

UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE

In re,) Chapter 11
)
WASHINGTON MUTUAL, INC., et al.¹) Case No. 08-12229 (MJW)
)
) (Jointly Administered)
)
Debtors.) Objection Deadline: 9/8/09 at 4:00 p.m.
_____)

**SUMMARY OF MONTHLY APPLICATION OF SHEARMAN & STERLING LLP FOR
ALLOWANCE OF COMPENSATION FOR SERVICES RENDERED AND FOR
REIMBURSEMENT OF EXPENSES AS SPECIAL TAX LITIGATION COUNSEL TO
THE DEBTORS AND DEBTORS IN POSSESSION FOR JUNE 2009**

Name of applicant: Shearman & Sterling LLP (“Shearman & Sterling”)

Authorized to provide professional services to: Washington Mutual, Inc. (“WMI”) and WMI Investment (collectively the “Debtors”)

Date of retention: November 25, 2008, *nunc pro tunc* to October 8, 2008

Period for which compensation and reimbursement is sought: June 1, 2009 to June 30, 2009 (the “Compensation Period”)

Amount of compensation sought as actual, reasonable and necessary: \$28,416.80 (80% of \$35,521)

Amount of expense reimbursement sought as actual, reasonable and necessary: \$55.68

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

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



The time expended in preparing this Fee Application is not included in this Fee Application because Shearman & Sterling expended that time after June 30, 2009.

SUMMARY OF PRIOR FEE APPLICATIONS

Time Period	Fees Requested	Expenses Requested	Status
October 8, 2008 to December 31, 2008	\$293,714.40 (80% of \$367,143)	\$6,879.89	Shearman & Sterling has received payment with respect to its First Consolidated Monthly Fee Application.
January 2009	\$75,530 (80% of \$94,412.50)	\$6,108.78	Shearman & Sterling has received payment with respect to its Second Monthly Fee Application.
February 2009	\$41,201.60 (80% of \$51,502)	\$3,478.42	Shearman & Sterling has received payment with respect to its Third Monthly Fee Application.
March 2009	\$26,824.40 (80% of \$33,530.50)	\$146.58	Shearman & Sterling has received payment with respect to its Fourth Monthly Fee Application.
April 2009	\$61,755.20 (80% of \$77,194)	\$86.53	Shearman & Sterling has received payment with respect to its Fifth Monthly Fee Application.
May 2009	\$12,288.80 (80% of \$15,361)	\$1.38	Shearman & Sterling has not received objections to this fee application (objections were due July 7, 2009) and a Certificate of No Objection will soon be filed.

COMPENSATION BY PROFESSIONAL

Name of Professional Individual	Department	Position (year of obtaining relevant license to practice)	Hourly Billing Rate	Total Hours Billed	Total Compensation
Thomas Johnston	Tax	Partner (1977)	\$950	23	\$21,850
Steven Dixon	Tax	Associate (2002)	\$630	21.7	\$13,671

Grand Total	\$35,521
Attorney Compensation	\$35,521
Total Attorney Hours	44.7
Blended Rate	\$794

COMPENSATION BY PROJECT CATEGORY

Project Category	Total Hours	Total Fees
Fee Application	6.8	\$4,284
Tax Refund Litigation – Western District of Washington	30.3	\$25,105
Tax Refund Litigation – Court of Federal Claims	7.6	\$6,132
TOTAL	44.7	\$35,521

EXPENSE SUMMARY

Expense Category	Total Expenses
Long Distance Telephone	\$54.68
In-House Reproduction	\$1.00
TOTAL	\$55.68

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

<i>In re,</i>)	Chapter 11
)	
WASHINGTON MUTUAL, INC., et al. ²)	Case No. 08-12229 (MJW)
)	
)	(Jointly Administered)
)	
Debtors.)	Objection Deadline: 9/8/09 at 4:00 p.m.
<hr style="border: 0.5px solid black;"/>		

**MONTHLY APPLICATION OF SHEARMAN & STERLING LLP FOR
COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT OF
EXPENSES AS SPECIAL TAX LITIGATION COUNSEL TO THE DEBTORS FOR
JUNE 2009**

Shearman & Sterling LLP (“Shearman & Sterling”), as special tax litigation counsel for Washington Mutual, Inc. (“WMI”) and WMI Investment Corp. (“WMI Investment,” together with WMI, the “Debtors”), hereby files this Seventh Monthly Application for Compensation for Services Rendered and Reimbursement of Expenses as Special Tax Litigation Counsel to the Debtors for June 2009 (the “Application”) pursuant to sections 330(a) and 331 of Title 11 of the United States Code (the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), Rule 2016-2 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”), the United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330 issued by the Executive Office for the United States Trustee (the “Guidelines”), and the Court’s Amended Administrative Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals, dated November 14, 2007 [Docket No. 302] (the “Interim Compensation Order”).

² The Debtors in these chapter 11 cases along with the last four digits of each Debtor’s federal tax identification number are : (i) Washington Mutual, Inc. (3725); and (ii) WMI Investment Corp. (5395). The Debtors’ principal offices are located at 1301 Second Avenue, Seattle, Washington 98101.

By this Application, Shearman & Sterling seeks (i) interim compensation for professional services performed by Shearman & Sterling during the Compensation Period in the amount of \$28,416.80 (the “Interim Compensation Amount”) and (ii) reimbursement of its actual and necessary expenses incurred during the Compensation Period in the amount of \$55.68 (the “Interim Expense Amount”). In support of this Application, Shearman & Sterling respectfully represents as follows:

Background

1. On September 26, 2008, Washington Mutual, Inc. and WMI Investment Corp. (collectively, the “Debtors”) filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code. As of the date of this Application, the Debtors continue to operate their businesses and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.
2. The Debtors’ chapter 11 cases have been consolidated for procedural purposes only and are being jointly administered pursuant to Rule 1015(b) of the Bankruptcy Rules.
3. On October 15, 2008, the Office of the United States Trustee for the District of Delaware (the “U.S. Trustee”) appointed the Official Committee of Unsecured Creditors (the “Creditors’ Committee”).

Jurisdiction

4. This Court has jurisdiction to consider this matter 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 before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

Summary of Application for the Compensation Period

5. By this Application, and in accordance with the Interim Compensation Order, Shearman & Sterling requests approval of the Interim Compensation Amount and the Interim Expense Amount for the Compensation Period.

6. As described in greater detail in Shearman & Sterling's Retention Application, Shearman & Sterling is owed prepetition amounts for legal services provided in three tax refund cases (the "Tax Cases"). Shearman & Sterling has not been paid those prepetition amounts.

7. Shearman & Sterling was retained effective as of October 8, 2008 by this Court's Order dated November 25, 2008 [Docket No. 258] (the "Retention Order") to represent Washington Mutual, Inc. in the Tax Cases. The Retention Order authorized Shearman & Sterling to be compensated in accordance with the procedures set forth in sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and such other procedures as were to be fixed by order of the Court. The Court fixed those other procedures on November 14, 2008 in issuing the Interim Compensation Order.

8. During the Compensation Period, Shearman & Sterling performed the services for which it is seeking compensation for or on behalf of the Debtors. Shearman & Sterling did not perform those services for or on behalf of any committee, creditor, or other person. Shearman & Sterling has received no payment and no promises for payment from any source for services rendered or to be rendered in any capacity whatsoever in connection with the matters covered by this Application. There is no agreement or understanding between Shearman & Sterling and any other person (other than the partners of Shearman & Sterling) for the sharing of compensation to be received for services rendered in these cases.

Fee Statements

9. Subject to redaction where necessary to preserve the attorney-client privilege, Shearman & Sterling's fee statements for the Compensation Period are attached hereto as Exhibits A and B, as further described below. These statements contain daily time logs describing the time spent by each Shearman & Sterling attorney for this period.

Summary of Services Rendered by Shearman & Sterling During the Compensation Period

10. This is the seventh Monthly Fee Application for interim compensation that Shearman & Sterling has filed with the Court in this case. During the Compensation Period, Shearman & Sterling provided professional services to the Debtors regarding the Tax Cases. Those Tax Cases are as follows:

- Washington Mutual, Inc., as Successor in Interest to H.F. Ahmanson & Co. and Subsidiaries v. United States, involving tax years 1990, 1992 and 1993, which was commenced in October 2006 in the United States District Court for the Western District of Washington (CV06-1550);
- Washington Mutual Inc., as Successor in Interest to H.F. Ahmanson & Co. and Subsidiaries; Washington Mutual Bank, a Federal Association, as Successor in Interest to Home Savings of America; and Savings of America, Inc., as Substitute Agent for H.F. Ahmanson & Co. and Subsidiaries v. United States (08-211), which was commenced in 2008 in the U.S. Court of Federal Claims and involves tax years 1991 and 1994; and
- Washington Mutual, Inc., as Successor in Interest to H.F. Ahmanson & Co. and Subsidiaries; Washington Mutual Bank, a Federal Association, as Successor in Interest to Home Savings of America; and Savings of America, Inc., as Substitute Agent for H.F. Ahmanson & Co. and Subsidiaries v. United States (08-321), which was commenced in 2008 in the U.S. Court of Federal Claims and involves tax years 1995 and 1998.

In the first case, Shearman & Sterling communicated with DOJ counsel about obtaining final judgment, researched computational matters regarding settlement, and reviewed interest computations related to settlement. The fee statement for the work on the first case is Exhibit A. Shearman & Sterling prepared its Monthly Fee Application for May 2009. The fees for the work

on that monthly application are also reflected on Exhibit A. In the third case, Shearman & Sterling communicated with co-counsel at Gibson, Dunn & Crutcher regarding certain discovery requests and responsive documents. Exhibit B is the fee statement for Shearman & Sterling's work on that third case.

11. During the Compensation Period, Shearman & Sterling billed the debtors for time expended by attorneys based on hourly rates ranging from \$630 to \$950 per hour. The professional services performed by Shearman & Sterling on the Debtors' behalf during the Compensation Period required an aggregate expenditure of 44.7 recorded hours by Shearman & Sterling's partners and associates. Of the aggregate time expended, 23 recorded hours were expended by partners and 21.7 recorded hours were expended by associates. Shearman & Sterling's blended hourly rate for attorney services provided during the Compensation Period was \$794.

12. The fees charged by Shearman & Sterling as set forth in Exhibits A and B are billed in accordance with Shearman & Sterling's existing billing rates and procedures in effect during the Compensation Period. The rates Shearman & Sterling charges for the services rendered by its attorneys in this chapter 11 case are the same as the rates Shearman & Sterling charges for those services in comparable non-bankruptcy-related matters in a competitive national legal market. Shearman & Sterling minimized fees by using a small core team to render its tax litigation services.

13. Shearman & Sterling certifies that it has reviewed the requirements of Local Rule 2016-2 and that this Application and all entries itemized in Shearman & Sterling's time records comply with that rule including, without limitation, (i) a description of each activity or service that each individual performed and (ii) the number of hours (in increments of one-tenth of an

hour) spent by each individual providing the services. In accordance with Local Rule 2016-2(d)(x), all activity descriptions in the Exhibits are presented chronologically.

14. All services described above and in the Exhibits performed by Shearman & Sterling were necessary and appropriate to the administration of this case. The professional services performed by Shearman & Sterling were in the best interest of the Debtors and other parties in interest. Compensation for those services as requested is commensurate with the complexity, importance, and time-sensitive nature of the problems, issues, or tasks involved. The professional services were performed with expedition and in an efficient manner.

15. In accordance with the factors enumerated in section 330 of the Bankruptcy Code, the amount of fees requested is fair and reasonable given: (a) the complexity of the case; (b) the time expended; (c) the nature and extent of the services rendered; (d) the value of such services; (d) Shearman & Sterling's expertise in the area of tax litigation; and (f) the costs of comparable services other than in a case under the Bankruptcy Code.

Actual and Necessary Expenses of Shearman & Sterling

16. Pursuant to Local Rule 2016-2(e), the fee statements annexed hereto at Exhibits A and B detail expenses incurred on behalf of the Debtors during the Compensation Period. Exhibit A details Shearman & Sterling's June 2009 expenses for the refund litigation in the Western District of Washington and for the preparation of Shearman & Sterling's Monthly Fee Application for May 2009. Exhibit B details Shearman & Sterling's June 2009 expenses for one of the refund litigation cases in the Court of Federal Claims.

17. Shearman & Sterling seeks reimbursement for the following categories of expenses: (a) Long Distance Telephone and (b) In-House Reproduction. All of the expenses on Exhibits A and B comply with the requirements set forth in Local Rule 2016-2(e), including an

itemization of the expenses by category, the date the expense was incurred, and the individual incurring the expense, where available.

18. Shearman & Sterling's disbursement policies pass through all out-of-pocket expenses at actual cost. As per the Guidelines, Shearman & Sterling has not requested reimbursement of expenses related to overhead charges such as secretarial services and proofreading.

19. Shearman & Sterling has disbursed \$55.68 as expenses incurred in providing professional services during the Compensation Period. These charges are intended to cover Shearman & Sterling's direct operating costs, which costs are not incorporated into Shearman & Sterling's hourly billing rates. The effect of including such expenses as part of the hourly billing rates would impose that cost upon clients who do not require extensive photocopying and other facilities and services. Only clients who actually use services of the types set forth on Exhibits A and B are separately charged for such services. Shearman & Sterling has made every effort to minimize expenses in this case. The actual expenses incurred in providing professional services were necessary, reasonable, and tailored to serve the needs of the Debtors.

The Requested Compensation Should Be Allowed

20. Section 331 of the Bankruptcy Code provides for interim compensation of professionals and incorporates the substantive standards of section 330 of the Bankruptcy Code to govern the Court's award of such compensation. 11 U.S.C. § 331. Section 330 of the Bankruptcy Code provides that a court may award a professional employed under section 327 of the Bankruptcy Code "reasonable compensation for actual, necessary services rendered . . . and reimbursement for actual, necessary expenses." *Id.* § 330(a)(1)(A)-(B). Section 330 of the

Bankruptcy Code also sets forth the criteria for the award of such compensation and reimbursement:

In 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 at 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, issue, or task addressed;

(E) with respect to a professional person, whether the person is board certified or otherwise has demonstrated skill and experience in the bankruptcy field; and

(F) whether the compensation is reasonable based on the customary compensation charged by comparably skilled practitioners in cases other than cases under this title.

Id. § 330(a)(3).

21. In the instant case, Shearman & Sterling respectfully submits the professional services for which it seeks compensation and the expenditures for which it seeks reimbursement in this Application were necessary for and beneficial to the Debtors' ongoing Tax Cases. Such services and expenditures were necessary for and in the best interests of the Debtors' estates and creditors. Shearman & Sterling further submits the compensation requested herein is reasonable

in light of the nature, extent, and value of such services to the Debtors, their estates, and all parties in interest.

22. Whenever possible, Shearman & Sterling sought to minimize the costs of its services to the Debtors. The vast majority of the litigation work was done by one partner and one associate to minimize the costs of educating other professionals about the tax litigation.

23. The attorneys at Shearman & Sterling worked on these tax cases in conjunction with attorneys at Miller & Chevalier Chartered. There was no duplication of work between the two firms. The Shearman & Sterling tax litigation attorneys and the attorneys at Miller & Chevalier Chartered have worked together on these cases since their inception and continue to cooperate to work these cases in the most efficient manner possible.

24. In sum, the services rendered by Shearman & Sterling were necessary and beneficial to the Debtors' estates and were consistently performed in a timely manner commensurate with the complexity, importance, and nature of the issues involved, and approval of the compensation for professional services and reimbursement of expenses sought herein is warranted.

Reservation

25. To the extent time or disbursement charges for services rendered or disbursements incurred relate to the Compensation Period but were not processed prior to the preparation of this Application, or Shearman & Sterling has for any other reason not sought compensation or reimbursement of expenses here with respect to any services rendered or expenses incurred during the Compensation Period, Shearman & Sterling reserves the right to request additional compensation for such services and reimbursement of such expenses in a future application.

Notice

26. Notice of this Application will be served upon: (i) Washington Mutual, Inc., 1301 Second Avenue, Seattle, Washington 98101 (Attn: Meeta Ojha); (ii) counsel to Debtors, Weil, Gotshal & Manges LLP, 767 Fifth Avenue, New York, New York 10153 (Attn: Marcia L. Goldstein, Esq. and Brian S. Rosen, Esq.); (iii) local counsel to the Debtors, Richards, Layton & Finger, P.A., One Rodney Square, 920 North King Street, Wilmington, Delaware 19801 (Attn: Mark D. Collins, Esq.); (iv) the Office of the United States Trustee, District of Delaware, 844 King Street, Suite 2207, Lockbox 35, Wilmington, Delaware 19801; and (v) counsel to the Creditors' Committee, Pepper Hamilton LLP, Hercules Plaza, Suite 5100, 1313 N. Market Street, Wilmington, Delaware 19899 (Attn: Evelyn J. Meltzer).

Conclusion

WHEREFORE Shearman & Sterling respectfully requests that the Court enter an Order (i) allowing interim compensation for professional services rendered during the Compensation Period in the amount of \$28,416 (80% of \$35,521) and for the reimbursement of actual and necessary expenses Shearman & Sterling incurred during the Compensation Period in the amount of \$54.68, (ii) allowing such compensation for professional services rendered and reimbursement of actual and necessary expenses incurred without prejudice to Shearman & Sterling's right to seek additional compensation for services performed and expenses incurred during the Compensation Period, which were not processed at the time of this Application, and (iii) granting Shearman & Sterling such other and further relief as is just and proper.

Dated: July 23, 2009
Washington, D.C.

/s/ Thomas D. Johnston

Thomas D. Johnston
SHEARMAN & STERLING LLP
801 Pennsylvania Avenue, Ste. 900
Washington, D.C. 20004-2634
Tel: 202-508-8022
Fax: 202-508-8100
Email: thomas.johnston@shearman.com

VERIFICATION

DISTRICT OF COLUMBIA)
)
WASHINGTON, DC)

SS:

Thomas D. Johnston, after being duly sworn according to law, deposes and says:

a) I am a partner with the applicant firm, Shearman & Sterling LLP, and admitted to practice law in the District of Columbia.

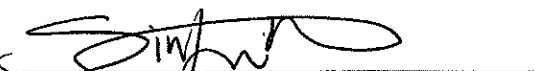
b) I have personally performed many of the legal services rendered by Shearman & Sterling LLP as special tax litigation counsel to Debtors Washington Mutual, Inc. and WMI Investment Corp. and am familiar with the other work performed on behalf of the Debtor by the lawyers in the firm.

c) I have reviewed the foregoing Application and the facts set forth therein are true and correct to the best of my knowledge, information and belief. Moreover, I have reviewed Local Rule 2016-2 and submit that the Application substantially complies with that rule.



Thomas D. Johnston

SWORN AND SUBSCRIBED before me
This 23rd day of July, 2009.



Notary Public
My Commission Expires: January 1, 2012

Sin-Lei Ng _____
Notary Public, District of Columbia
My Commission Expires 1/1/2012

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

-----X
: **Chapter 11**
: **Case No. 08-12229 (MFW)**
: **(Jointly Administered)**
: **Objection Deadline: 9/8/09 at 4:00 p.m. (EDT)**
-----X

In re
WASHINGTON MUTUAL, INC., et al.,¹
Debtors.

NOTICE OF SEVENTH MONTHLY FEE
APPLICATION OF SHEARMAN & STERLING LLP

PLEASE TAKE NOTICE that Shearman & Sterling LLP has today filed the attached *Monthly Application of Shearman & Sterling LLP for Allowance of Compensation for Services Rendered and for Reimbursement of Expenses as Special Tax Litigation Counsel to the Debtors and Debtors in Possession for June, 2009* (the "Application") with the United States Bankruptcy Court for the District of Delaware, 824 Market Street, 3rd Floor, Wilmington, Delaware 19801 (the "Bankruptcy Court").

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

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

Court for the District of Delaware, 824 North Market Street, Wilmington, Delaware 19801, and be served upon and received by: (i) the Debtors, Washington Mutual, Inc., c/o Alvarez and Marsal, 1301 Second Avenue, WMC3301, Seattle, WA 98101, (Attn: John Maciel, Esq.); (ii) counsel to the Debtors Weil, Gotshal & Manges LLP, 767 Fifth Avenue, New York, New York 10153 (Attn: Marcia L. Goldstein, Esq. and Brian S. Rosen, Esq.); (iii) co-counsel to the Debtors, Richards, Layton & Finger, P.A., One Rodney Square, P.O. Box 551, Wilmington, Delaware 19899 (Attn: Mark D. Collins, Esq.); (iv) Office of the U.S. Trustee, District of Delaware, J. Caleb Boggs Federal Building, 844 King Street, Suite 2313, Lockbox 35, Wilmington, Delaware 19801 (Attn: Joseph J. McMahon, Jr., Esq.); (v) the Official Committee of Unsecured Creditors, Akin Gump Strauss Hauer & Feld LLP, One Bryant Park, New York, NY 10036, (Attn: Fred S. Hodara, Esq.); Akin Gump Strauss Hauer & Feld LLP, 1333 New Hampshire Avenue, N.W. (Attn: Scott L. Alberino, Esq.); Akin Grump Strauss Hauer & Feld LLP, 2029 Century Park East, Suite 2400, Los Angeles, California 90067-3012 (Attn: Peter J. Gurfein, Esq. and David P. Simonds, Esq.); and Pepper Hamilton LLP, Hercules Plaza, Suite 5100, 1313 N. Market Street, Wilmington, Delaware 19801 (David B. Stratton, Esq. and Evelyn J. Meltzer, Esq.) (collectively, the “Notice Parties”) so as to be received no later than **September 8, 2009 at 4:00 p.m. (EDT)** (the “Objection Deadline”). Only those objections that are timely filed, served and received will be considered by the Court.

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

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

Dated: August 17, 2009
Wilmington, Delaware

Respectfully submitted,



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

– and –

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

Attorneys for the Debtors and Debtors in Possession

EXHIBIT A

SHEARMAN & STERLING LLP

599 LEXINGTON AVENUE | NEW YORK | NY | 10022-6069
WWW.SHEARMAN.COM | T +1.212.848.4000 | F +1.212.848.7179

July 22, 2009

Billing Coordinator
Washington Mutual Legal
Washington Mutual Center
1301 Second Avenue, WMC 3501
Seattle, WA 98101

When remitting,
please reference:

32114-00003

Invoice Number: 2913919
Internal Matter # 2004-070-210-057579

FEES..... \$29,389.00

COSTS related thereto..... \$18.89

TOTAL..... \$29,407.89

BILLED - TO - DATE:

Fees:	\$2,874,039.00
Costs:	<u>\$102,161.62</u>
Total:	<u>\$2,976,200.62</u>

PAYMENT INSTRUCTIONS

*Please return one remittance copy with your payment to the attention of the Financial Services Department.
For wire transfer payment, please send funds to:*

Citibank, N.A.
666 5th Avenue
New York, New York 10103
ABA #021000089

Shearman & Sterling LLP
General I Account
Account #09280096
SWIFT Code CITIUS33

*Please reference the client matter and invoice numbers on the electronic fund transfer.
Time and costs, if any, recorded after date of statement will appear on a subsequent statement
Tax Identification Number 13-5514352*

EXHIBIT A

SHEARMAN & STERLING LLP

599 LEXINGTON AVENUE | NEW YORK | NY | 10022-6069
WWW.SHEARMAN.COM | T +1.212.848.4000 | F +1.212.848.7179

July 22, 2009

Billing Coordinator
Washington Mutual Legal
Washington Mutual Center
1301 Second Avenue, WMC 3501
Seattle, WA 98101

When remitting,
please reference:

32114-00003

Invoice Number: 2913919
Internal Matter # 2004-070-210-057579

FEES..... \$29,389.00

COSTS related thereto..... \$18.89

TOTAL..... \$29,407.89

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ABA #021000089

Shearman & Sterling LLP
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Account #09280096
SWIFT Code CITIUS33

Please reference the client matter and invoice numbers on the electronic fund transfer.
Time and costs, if any, recorded after date of statement will appear on a subsequent statement
Tax Identification Number 13-5514352

EXHIBIT A

TIME DETAIL

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
06/01/2009	Dixon, Steven	Telephone conference with DOJ counsel re: final judgment settlement letter.	0.10	63.00
06/03/2009	Johnston, Thomas	Conference with S. Dixon re: bill estimate and Weaver contact.	0.50	475.00
06/03/2009	Dixon, Steven	Review/analyze fee statement (0.1); prepare fee estimate (0.1); conference with T. Johnston re: fee statement (0.1).	0.30	189.00
06/04/2009	Johnston, Thomas	Conference with S. Dixon re: DOJ inaction (0.3); work on brief outline (1.3).	1.60	1,520.00
06/04/2009	Dixon, Steven	Conference with T. Johnston re: DOJ communication (0.1); telephone calls to DOJ re: final judgment letter (0.1).	0.20	126.00
06/05/2009	Dixon, Steven	Review/analyze bankruptcy court filings for objection deadline for fee application (0.2); review May 2009 fee statements (1.1).	1.30	819.00
06/08/2009	Johnston, Thomas	Conference with S. Dixon re: conversation with DOJ.	0.30	285.00
06/08/2009	Dixon, Steven	Conference with T. Johnston re: final judgment and computations.	0.40	252.00
06/09/2009	Johnston, Thomas	Review DOJ responses to settlement letter and computations (1.6); conference with S. Dixon re: same (0.8).	2.40	2,280.00
06/09/2009	Dixon, Steven	Telephone conference with DOJ counsel re: letter and settlement letter (0.3); conference with T. Johnston re: letters (0.4); research 1990 refund issue in correspondence (1.3); conference with T. Johnston re: research and interest issue (0.7); review Revenue Ruling 99-40 and DOJ letter (0.9); correspond with T. Johnston re: same (0.6).	4.20	2,646.00
06/09/2009	Dixon, Steven	Review/analyze DOJ revisions to settlement letter (0.5).	0.50	315.00
06/10/2009	Johnston, Thomas	Telephone call with C. Brouwer and S. Dixon re: DOJ and settlement letter (0.5); conference with M.O. Jones re: DOJ and settlement letter (0.4); review DOJ letter and interest authorities (1.8).	2.70	2,565.00
06/10/2009	Dixon, Steven	Conference with T. Johnston re: Revenue Ruling 99-40 and DOJ letter (0.6); telephone conference with C. Brouwer re: DOJ letters (1.0); review May fee statements (0.1).	1.70	1,071.00
06/11/2009	Dixon, Steven	Review/analyze fee statements for May	0.40	252.00

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Account Number: 32114-00003
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DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
		2009.		
06/12/2009	Johnston, Thomas	Review DOJ correspondence and authorities (1.1); conference with S. Dixon re: 1990 tax year (0.4).	1.50	1,425.00
06/12/2009	Dixon, Steven	Conference with T. Johnston re: 1990 developments and strategy.	0.40	252.00
06/15/2009	Dixon, Steven	Review/analyze fee statements and prepare fee application.	1.70	1,071.00
06/16/2009	Dixon, Steven	Review/analyze DOJ interest computations (0.3); conference with T. Johnston re: computations (0.5); correspond with C. Brouwer re: computations (0.2); prepare fee application (0.5).	1.50	945.00
06/17/2009	Dixon, Steven	Draft fee application and certificate of no objection (1.3); review and revise fee statements (0.6); prepare application and exhibits for filing and correspond with local counsel re: filing (0.3).	2.20	1,386.00
06/18/2009	Johnston, Thomas	Review computations and letter.	0.40	380.00
06/18/2009	Dixon, Steven	Telephone conference with DOJ counsel re: 1993 interest computations, draft settlement letter, and joint status report.	0.40	252.00
06/19/2009	Johnston, Thomas	Prepare e-mail to C. Brouwer re: 1990 tax year and telephone conference (0.2); conference with S. Dixon re: same (0.2).	0.40	380.00
06/19/2009	Dixon, Steven	Conference with T. Johnston re: telephone conference with DOJ and DOJ's comments on draft settlement letter.	0.30	189.00
06/22/2009	Johnston, Thomas	Telephone conference with C. Brouwer and S. Dixon re: KPMG letter (0.5); conference with S. Dixon re: same (0.3); review KPMG letter (0.8).	1.60	1,520.00
06/22/2009	Dixon, Steven	Review/analyze materials re: 1990 interest computations (0.6); telephone conference with C. Brouwer re: KPMG materials (0.5); conference with T. Johnston re: same (0.2).	1.30	819.00
06/23/2009	Johnston, Thomas	Conference with S. Dixon re: 1990 interest issue (0.2); review e-mails re: same (0.3).	0.50	475.00
06/23/2009	Dixon, Steven	Correspond with DOJ re: 1990 interest issue (0.1); conference with T. Johnston re: same (0.1).	0.20	126.00
06/24/2009	Johnston, Thomas	Telephone conference with M. Seyferth re: 1990 and settlement letter (0.5); conference with S. Dixon re: same (0.3);	1.50	1,425.00

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DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
		review KPMG calculations (0.7).		
06/24/2009	Dixon, Steven	Telephone conference with M. Seyferth (DOJ) re: interest computations, 1990, and settlement letter (0.5); conference with T. Johnston re: same (0.4); telephone conference with M. Soller re: interim fees (0.3).	1.20	756.00
06/25/2009	Johnston, Thomas	Review tax computations and timing issues.	1.10	1,045.00
06/29/2009	Johnston, Thomas	Telephone conference with E. Weaver re: settlement letter (0.3); set up conference re: same (0.4).	0.70	665.00
06/30/2009	Johnston, Thomas	Three telephone conferences with C. Nardiello re: settlement letter (1.2); telephone conference with C. Brouwer re: same (0.3); edit status report (1.0); conference with S. Dixon re: settlement letter, DOJ telephone conference, and status report (0.4); review filing (0.3); prepare e-mails re: status report and settlement letter (0.4).	3.60	3,420.00
TOTAL HOURS			37.10	
FEES				\$29,389.00

July 22, 2009

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Account Number: 32114-00003
Invoice Number: 2913919

COST DETAIL

DATE	CODE	DESCRIPTION	AMOUNT
06/08/09	CPY	10 COPIES AT DC O-916 Ref: 41614661 69852	1.00
06/10/09	TEL	TO (206) 432-8732 IN AREASUMMRYWA FROM 1(202) 508-8022 AT 02:27pm Ref: 41619063 69894	17.89

COST SUMMARY

CPY	Inhouse Photocopies	1.00
TEL	Telephone Charges	17.89

COSTS related thereto..... \$18.89

TOTAL..... \$29,407.89

EXHIBIT A

July 22, 2009

WASHINGTON MUTUAL BANK
Page Number: 6

Account Number: 32114-00003
Invoice Number: 2913919

SUMMARY OF TIME CHARGES

TIMEKEEPER	HOURS	RATE	AMOUNT
Thomas Johnston	18.80	950.00	17,860.00
Steven Dixon	18.30	630.00	11,529.00
TOTALS	37.10		\$29,389.00

EXHIBIT A

EXHIBIT B

SHEARMAN & STERLING^{LLP}

599 LEXINGTON AVENUE | NEW YORK | NY | 10022-6069
WWW.SHEARMAN.COM | T +1.212.848.4000 | F +1.212.848.7179

July 22, 2009

Billing Coordinator
Washington Mutual Legal
Washington Mutual Center
1301 Second Avenue, WMC 3501
Seattle, WA 98101

When remitting,
please reference:

32114-00004

Invoice Number: 2913920

FEES..... \$6,132.00

COSTS related thereto..... \$35.79

TOTAL..... \$6,167.79

BILLED - TO - DATE: **Fees:** \$295,723.50
 Costs: \$933.95
 Total: \$296,657.45

PAYMENT INSTRUCTIONS

*Please return one remittance copy with your payment to the attention of the Financial Services Department.
For wire transfer payment, please send funds to:*

Citibank, N.A.
666 5th Avenue
New York, New York 10103
ABA #021000089

Shearman & Sterling LLP
General 1 Account
Account #09280096
SWIFT Code CITIUS33

*Please reference the client matter and invoice numbers on the electronic fund transfer.
Time and costs, if any, recorded after date of statement will appear on a subsequent statement
Tax Identification Number 13-5514352*

EXHIBIT B

SHEARMAN & STERLING^{LLP}

599 LEXINGTON AVENUE | NEW YORK | NY | 10022-6069
WWW.SHEARMAN.COM | T +1.212.848.4000 | F +1.212.848.7179

July 22, 2009

Billing Coordinator
Washington Mutual Legal
Washington Mutual Center
1301 Second Avenue, WMC 3501
Seattle, WA 98101

When remitting,
please reference:

32114-00004

Invoice Number: 2913920

FEES.....	\$6,132.00
COSTS related thereto.....	<u>\$35.79</u>
TOTAL	<u>\$6,167.79</u>

BILLED - TO - DATE:	Fees:	\$295,723.50
	Costs:	<u>\$933.95</u>
	Total:	<u>\$296,657.45</u>

PAYMENT INSTRUCTIONS

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SWIFT Code CITIUS33

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Tax Identification Number 13-5514352*

EXHIBIT B

WASHINGTON MUTUAL BANK
Page Number: 2

Account Number: 32114-00004
Invoice Number: 2913920

TIME DETAIL

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
06/08/2009	Johnston, Thomas	Review discovery request and forward to D. Arash.	0.30	285.00
06/24/2009	Dixon, Steven	Review/analyze discovery requests (0.1); telephone conference with C. Brouwer re: same (0.2).	0.30	189.00
06/26/2009	Johnston, Thomas	Telephone conference with D. Arash (0.3); review interrogatories (0.5); conference with S. Dixon re: discovery (0.2).	1.00	950.00
06/26/2009	Dixon, Steven	Review/analyze discovery requests (0.2); telephone conference with D. Arash (Gibson Dunn) re: discovery requests (0.8); conference with T. Johnston re: same (0.2).	1.20	756.00
06/29/2009	Johnston, Thomas	Telephone call with D. Arash re: discovery requests (0.2); review motion (0.3).	0.50	475.00
06/30/2009	Johnston, Thomas	Telephone conference with C. Brouwer, D. Arash and S. Dixon re: discovery requests (1.0); telephone conference with D. Arash re: same (0.2); conference with S. Dixon re: same (0.6); review relevant regulations (0.6).	2.40	2,280.00
06/30/2009	Dixon, Steven	Review/analyze relevant regulations (0.3); telephone conference with C. Brouwer, D. Arash and T. Johnston re: discovery (1.0); conference with T. Johnston re: same (0.6).	1.90	1,197.00
TOTAL HOURS			7.60	
FEES.....				\$6,132.00

WASHINGTON MUTUAL BANK
Page Number: 3

Account Number: 32114-00004
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COST DETAIL

DATE	CODE	DESCRIPTION	AMOUNT
06/26/09	TEL	TO (213) 229-7134 IN LOSANGELESCA FROM 1(202) 508-8062 AT 07:57pm Ref: 41659137 70191	13.08
06/26/09	TEL	TO (213) 229-7134 IN LOSANGELESCA FROM 1(202) 508-8062 AT 06:43pm Ref: 41659135 70191	22.71

COST SUMMARY

TEL	Telephone Charges	35.79	
COSTS related thereto.....			\$35.79
TOTAL			<u>\$6,167.79</u>

July 22, 2009

WASHINGTON MUTUAL BANK
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Account Number: 32114-00004
Invoice Number: 2913920

SUMMARY OF TIME CHARGES

TIMEKEEPER	HOURS	RATE	AMOUNT
Thomas Johnston	4.20	950.00	3,990.00
Steven Dixon	3.40	630.00	2,142.00
TOTALS	7.60		\$6,132.00

EXHIBIT B