject of the [Insert Applicable Claim Objection] or (b) prejudice any of JPMC's rights or claims against the Debtors, including, without limitation

*claims asserted in JPMC's proofs of claim, by assignment, subrogation, or otherwise."*³

8. To the extent the Debtors seek to object to any of JPMC's claims, the Debtors should do so directly, not by relying upon the potential effect, if any, of an order granting an objection to another entity's claim.

9. In order to avoid the need for JPMC to file repeated limited objections to future substantive omnibus claim objections on this recurring issue, JPMC respectfully requests that the language set forth in Paragraph 7 above be added to all future orders approving substantive omnibus claim objections.

10. JPMC reserves the right to supplement or amend this Limited Objection prior to or at the hearing on the Claims Objections.

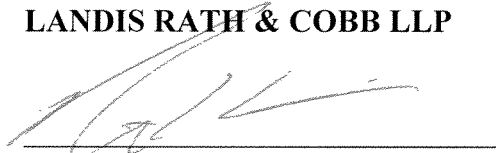
³ Clause (a) was included in the orders approving the First Omnibus (Substantive) Objection To Claims and Second Omnibus (Substantive) Objection to Claims previously entered in these cases. Upon the request of JPMC, counsel to the Debtors agreed to include clause (a) in any order approving the Fifth Claims Objection and Sixth Claims Objection, subject to the approval of the Court.

Conclusion

WHEREFORE, JPMC respectfully requests that the Court (a) deny the Claims Objections; or (b) in the alternative, include in any order granting the Claims Objections the language proposed herein; and (c) grant such other and further relief as is just and proper.

Dated: Wilmington, Delaware
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**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

-----X
In re : Chapter 11
: :
WASHINGTON MUTUAL, INC., et al.,¹ : Case No. 08-12229 (MFW)
: :
Debtors. : (Jointly Administered)
-----X

AFFIDAVIT OF SERVICE

STATE OF DELAWARE)
) SS
NEW CASTLE COUNTY)

Michelle M. Dero, being duly sworn according to law, deposes and says that she is employed by the law firm of Landis Rath & Cobb LLP, attorneys for JPMorgan Chase Bank, National Association in the above-referenced cases, and on the 16th day of July, 2009, she caused a copy of the following:


**LIMITED OBJECTION OF JPMORGAN CHASE BANK, NATIONAL ASSOCIATION,
TO DEBTORS' (I) FIFTH OMNIBUS (SUBSTANTIVE) OBJECTION TO CLAIMS AND
(II) SIXTH OMNIBUS (SUBSTANTIVE) OBJECTION TO CLAIMS**

to be served upon the parties identified on the attached service lists in the manner indicated.



Michelle M. Dero

SWORN TO AND SUBSCRIBED before me this 16th day of July, 2009.



Notary Public

**CASSANDRA D. LEWICKI
Notary Public - State of Delaware
My commission expires Dec. 1, 2012**

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

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