

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.*, :
: Jointly Administered
: :
: **Objection Deadline: August 19, 2009 at 4:00 p.m. (ET)**
_____ X **Hearing Date: August 24, 2009 at 11:30 a.m. (ET)**

**MOTION OF JPMORGAN CHASE BANK, NATIONAL ASSOCIATION TO COMPEL THE
WASHINGTON MUTUAL, INC. NOTEHOLDERS GROUP TO COMPLY WITH FEDERAL
RULE OF BANKRUPTCY PROCEDURE 2019**

JPMorgan Chase Bank, National Association (“JPMC”), through its undersigned counsel, submits this Motion to Compel the Washington Mutual, Inc. Noteholders Group to Comply with Federal Rule of Bankruptcy Procedure 2019 (the “Motion”). In support of the Motion, 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, 11 U.S.C. §101 *et seq.* (the “Bankruptcy Code”). The Debtors are authorized to operate their businesses and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

2. On October 20, 2008, the self-styled “Washington Mutual Noteholders Group” (the “Washington Mutual Noteholders Group”) first appeared in this case as “23 entities that . . . are the beneficial owner of, or the holder or manager of, various accounts with investment authority, contractual authority or voting authority for more than \$1.1 billion in face amount of notes issued by Washington Mutual, Inc. See Notice of Appearance and Request for Service of Papers dated October



20, 2008 [Docket No. 101] (the “First NoA”); *see also* Verified Statement of White & Case LLP Pursuant to Bankruptcy Rule 2019 dated October 20, 2008 [Docket No. 102] (the “W&C 2019 Statement”). True and correct copies of the First NoA and the W&C 2019 Statement are attached hereto as Exhibits “A” and “B,” respectively.

3. On November 6, 2008, another law firm – Kasowitz, Benson, Torres & Friedman LLP (“KBT&F”) – filed a Notice of Appearance and Request for Service of Papers on behalf of what it defined as the “WMI Noteholders Group.” *See* Docket No. 247 (the “Second NoA”). A true and correct copy of the Second NoA is attached hereto as Exhibit “C.” In the Second NoA, KBT&F represented that a list of participants in the WMI Noteholders Group “is provided with the Verified Statement of – Kasowitz, Benson, Torres & Friedman LLP Pursuant to Fed. R. Bankr. P. 2019, filed contemporaneously herewith” Second NoA, pg. 1. No such verified statement appears on the docket of these cases and, upon information and belief, no such verified statement has been filed.

4. On June 15, 2009, the Washington Mutual Noteholders Group claimed in a pleading filed with the Court that it “collectively holds at least \$3.3 billion in face amount of outstanding debt securities issued by Debtor Washington Mutual, Inc.” and they are collectively “the principal stakeholders in these chapter 11 proceedings.” *See* Statement of Washington Mutual, Inc. Noteholder Group In Opposition To (A) The Motion of Intervenor-Defendant Federal Deposit Insurance Corporation, as Receiver for Washington Mutual Bank, To Stay or Dismiss the Adversary Complaint, and (B) the Motion of Defendant JPMorgan Chase Bank, National Association for Stay of Debtors’ Adversary Proceeding [Docket No. 38] (the “Noteholders Group Statement”), p. 1.¹

¹ The Washington Mutual Noteholders Group has opposed various motions filed by JPMC. For example, on July 15, 2009, the Washington Mutual Noteholders Group filed the Objection to Motion of Debtors’ Pursuant to Section 105(a) of the Bankruptcy Code and Bankruptcy Rule 9019(a)

5. KBT&F, which did not file a verified statement pursuant to Bankruptcy Rule 2019, appears “Of Counsel” on the Noteholders Group Statement on behalf of what is asserted to be holders of “at least \$3.3 billion in face amount” of notes issued by WMI. White & Case, which filed the 2019 Statement disclosing the names of twenty-three (23) holders of notes in the collective principal amount of more than \$1.1 billion, does not appear on the Noteholders Group Statement.

JURISDICTION AND VENUE

6. This Court has jurisdiction to consider this Motion pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409.

7. The statutory predicate for the relief requested herein is Federal Rule of Bankruptcy Procedure 2019 (the “Bankruptcy Rules”).

RELIEF REQUESTED

8. By this Motion, JPMC respectfully requests the Court to enter an order, substantially in the form attached hereto, compelling the Washington Mutual Noteholders Group to: (i) comply with Bankruptcy Rule 2019 by requiring each member of the Washington Mutual Noteholders Group to disclose the amount of each of their claims, the date(s) such claims were acquired, the amount paid therefore and any subsequent disposition thereof; and (ii) otherwise bar their participation in these cases until its disclosure deficiencies are fully remedied.

for Approval of Settlement with JPMorgan Chase Bank, N.A. [Docket No. 1324] (the “9019 Objection”). While the 9019 Objection was subsequently withdrawn, the Washington Mutual Noteholder Group made the same representations regarding its economic stake in these cases as was described in the Noteholders Group Statement. In this instance, White & Case is listed as counsel to the Washington Mutual Noteholders Group and KBS&T is listed as “of counsel.” Neither the Noteholders Group Statement nor the 9019 Objection contain any explanation of how the Washington Mutual Noteholders Group’s claims have swelled from \$1.1 to \$3.3 billion since October, 2008. As of the date hereof, White & Case has not filed revisions to the W&C 2019 Statement to reflect the increase in the stated amounts held by the Washington Mutual Noteholders Group.

BASIS FOR RELIEF

9. Bankruptcy Rule 2019(a) requires that every entity or committee representing more than one creditor shall file a verified statement setting forth: (1) the name and address of the creditor; (2) the nature and amount of the claim and the time it was acquired (unless alleged to have been acquired more than one year prior to the bankruptcy filing); (3) a recital of the pertinent facts and circumstances in connection with the employment of the entity and, in the case of a committee, the name or names of the entity or entities at whose instance, directly or indirectly, the employment was arranged or the committee was organized and agreed to act; and (4) the amounts of claims owned by the entity, the members of the committee, the times when acquired, the amounts paid therefore, and any sales or dispositions thereof. *See* Fed. R. Bankr. P. 2019(a); *see also In re Northwest Airlines, Inc.* 363 B.R. 701,702 (Bankr. S.D.N.Y. 2007) (“[b]y its plain terms, the Rule requires disclosure of the amounts of claims or interests owned by the members of the committee, the times when acquired, the amounts paid therefor, and any sales or other disposition thereof.”) (internal quotations omitted). Bankruptcy Rule 2019(a) also requires the prompt filing of supplemental statements, “setting forth any material changes in the facts contained in the statement filed” *See* Fed. R. Bankr. P. 2019(a).

10. Based on papers filed of record by or on behalf of the Washington Mutual Noteholders Group, including the First NoA, the Second NoA, the W&C 2019 Statement, the Noteholders Group Statement, and the 9019 Objection (and lack of a KBT&F Rule 2019(a) statement and revised W&C 2019 Statement), it is not possible to determine the present composition and holdings of the Washington Mutual Noteholders Group. Based on its participation in these cases, the Washington Mutual Noteholders Group has undertaken a coordinated effort to speak with one voice on issues relevant to their respective financial interests. As the Court in *Wilson v. Valley Electric*

Membership Corp., 141 B.R., 309, 314 (E.D.La. 1992) noted, “[r]ule 2019 more appropriately seems to apply to the formal organization of a group of creditors holding similar claims, who have elected to consolidate their collection efforts.”

11. Although captioned and drafted as a statement of the law firm that at one time represented (and may still represent) the Washington Mutual Noteholders Group, the W&C 2019 Statement does not comply with the requirements of Bankruptcy Rule 2019. Aside from listing of the names and addresses of the members of the group as of October 20, 2008, the W&C 2019 Statement contains little, if any, of the information required by Rule 2019.

12. In addition, despite its representation in the Second NoA, KBT&F has not filed a verified statement pursuant to Bankruptcy Rule 2019. Moreover, although the First NoA and the Second NoA represent that the Washington Mutual Noteholders Group holds more than \$1.1 billion principal amount of notes, the Noteholders Group Statement and 9019 Objection assert that the amount is more than \$3.3 billion. Tellingly, the Washington Mutual Noteholders Group has provided no explanation of how its holdings increased threefold over the period of eight months.

13. It is not the law firms purporting to represent the Washington Mutual Noteholders Group that must comply with Bankruptcy Rule 2019 -- it is the Washington Mutual Noteholders Group itself that must satisfy the disclosure obligations under Bankruptcy Rule 2019. The Washington Mutual Noteholders Group has taken an active role in these cases and, by its own assertions, expects to be the primary recipient of any distributions from the Debtors' estates. Yet, the identity and composition of the Washington Mutual Noteholders Group remains unknown to the Court, Debtors, JPMC and the balance of the Debtors' creditor constituencies. Without disclosures required by Bankruptcy Rule 2019, the Court should refuse to allow the Washington Mutual Noteholders Group to participate in these cases.

14. Counsel to JPMC has advised counsel to the Washington Mutual Noteholders Group of its belief that the Washington Mutual Noteholders Group has not complied with Bankruptcy Rule 2019(a). Because the Washington Mutual Noteholders Group has made no remedial or supplemental filings pursuant to Bankruptcy Rule 2019(a), JPMC respectfully requests that the Court compel the Washington Mutual Noteholders Group to comply with Bankruptcy Rule 2019(a) and for additional relief as contemplated by Bankruptcy Rule 2019(b). Until it satisfies its disclosure obligations under Bankruptcy Rule 2019, the Washington Mutual Noteholders Group should be barred from further participating in these proceedings.

NOTICE AND NO PRIOR REQUEST

15. Notice of this Motion has been provided to: (i) the Office of the United States Trustee for the District of Delaware; (ii) counsel to the Washington Mutual Noteholders Group; (iii) the Debtors; (iv) counsel to the Debtors; (v) special conflicts counsel to the Debtors; (vi) counsel to the Committee; (vii) and all parties having requested notice pursuant to Bankruptcy Rule 2002. In light of the nature of the relief requested herein, JPMC submits no other or further notice is necessary.

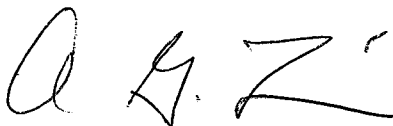
16. No previous application for the relief sought herein has been made to this Court or any other court.

CONCLUSION

WHEREFORE, JPMC respectfully requests that the Court enter an order, substantially in the form attached hereto, compelling the Washington Mutual Noteholders Group to (i) comply with Bankruptcy Rule 2019 and otherwise bar its participation in these cases until its disclosure deficiencies are fully remedied; and (ii) grant such other and further relief as is just and proper.

Dated: August 6, 2009
Wilmington, Delaware

LANDIS RATH & COBB LLP



Adam G. Landis (I.D. 3407)
Matthew B. McGuire (I.D. 4366)
919 Market Street, Suite 1800
Wilmington, DE 19899
Tel: (302) 467-4400
Fax: (302) 467-4450
landis@lrclaw.com
mcguire@lrclaw.com

– and –

Robert A. Sacks
Hydee R. Feldstein
SULLIVAN & CROMWELL LLP
1888 Century Park East
Los Angeles, California 90067
Tel: (310) 712-6600
Fax: (310) 712-8800
sacksr@sullcrom.com
feldsteinh@sullcrom.com

Bruce E. Clark
Stacey R. Friedman
SULLIVAN & CROMWELL LLP
125 Broad Street
New York, New York 10004
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clarkb@sullcrom.com
friedmans@sullcrom.com

*Counsel for JPMorgan Chase Bank,
National Association*

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

In re:

WASHINGTON MUTUAL, INC., *et al.*,

Debtors.¹

Chapter 11

Case No. 08-12229 (MFW)

(Jointly Administered)

Objection Deadline: August 19, 2009 at 4:00 p.m. (ET)
Hearing Date: August 24, 2009 at 11:30 a.m. (ET)

NOTICE OF MOTION

TO: The Office of the United States Trustee for the District of Delaware; counsel to the Washington Mutual, Inc. Noteholders Group; the Debtors; counsel to the Debtors; special conflicts counsel to the Debtors; counsel to the Committee; and all parties having requested notice pursuant to Bankruptcy Rule 2002.

On August 6, 2009, JPMorgan Chase Bank, National Association (“JPMC”) filed the **Motion of JPMorgan Chase Bank, National Association to Compel the Washington Mutual, Inc. Noteholders Group to Comply with Federal Rule of Bankruptcy Procedure 2019** (the “Motion”).

Objections, if any, to the relief requested in the Motion must be filed with the United States Bankruptcy Court, 824 North Market Street, 3rd Floor, Wilmington, Delaware 19801, on or before **August 19, 2009 at 4:00 p.m. (ET)**.

At the same time, you must also serve a copy of the objection upon the undersigned counsel so as to be **received no later than 4:00 p.m. (ET) on August 19, 2009**.

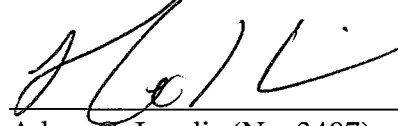
A HEARING ON THE MOTION WILL BE HELD ON AUGUST 24, 2009 AT 11:30 A.M. (ET) BEFORE THE HONORABLE MARY F. WALRATH, UNITED STATES BANKRUPTCY COURT JUDGE, IN THE UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE, 824 NORTH MARKET STREET, 5th FLOOR, COURTROOM 4, WILMINGTON, DELAWARE 19801.

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 the principal offices with the employees of JPMorgan Chase located at 1301 Second Avenue, Seattle, Washington 98101.

IF YOU FAIL TO RESPOND IN ACCORDANCE WITH THIS NOTICE, THE COURT MAY GRANT THE RELIEF REQUESTED IN THE MOTION WITHOUT FURTHER NOTICE OR HEARING.

Date: August 6, 2009
Wilmington, Delaware

LANDIS RATH & COBB LLP



Adam G. Landis (No. 3407)
Matthew B. McGuire (No. 4366)
919 Market Street, Suite 1800
Wilmington, Delaware 19899
Tel: (302) 467-4400
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– and –

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Hydee R. Feldstein
SULLIVAN & CROMWELL LLP
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New York, New York 10004
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friedmans@sullcrom.com

*Counsel for JPMorgan Chase
Bank, National Association*

EXHIBIT A

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

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

**NOTICE OF APPEARANCE AND
REQUEST FOR SERVICE OF PAPERS**

PLEASE TAKE NOTICE that, pursuant to Fed. R. Bankr. P. 9010(b) and 11 U.S.C. § 1109(b), the undersigned hereby appears in the above-captioned Chapter 11 case (the “Chapter 11 Cases”) as counsel to the Washington Mutual, Inc. Noteholders Group (the “WMI Noteholders’ Group”), the participants of which are 23 entities that have advised White & Case LLP that they collectively are the beneficial owner of, or the holder or manager of, various accounts with investment authority, contractual authority or voting authority for more than \$1.1 billion face amount of notes issued by Washington Mutual, Inc. The WMI Noteholders Group (a list of the participants participating in which is provided in the Verified Statement of White & Case LLP Pursuant to Fed. R. Bankr. P. 2019, filed contemporaneously herewith), pursuant to Fed. R. Bankr. P. 2002, 3017(a) and 9007, hereby requests that all notices given or required to be given and all papers and pleadings served or required to be served in the Chapter 11 Cases (including, but not limited to, all papers filed and served in all adversary proceedings in the Chapter 11 Cases, and all notices mailed to statutory committees or their authorized agents and to creditors and equity security holders who file with the Court a request that all notices be mailed to them), whether sent by the Clerk of the Court, the debtors, or any creditor, committee,

or party in interest, be given to and served upon the persons below at the following addresses, and that such names and addresses be added to any master mailing list:

Jeffrey M. Schlerf
BAYARD, P.A.
P.O. Box 25130
Wilmington, DE 19899
Telephone: (302) 655-5000
Facsimile: (302) 658-6395
Email: jschlerf@bayardlaw.com

Thomas E Lauria, Esq.
WHITE & CASE LLP
Wachovia Financial Center
200 South Biscayne Boulevard
Suite 4900
Miami, FL 33131
Telephone: (305) 371-2700
Facsimile: (305) 358-5744
Email: tlauria@whitecase.com

PLEASE TAKE FURTHER NOTICE, that the foregoing request includes not only the notices, papers, and pleadings referenced in the above-noted Federal Rules of Bankruptcy Procedure but also, without limitation, orders on and notices of any motion, application, petition, pleading, plan of reorganization, disclosure statement, or complaint, whether formal or informal, written or oral, transmitted or conveyed by mail, telephone, telecopy, or otherwise in these cases.

PLEASE TAKE FURTHER NOTICE, that neither this request for notice nor any subsequent appearance, pleading, proof of claim, or other writing or conduct shall constitute a waiver of any (a) rights to have any and all final orders in any and all non-core matters entered only after de novo review by a United States District Court; (b) rights to trial by jury in any proceeding as to any and all matters so triable; (c) rights to have the reference in this matter withdrawn by the United States District Court in any matter or proceeding subject to mandatory or discretionary withdrawal; and (d) other rights, claims, actions, defenses,

setoffs, recoupments, or other matters under any agreement, law or equity. All of such rights hereby are reserved and preserved, without exception and with no purpose of confessing or conceding jurisdiction in any way by this filing or by any other participation in these cases.

Dated: October 20, 2008

BAYARD, P.A.

By 

Jeffrey M. Schlerf (No. 3047)

P.O. Box 25130

Wilmington, DE 19899

Telephone: (302) 655-5000

Facsimile: (302) 658-6395

-and-

Thomas E Lauria (State Bar No. 11998025)

(admission pro hac vice pending)

WHITE & CASE LLP

Wachovia Financial Center

200 South Biscayne Boulevard

Suite 4900

Miami, FL 33131

Telephone: (305) 371-2700

Facsimile: (305) 358-5744

ATTORNEYS FOR THE WASHINGTON
MUTUAL, INC. NOTEHOLDERS
GROUP

EXHIBIT B

UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE

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

**VERIFIED STATEMENT OF WHITE & CASE LLP
PURSUANT TO BANKRUPTCY RULE 2019**

THOMAS E LAURIA, being duly sworn, deposes and says:

1. I am an attorney at law and a partner in the law firm of White & Case LLP (“White & Case”), which firm serves as counsel to the Washington Mutual, Inc. Noteholders Group (the “WMI Noteholders Group”), consisting of certain unaffiliated holders of notes issued by Washington Mutual, Inc. I am the attorney at White & Case responsible for this engagement and have knowledge of White & Case’s representation of the WMI Noteholders Group in these chapter 11 cases. I make this verified statement on behalf of White & Case in accordance with Rule 2019 of the Federal Rules of Bankruptcy Procedure.

2. The participants participating in the WMI Noteholders Group are as follows:

Advent Capital Management
1065 Avenue of the Americas, 31st Floor
New York, NY 10018

Banc of America Securities LLC
One Bryant Park, 3rd Floor
New York, NY 10036

Citigroup Global Markets Inc.
390 Greenwich Street, 4th Floor
New York, NY 10013

Concordia Advisors LLC
1350 Avenue of the Americas, 32nd Floor
New York, NY 10019

Deutsche Bank Securities Inc.
60 Wall Street, Floor 3
New York, NY 10005

Goldman, Sachs & Co.
One New York Plaza
New York, NY 10004

Halcyon Asset Management LLC
477 Madison Avenue, 8th Floor
New York, NY 10022

Ivory Capital
11755 Wilshire Blvd #1350
Los Angeles, CA 90025

Kingstown Capital Management LLC
535 Madison Avenue, 30th Floor
New York, NY 10022

KS Capital Partners, L.P.
11 West 42nd Street, Floor 2
New York, NY 10036

Latigo Partners, L.P.
590 Madison Ave, 9th Floor
New York, NY 10022

Luxor Capital Group, L.P.
767 5th Avenue
New York, NY 10153

Morgan Stanley & Co. Inc.
1585 Broadway
New York, NY 10036

Marathon Special Opportunity Master Fund,
Ltd.
1 Bryant Park, 38th Floor
New York, NY 10036

Onex Credit Partners, LLC
910 Sylvan Avenue, Suite 100
Englewood Cliffs, NJ 07632

Ore Hill Hub Fund Ltd.
650 Fifth Avenue, 9th Floor
New York, NY 10019

Owl Creek Asset Management, L.P.
410 Park Avenue, 20th Floor
New York, NY 10019

P. Schoenfield Asset Management LLC
1350 Avenue of the Americas
21st Floor
New York, New York 10019

Satellite Asset Management, L.P.
623 Fifth Avenue, 19th Floor
New York, NY 10022

Silver Point Capital LLC
336 Republic Street
Pittsburgh, PA 15211

Taconic Capital Advisors LP
450 Park Avenue, 9th Floor
New York, NY 10022

UBS Securities LLC
677 Washington Boulevard
Stamford, CT 06901

VSO Capital
1019 State St
Bowling Green, KY 42101-2652

3. Although the WMI Noteholders Group has hired White & Case to represent their interests and to enable their voices to be heard more effectively and efficiently as a group, each participant participating in the WMI Noteholders Group makes its own decisions as to how it wishes to proceed and does not speak for, or on behalf of, any other creditor, including the other participants participating in the WMI Noteholders Group in their individual capacities. It is anticipated that the identities of the participants participating in the WMI Noteholders Group will change from time to time.

4. White & Case has been advised by the participants participating in the WMI Noteholders Group that, as of the date hereof, they collectively are the beneficial owner of, or the holder or manager of, various accounts with investment authority, contractual authority or voting authority for more than \$1.1 billion principal amount of notes issued by Washington Mutual, Inc.

Dated: Wilmington, Delaware
October 20, 2008

WHITE & CASE LLP

By: 

Thomas E. Lauria (State Bar No. 11998025)
(admission pro hac vice pending)
Wachovia Financial Center
200 South Biscayne Boulevard
Suite 4900
Miami, FL 33131
Telephone: (305) 371-2700
Facsimile: (305) 358-5744

Attorneys for the Washington Mutual, Inc.
Noteholders Group

Sworn to before me this
20th day of October, 2008

By: 

Notary Public

My commission expires: 12/13/2008

JEAN K. HODGMAN
NOTARY PUBLIC
STATE OF DELAWARE
My Commission Expires Dec. 13, 2008

EXHIBIT C

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

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

**NOTICE OF APPEARANCE AND
REQUEST FOR SERVICE OF PAPERS**

PLEASE TAKE NOTICE that, pursuant to Fed. R. Bankr. P. 9010(b) and 11 U.S.C. § 1109(b), the undersigned hereby appears in the above-captioned Chapter 11 cases (the “Chapter 11 Cases”) as co-counsel to the Washington Mutual, Inc. Noteholders Group (the “WMI Noteholders Group”), the participants of which are 23 entities as to whom co-counsel, White & Case LLP has advised Kasowitz, Benson, Torres & Friedman LLP collectively are the beneficial owner of, or the holder or manager of, various accounts with investment authority, contractual authority or voting authority for more than \$1.1 billion face amount of notes issued by Washington Mutual, Inc. The WMI Noteholders Group (a list of the participants is provided with the Verified Statement of Kasowitz, Benson, Torres & Friedman LLP Pursuant to Fed. R. Bankr. P. 2019, filed contemporaneously herewith), pursuant to Fed. R. Bankr. P. 2002, 3017(a) and 9007, hereby requests that all notices given or required to be given and all papers and pleadings served or required to be served in the Chapter 11 Cases (including, but not limited to, all papers filed and served in all adversary proceedings in the Chapter 11 Cases, and all notices mailed to statutory committees or their authorized agents and to creditors and equity security holders who file with the Court a request that all notices be mailed to them), whether sent by the Clerk of the Court, the debtors, or any creditor, committee, or party in interest, be given to and served upon the persons below at the following addresses, and that such names and addresses be added to any master mailing list:

Jeffrey M. Schlerf
BAYARD, P.A.
P.O. Box 25130
Wilmington, DE 19899
Telephone: (302) 655-5000
Facsimile: (302) 658-6395
Email: jschlerf@bayardlaw.com

David S Rosner, Esq.
Paul M. O'Connor III, Esq.
Trevor J. Welch, Esq.
Daniel A. Fliman, Esq.
KASOWITZ BENSON TORRES & FRIEDMAN LLP
1633 Broadway
New York, NY 10019
Telephone: (212) 506-1700
Facsimile: (212) 506-1800
Email: drosner@kasowitz.com
poconnor@kasowitz.com
twelch@kasowitz.com
dfliman@kasowitz.com

PLEASE TAKE FURTHER NOTICE, that the foregoing request includes not only the notices, papers, and pleadings referenced in the above-noted Federal Rules of Bankruptcy Procedure but also, without limitation, orders on and notices of any motion, application, petition, pleading, plan of reorganization, disclosure statement, or complaint, whether formal or informal, written or oral, transmitted or conveyed by mail, telephone, telecopy, or otherwise in these cases.

PLEASE TAKE FURTHER NOTICE, that neither this request for notice nor any subsequent appearance, pleading, proof of claim, or other writing or conduct shall constitute a waiver of any (a) rights to have any and all final orders in any and all non-core matters entered only after de novo review by a United States District Court; (b) rights to trial by jury in any proceeding as to any and all matters so triable; (c) rights to have the reference in this matter withdrawn by the United States District Court in any matter or proceeding subject to mandatory or discretionary withdrawal; and (d) other rights, claims, actions, defenses, setoffs, recoupments, or other matters under any agreement, law or equity. All of such rights hereby are reserved and preserved, without exception and with no purpose of confessing or conceding jurisdiction in any way by this filing or by any other participation in these cases.

Dated: November 6, 2008

BAYARD, P.A.

By 

Jeffrey M. Schlerf (No. 3047)

P.O. Box 25130

Wilmington, DE 19899

Telephone: (302) 655-5000

Facsimile: (302) 658-6395

-and-

David S. Rosner (State Bar No. 2333755)

(admission pro hac vice pending)

KASOWITZ BENSON TORRES & FRIEDMAN LLP

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New York, NY 10019

Telephone: (212) 506- 1726

Facsimile: (212) 835-5026

ATTORNEYS FOR THE WASHINGTON
MUTUAL, INC. NOTEHOLDERS GROUP

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

In re:

WASHINGTON MUTUAL, INC., *et al.*,

Debtors.¹

Chapter 11

Case No. 08-12229 (MFW)

(Jointly Administered)

Ref. No. _____

**ORDER GRANTING MOTION OF JPMORGAN CHASE BANK, NATIONAL
ASSOCIATION TO COMPEL THE WASHINGTON MUTUAL, INC. NOTEHOLDERS
GROUP TO COMPLY WITH FEDERAL RULE OF BANKRUPTCY PROCEDURE 2019**

Upon consideration of the Motion of JPMorgan Chase Bank, National Association to Compel the Washington Mutual, Inc. Noteholders Group to Comply with Federal Rule of Bankruptcy Procedure 2019 (the “Motion”);² and the Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334; and consideration of the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper pursuant to 28 U.S.C. §§ 1408 and 1409; and proper notice of the Motion having been provided to the parties listed therein, and it appearing that no other or further notice need be provided; and upon consideration of any responses thereto; and sufficient cause appearing therefor; it is hereby:

ORDERED, that the Motion is GRANTED; and it is further

ORDERED, that within five (5) business days from the entry of this Order, the Washington Mutual Noteholders Group shall comply with Bankruptcy Rule 2019, and that each

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 the principal offices with the employees of JPMorgan Chase located at 1301 Second Avenue, Seattle, Washington 98101.

² Capitalized terms not otherwise defined herein shall carry the meaning ascribed to them in the Motion to Compel.

member of the Washington Mutual Noteholders Group shall disclose the amount of each of their claims, the date(s) such claims were acquired, the amount paid therefor and any dispositions thereof; and it is further

ORDERED, that until the Washington Mutual Noteholders Group complies with Bankruptcy Rule 2019 as set forth above, the Washington Mutual Noteholders Group, and any members thereof, shall be otherwise barred from further participating in these cases; and it is further

ORDERED, that the Court shall retain jurisdiction over any and all disputes arising under or otherwise relating to the implementation and enforcement of this Order.

Dated: August____, 2009
Wilmington, Delaware

The Honorable Mary F. Walrath
United States Bankruptcy Judge

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

-----X
In re : Chapter 11
: :
WASHINGTON MUTUAL, INC., et al., : 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 6th day of August, 2009, she caused a copy of the following:

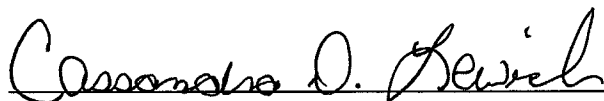
**MOTION OF JPMORGAN CHASE BANK, NATIONAL ASSOCIATION,
TO COMPEL THE WASHINGTON MUTUAL, INC. NOTEHOLDERS GROUP
TO COMPLY WITH FEDERAL RULES OF BANKRUPTCY PROCEDURE 2019**

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 6th day of August, 2009.



Notary Public

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

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BANKRUPTCY CASE NO. 08-12229 (MFW)**

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