

**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 ¹)	Jointly Administered
)	
JPMORGAN CHASE BANK, NATIONAL ASSOCIATION)	Adv. Pro. No. 09-50551 (MFW)
Plaintiff)	
- against -)	
WASHINGTON MUTUAL, INC. AND WMI INVESTMENT CORP.)	
Defendants for all claims,)	
- and -)	
FEDERAL DEPOSIT INSURANCE CORPORATION,)	Ref. No. 41
Additional Defendant for Interpleader claim)	
X)	

¹ The Debtors in these Chapter 11 cases and the last four digits 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.

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**CERTIFICATION OF COUNSEL REGARDING FORM OF ORDER FOR
JPMORGAN CHASE BANK, NATIONAL ASSOCIATION'S MOTION TO
DISMISS DEBTORS' COUNTERCLAIMS**

1. On June 18, 2009, JPMorgan Chase Bank, National Association ("JPMC") filed the *Motion of JPMorgan Chase Bank, N.A. to Dismiss Debtors' Counterclaims* (the "Motion") [Docket No. 41].

2. The Court heard argument with respect to the Motion at a hearing on August 24, 2009 (the "Hearing"). At the conclusion of the Hearing, the Court directed the parties to submit an agreed upon form of order denying the Motion.

3. On September 9 & 10, 2009, JPMC's counsel circulated a draft of the proposed order with respect to the Motion to the Debtors and Official Committee of Unsecured Creditors (the "Committee").

4. Accordingly, counsel for JPMC respectfully submits as Exhibit A the attached proposed order (the "Proposed Order") denying the Motion, which is in a form acceptable to the Debtors, JPMC and the Committee.

5. Accordingly, JPMC respectfully requests that the Court enter the Proposed Order, in the form attached hereto as Exhibit A, at its earliest convenience without further notice or hearing.

Dated: Wilmington, Delaware
September 11, 2009

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EXHIBIT A

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

In re:	x	
	:	Chapter 11
	:	
WASHINGTON MUTUAL, INC., <i>et al.</i> , ¹	:	Case No. 08-12229 (MFW)
	:	
Debtors.	:	(Jointly Administered)
	:	
	:	
JPMORGAN CHASE BANK, N.A.,	:	
	:	
Plaintiffs,	:	
	:	
v.	:	
	:	
WASHINGTON MUTUAL, INC. and WMI INVESTMENT CORP.,	:	
	:	Adv. Pro. No. 09-50551 (MFW)
Defendants and Counterclaimants,	:	
	:	
-and-	:	
	:	
FEDERAL DEPOSIT INSURANCE CORPORATION,	:	
	:	
Additional Defendant for Interpleader Claim.	:	Ref. No. _____
	x	

**ORDER DENYING MOTION TO DISMISS DEBTORS' COUNTERCLAIMS
FILED BY JPMORGAN CHASE BANK, NATIONAL ASSOCIATION**

For the reasons stated on the record of the hearing held on August 24, 2009, the motion, dated June 18, 2009 (the "Motion") [Docket No. 41], of JPMorgan Chase Bank, N. A.

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.

for an order dismissing the counterclaims of Washington Mutual, Inc. and WMI Investment Corp., it is hereby

ORDERED that the Motion and the relief requested therein is denied.

Dated: Wilmington, Delaware
_____, 2009

THE HONORABLE MARY F. WALRATH
UNITED STATES BANKRUPTCY JUDGE