

UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

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 In re : Chapter 11  
 :  
 WASHINGTON MUTUAL, INC., et : Case No. 08-12229 (MFW)  
 al.,<sup>1</sup> : Jointly Administered  
 :  
 Debtors. : Re: Docket No. 1997  
 : Hearing Date: January 28, 2010 at 3:00 pm  
 : Obj. Deadline: January 15, 2010 at 4:00 pm  
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**FEDERAL HOME LOAN BANK OF SAN FRANCISCO'S  
RESPONSE TO WMI'S REQUEST FOR PRODUCTION  
OF DOCUMENTS PURSUANT TO RULE 2004  
OF THE FEDERAL RULES OF BANKRUPTCY PROCEDURE**

PROPOUNDING PARTY: Washington Mutual, Inc. and WMI Investment Corp.  
("WMI")

RESPONDING PARTY: Federal Home Loan Bank of San Francisco ("FHLBSF")

FHLBSF responds to WMI's requests for production of documents pursuant to Rule 2004 of the Federal Rules of Bankruptcy Procedure as follows:

**I. INTRODUCTION**

FHLBSF provides the following responses to WMI's request for production of documents pursuant to Rule 2004 of the Federal Rules of Bankruptcy Procedure. In providing these responses, FHLBSF reserves the right to rely on any information or other evidence which may develop or come to FHLBSF's attention at a later time. FHLBSF's objections and reservations as set forth herein are made without prejudice to FHLBSF's

<sup>1</sup> The Debtors in these Chapter 11 cases (the "*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).



right to assert any additional or supplemental objections or reservations should FHLBSF discover additional grounds for such objections or reservations.

By making these responses, FHLBSF does not concede that the matters stated in its responses are properly discoverable or admissible, and reserves its right to object to further discovery into such matters and to the introduction of these responses into evidence.

## **II. GENERAL OBJECTIONS**

FHLBSF makes the following general objections to each request for production. The assertion of the same, similar, or additional objections or the provision of a response to these requests for production waives none of FHLBSF's objections as set forth below:

1. FHLBSF objects to each request for production to the extent that it purports to impose any burden or obligation in excess of the requirements of the discovery provisions of the Federal Rules of Bankruptcy Procedure.
2. FHLBSF objects to each request for production to the extent it is unduly burdensome, annoying, harassing, oppressive, overly broad, seeks information neither relevant to the subject matter of the action nor reasonably calculated to lead to the discovery of admissible evidence and exceeds the bounds of the legitimate purposes of discovery.
3. FHLBSF objects to each and every request for production to the extent it seeks information protected by any applicable privilege, including, without limitation, the attorney-client privilege, the work product doctrine, self-evaluative privilege, the bank examination privilege, official information privilege or other similar privileges or reasons for non-production. Documents and information covered by such privileges are not

subject to disclosure. WMI's requests will not be construed to seek such information. Inadvertent disclosure of privileged information is not intended to be, and may not be construed as, a waiver of any applicable privilege. FHLBSF only would release such information pursuant to an appropriate protective order and where otherwise appropriate and not objectionable. FHLBSF reserves the right to object at any time before or after any introduction into evidence or the use of any privileged information that has been revealed or produced inadvertently.

4. FHLBSF objects to each request for production to the extent it expressly or impliedly seeks information which is confidential or proprietary in nature, or which constitutes protected commercial information of FHLBSF. FHLBSF further objects to the extent that the requests seek information that would violate FHLBSF's customers', member banks', and member banks' customers' rights to financial privacy or other privacy rights.

5. FHLBSF objects to each request for production to the extent that it seeks confidential commercial information or governmental matters that are made confidential by statute or regulation which is entitled to protection pursuant to Bankruptcy Rule 9018.

6. FHLBSF objects to each request for production to the extent that it exceeds the scope of examination set forth in Rule 2004 of the Federal Rules of Bankruptcy Procedure and seeks to circumvent the procedural safeguards provided under the Federal Rules of Civil Procedure.

7. By making these responses, FHLBSF does not concede that any information given is properly discoverable or admissible. FHLBSF expressly reserves the right to object to further discovery into the subject matter encompassed by the

requests for production and to object to the introduction into evidence of these responses. FHLBSF further expressly reserves the right to rely on any further, additional or different facts, documents or other information which may develop or come to its attention. FHLBSF's responses as set forth herein are made without prejudice to FHLBSF's right to assert additional responses or grounds for objections.

8. FHLBSF's factual investigation and legal research concerning each matter addressed in each request for production is ongoing, and FHLBSF therefore reserves its right to use and rely upon subsequent developed facts, information and legal theories, at any hearings and as such information becomes available.

9. FHLBSF objects to the definition of "concerning" as overbroad, burdensome, oppressive and harassing. FHLBSF will interpret the word as it is commonly understood.

10. FHLBSF objects to the definition of "transaction" as overbroad, burdensome, oppressive and harassing. FHLBSF will interpret the word as it is commonly understood.

11. FHLBSF objects to the definition of "documents" as overbroad, burdensome, oppressive and harassing. FHLBSF will interpret the word in accordance with Rule 34 of the Federal Rules of Civil Procedure.

12. FHLBSF objects to the time period covered by these requests to the extent the requests seek documents after September 25, 2008 because documents sought covering matters after the OTS appointed the FDIC as receiver of WMB and after JPMC entered into the P&A Agreement constitute matters outside the scope for which this Rule

2004 Examination is sought, which is aimed at investigating “JPMC’s alleged malfeasance prior to the seizure and sale of WMB.”

13. FHLBSF reserves its rights under Federal Rule of Civil Procedure Rule 45, which is incorporated pursuant to Bankruptcy Rule 9016, to seek an order from the Court to protect itself, as a nonparty to this action, from significant expense resulting from compliance with this subpoena and to seek recovery of reasonable compensation. Pursuant to Rule 45, FHLBSF will not provide discovery of electronically-stored information that is “not reasonably accessible because of undue burden or cost.” FHLBSF further reserves its rights under Rule 45 to seek an order from the Court quashing and/or modifying the subpoena as necessary.

14. Each of these objections is incorporated into FHLBSF’s responses to each of the requests for production of Documents below as if fully set forth therein.

### **III. DOCUMENT REQUESTS AND RESPONSES**

#### **REQUEST FOR PRODUCTION NO. 1:**

All documents concerning, or communications with, Washington Mutual with respect to any entity’s efforts to acquire all or part of Washington Mutual, and/or any of its substantial assets.

#### **RESPONSE NO. 1:**

FHLBSF incorporates each of the General Objections stated above. FHLBSF further objects to this request as overbroad, vague and ambiguous. As drafted, this request seeks information beyond the scope of Bankruptcy Rule 2004. FHLBSF objects that compliance with this request would be oppressive, burdensome, and seeks information that is duplicative of information already obtained and/or obtainable from the

parties to the bankruptcy proceeding, including but not limited to WMI. FHLBSF objects to this request to the extent it seeks documents that are proprietary and confidential in nature. FHLBSF objects to this request to the extent it expressly or impliedly seeks information protected from discovery by the attorney-client privilege, the work product doctrine, self-evaluative privilege, the bank examination privilege, official information privilege or other similar privileges or reasons for non-production. FHLBSF reserves its rights to seek an order from the Court pursuant to Bankruptcy Rule 9018 to protect confidential commercial information and governmental matters that are made confidential by statute or regulation.

Subject to and without waiving these or the General Objections and subject to a satisfactory protective order and confidentiality stipulation, FHLBSF responds that it will produce responsive documents in its possession, custody or control that are within the time period limitations defined in General Objection No. 12 above.

REQUEST FOR PRODUCTION NO. 2:

All documents concerning any communications with Robert J. Williams, President of WMI.

RESPONSE NO. 2:

FHLBSF incorporates each of the General Objections stated above. FHLBSF further objects to this request as overbroad, vague and ambiguous. As drafted, this request seeks information beyond the scope of Bankruptcy Rule 2004. FHLBSF objects that compliance with this request would be oppressive, burdensome, and seeks information that is duplicative of information already obtained and/or obtainable from the parties to the bankruptcy proceeding, including but not limited to WMI. FHLBSF objects

to this request to the extent it seeks documents that are proprietary and confidential in nature. FHLBSF objects to this request to the extent it expressly or impliedly seeks information protected from discovery by the attorney-client privilege, the work product doctrine, self-evaluative privilege, the bank examination privilege, official information privilege or other similar privileges or reasons for non-production. FHLBSF reserves its rights to seek an order from the Court pursuant to Bankruptcy Rule 9018 to protect confidential commercial information and governmental matters that are made confidential by statute or regulation.

Subject to and without waiving these or the General Objections and subject to a satisfactory protective order and confidentiality stipulation, FHLBSF responds that it will produce responsive documents in its possession, custody or control that are within the time period limitations defined in General Objection No. 12 above.

REQUEST FOR PRODUCTION NO. 3:

All documents concerning communications with or among JPMC, the FDIC, the media, ratings agencies, investors, and/or any third party concerning Washington Mutual.

RESPONSE NO. 3:

FHLBSF incorporates each of the General Objections stated above. FHLBSF further objects to this request as overbroad, vague and ambiguous. As drafted, this request seeks information beyond the scope of Bankruptcy Rule 2004. FHLBSF objects that compliance with this request would be oppressive, burdensome, and seeks information that is duplicative of information already obtained and/or obtainable from the parties to the bankruptcy proceeding, including but not limited to WMI. FHLBSF objects to this request to the extent it seeks documents that are proprietary and confidential in

nature. FHLBSF objects to this request to the extent it expressly or impliedly seeks information protected from discovery by the attorney-client privilege, the work product doctrine, self-evaluative privilege, the bank examination privilege, official information privilege or other similar privileges or reasons for non-production. FHLBSF reserves its rights to seek an order from the Court pursuant to Bankruptcy Rule 9018 to protect confidential commercial information and governmental matters that are made confidential by statute or regulation.

Subject to and without waiving these or the General Objections and subject to a satisfactory protective order and confidentiality stipulation, FHLBSF responds that it will produce responsive documents in its possession, custody or control that are within the time period limitations defined in General Objection No. 12 above.

REQUEST FOR PRODUCTION NO. 4:

All documents concerning Washington Mutual provided to You by JPMC, the FDIC, and/or any third party.

RESPONSE NO. 4:

FHLBSF incorporates each of the General Objections stated above. FHLBSF further objects to this request as overbroad, vague and ambiguous. As drafted, this request seeks information beyond the scope of Bankruptcy Rule 2004. FHLBSF objects that compliance with this request would be oppressive, burdensome, and seeks information that is duplicative of information already obtained and/or obtainable from the parties to the bankruptcy proceeding, including but not limited to WMI. FHLBSF objects to this request to the extent it seeks documents that are proprietary and confidential in nature. FHLBSF objects to this request to the extent it expressly or impliedly seeks



information protected from discovery by the attorney-client privilege, the work product doctrine, self-evaluative privilege, the bank examination privilege, official information privilege or other similar privileges or reasons for non-production. FHLBSF reserves its rights to seek an order from the Court pursuant to Bankruptcy Rule 9018 to protect confidential commercial information and governmental matters that are made confidential by statute or regulation.

FHLBSF reserves its right to seek an order from the Court to protect itself from undue burden and expense as provided in General Objection No. 13 above.

REQUEST FOR PRODUCTION NO. 5:

All documents concerning JPMC's disclosure of any Washington Mutual information, or disclosure of any information about Washington Mutual, to You, any Governmental Unit, the media, ratings agencies, investors, and/or any other third parties.

RESPONSE NO. 5:

FHLBSF incorporates each of the General Objections stated above. FHLBSF further objects to this request as overbroad, vague and ambiguous. As drafted, this request seeks information beyond the scope of Bankruptcy Rule 2004. FHLBSF objects that compliance with this request would be oppressive, burdensome, and seeks information that is duplicative of information already obtained and/or obtainable from the parties to the bankruptcy proceeding, including but not limited to WMI. FHLBSF objects to this request to the extent it seeks documents that are proprietary and confidential in nature. FHLBSF objects to this request to the extent it expressly or impliedly seeks information protected from discovery by the attorney-client privilege, the work product doctrine, self-evaluative privilege, the bank examination privilege, official information

privilege or other similar privileges or reasons for non-production. FHLBSF reserves its rights to seek an order from the Court pursuant to Bankruptcy Rule 9018 to protect confidential commercial information and governmental matters that are made confidential by statute or regulation.

Subject to and without waiving these or the General Objections, FHLBSF responds that at this time FHLBSF is not aware of any responsive documents in its possession, custody or control that are within the time period limitations defined in General Objection No. 12 above. If documents responsive to this request are later discovered, are not objectionable, and have not been previously produced, FHLBSF will amend its response to this request.

REQUEST FOR PRODUCTION NO. 6:

All documents concerning any Washington Mutual entity's participation as an FHLB member bank.

RESPONSE NO. 6:

FHLBSF incorporates each of the General Objections stated above. FHLBSF further objects to this request as overbroad, vague and ambiguous because "participation" is undefined and FHLBSF is unclear as to what the request is seeking. As drafted, this request seeks information beyond the scope of Bankruptcy Rule 2004. FHLBSF objects that compliance with this request would be oppressive, burdensome, and seeks information that is duplicative of information already obtained and/or obtainable from the parties to the bankruptcy proceeding, including but not limited to WMI. FHLBSF objects to this request to the extent it seeks documents that are proprietary and confidential in nature. FHLBSF objects to this request to the extent it expressly or impliedly seeks

information protected from discovery by the attorney-client privilege, the work product doctrine, self-evaluative privilege, the bank examination privilege, official information privilege or other similar privileges or reasons for non-production. FHLBSF reserves its rights to seek an order from the Court pursuant to Bankruptcy Rule 9018 to protect confidential commercial information and governmental matters that are made confidential by statute or regulation.

FHLBSF reserves its right to seek an order from the Court to protect itself from undue burden and expense as provided in General Objection No. 13 above.

REQUEST FOR PRODUCTION NO. 7:

All documents concerning any FHLB consideration or analysis of the possibility of lending or not lending funds to Washington Mutual.

RESPONSE NO. 7:

FHLBSF incorporates each of the General Objections stated above. FHLBSF further objects to this request as overbroad, vague and ambiguous. As drafted, this request seeks information beyond the scope of Bankruptcy Rule 2004. FHLBSF objects that compliance with this request would be oppressive, burdensome, and seeks information that is duplicative of information already obtained and/or obtainable from the parties to the bankruptcy proceeding, including but not limited to WMI. FHLBSF objects to this request to the extent it seeks documents that are proprietary and confidential in nature. FHLBSF objects to this request to the extent it expressly or impliedly seeks information protected from discovery by the attorney-client privilege, the work product doctrine, self-evaluative privilege, the bank examination privilege, official information privilege or other similar privileges or reasons for non-production. FHLBSF reserves its

rights to seek an order from the Court pursuant to Bankruptcy Rule 9018 to protect confidential commercial information and governmental matters that are made confidential by statute or regulation.

Subject to and without waiving these or the General Objections and subject to a satisfactory protective order and confidentiality stipulation, FHLBSF responds that it will produce responsive documents in its possession, custody or control that are within the time period limitations defined in General Objection No. 12 above.

REQUEST FOR PRODUCTION NO. 8:

All documents concerning any FHLB decision to lend funds to Washington Mutual.

RESPONSE NO. 8:

FHLBSF incorporates each of the General Objections stated above. FHLBSF further objects to this request as overbroad, vague and ambiguous. As drafted, this request seeks information beyond the scope of Bankruptcy Rule 2004. FHLBSF objects that compliance with this request would be oppressive, burdensome, and seeks information that is duplicative of information already obtained and/or obtainable from the parties to the bankruptcy proceeding, including but not limited to WMI. FHLBSF objects to this request to the extent it seeks documents that are proprietary and confidential in nature. FHLBSF objects to this request to the extent it expressly or impliedly seeks information protected from discovery by the attorney-client privilege, the work product doctrine, self-evaluative privilege, the bank examination privilege, official information privilege or other similar privileges or reasons for non-production. FHLBSF reserves its rights to seek an order from the Court pursuant to Bankruptcy Rule 9018 to protect

confidential commercial information and governmental matters that are made confidential by statute or regulation.

Subject to and without waiving these or the General Objections and subject to a satisfactory protective order and confidentiality stipulation, FHLBSF responds that it will produce responsive documents in its possession, custody or control that are within the time period limitations defined in General Objection No. 12 above.

REQUEST FOR PRODUCTION NO. 9:

All documents concerning any FHLB decision not to lend funds to Washington Mutual.

RESPONSE NO. 9:

FHLBSF incorporates each of the General Objections stated above. FHLBSF further objects to this request as overbroad, vague and ambiguous. As drafted, this request seeks information beyond the scope of Bankruptcy Rule 2004. FHLBSF objects that compliance with this request would be oppressive, burdensome, and seeks information that is duplicative of information already obtained and/or obtainable from the parties to the bankruptcy proceeding, including but not limited to WMI. FHLBSF objects to this request to the extent it seeks documents that are proprietary and confidential in nature. FHLBSF objects to this request to the extent it expressly or impliedly seeks information protected from discovery by the attorney-client privilege, the work product doctrine, self-evaluative privilege, the bank examination privilege, official information privilege or other similar privileges or reasons for non-production. FHLBSF reserves its rights to seek an order from the Court pursuant to Bankruptcy Rule 9018 to protect

confidential commercial information and governmental matters that are made confidential by statute or regulation.

Subject to and without waiving these or the General Objections and subject to a satisfactory protective order and confidentiality stipulation, FHLBSF responds that it will produce responsive documents in its possession, custody or control that are within the time period limitations defined in General Objection No. 12 above.

REQUEST FOR PRODUCTION NO. 10:

All documents concerning any collateral pledged by Washington Mutual in conjunction with an FHLB loan.

RESPONSE NO. 10:

FHLBSF incorporates each of the General Objections stated above. FHLBSF further objects to this request as overbroad, vague and ambiguous. As drafted, this request seeks information beyond the scope of Bankruptcy Rule 2004. FHLBSF objects that compliance with this request would be oppressive, burdensome, and seeks information that is duplicative of information already obtained and/or obtainable from the parties to the bankruptcy proceeding, including but not limited to WMI. FHLBSF objects to this request to the extent it seeks documents that are proprietary and confidential in nature. FHLBSF objects to this request to the extent it expressly or impliedly seeks information protected from discovery by the attorney-client privilege, the work product doctrine, self-evaluative privilege, the bank examination privilege, official information privilege or other similar privileges or reasons for non-production. FHLBSF reserves its rights to seek an order from the Court pursuant to Bankruptcy Rule 9018 to protect

confidential commercial information and governmental matters that are made confidential by statute or regulation.

Subject to and without waiving these or the General Objections and subject to a satisfactory protective order and confidentiality stipulation, FHLBSF responds that it will produce responsive documents in its possession, custody or control that are within the time period limitations defined in General Objection No. 12 above.

REQUEST FOR PRODUCTION NO. 11:

All documents concerning communications with or among JPMC, the FDIC, and/or any third party concerning whether or not to lend funds to Washington Mutual.

RESPONSE NO. 11:

FHLBSF incorporates each of the General Objections stated above. FHLBSF further objects to this request as overbroad, vague and ambiguous. As drafted, this request seeks information beyond the scope of Bankruptcy Rule 2004. FHLBSF objects that compliance with this request would be oppressive, burdensome, and seeks information that is duplicative of information already obtained and/or obtainable from the parties to the bankruptcy proceeding, including but not limited to WMI. FHLBSF objects to this request to the extent it seeks documents that are proprietary and confidential in nature. FHLBSF objects to this request to the extent it expressly or impliedly seeks information protected from discovery by the attorney-client privilege, the work product doctrine, self-evaluative privilege, the bank examination privilege, official information privilege or other similar privileges or reasons for non-production. FHLBSF reserves its rights to seek an order from the Court pursuant to Bankruptcy Rule 9018 to protect

confidential commercial information and governmental matters that are made confidential by statute or regulation.

Subject to and without waiving these or the General Objections, FHLBSF responds that at this time FHLBSF is not aware of any responsive documents in its possession, custody or control that are within the time period limitations defined in General Objection No. 12 above. If documents responsive to this request are later discovered, are not objectionable, and have not been previously produced, FHLBSF will amend its response to this request.

REQUEST FOR PRODUCTION NO. 12:

All documents concerning any effect JPMC's disclosure of any Washington Mutual information, or disclosure of any information about Washington Mutual, had on any FHLB decision concerning whether or not to lend funds to Washington Mutual.

RESPONSE NO. 12:

FHLBSF incorporates each of the General Objections stated above. FHLBSF further objects to this request as overbroad, vague and ambiguous. As drafted, this request seeks information beyond the scope of Bankruptcy Rule 2004. FHLBSF objects that compliance with this request would be oppressive, burdensome, and seeks information that is duplicative of information already obtained and/or obtainable from the parties to the bankruptcy proceeding, including but not limited to WMI. FHLBSF objects to this request to the extent it seeks documents that are proprietary and confidential in nature. FHLBSF objects to this request to the extent it expressly or impliedly seeks information protected from discovery by the attorney-client privilege, the work product doctrine, self-evaluative privilege, the bank examination privilege, official information



privilege or other similar privileges or reasons for non-production. FHLBSF reserves its rights to seek an order from the Court pursuant to Bankruptcy Rule 9018 to protect confidential commercial information and governmental matters that are made confidential by statute or regulation.

Subject to and without waiving these or the General Objections, FHLBSF responds that at this time FHLBSF is not aware of any responsive documents in its possession, custody or control that are within the time period limitations defined in General Objection No. 12 above. If documents responsive to this request are later discovered, are not objectionable, and have not been previously produced, FHLBSF will amend its response to this request.

REQUEST FOR PRODUCTION NO. 13:

All documents concerning any agreement between JPMC and Washington Mutual concerning access to and/or disclosure of non-public, confidential or proprietary information in connection with a potential transaction in which JPMC would acquire, merge with, or invest in Washington Mutual.

RESPONSE NO. 13:

FHLBSF incorporates each of the General Objections stated above. FHLBSF further objects to this request as overbroad, vague and ambiguous. As drafted, this request seeks information beyond the scope of Bankruptcy Rule 2004. FHLBSF objects that compliance with this request would be oppressive, burdensome, and seeks information that is duplicative of information already obtained and/or obtainable from the parties to the bankruptcy proceeding, including but not limited to WMI. FHLBSF objects to this request to the extent it seeks documents that are proprietary and confidential in

nature. FHLBSF objects to this request to the extent it expressly or impliedly seeks information protected from discovery by the attorney-client privilege, the work product doctrine, self-evaluative privilege, the bank examination privilege, official information privilege or other similar privileges or reasons for non-production. FHLBSF reserves its rights to seek an order from the Court pursuant to Bankruptcy Rule 9018 to protect confidential commercial information and governmental matters that are made confidential by statute or regulation.

Subject to and without waiving these or the General Objections, FHLBSF responds that at this time FHLBSF is not aware of any responsive documents in its possession, custody or control that are within the time period limitations defined in General Objection No. 12 above. If documents responsive to this request are later discovered, are not objectionable, and have not been previously produced, FHLBSF will amend its response to this request.

REQUEST FOR PRODUCTION NO. 14:

All documents concerning JPMC's access to Washington Mutual data, including but not limited to (a) JPMC due diligence of Washington Mutual and/or (b) any effort by JPMC to place "moles" at Washington Mutual for the purpose of obtaining confidential Washington Mutual information, which JPMC used "to bargain and work with federal regulators for the seizure and sale of Washington Mutual's assets," *see* Texas Action Complaint at ¶ 32, including JPMC's placement of former JPMC employees at Washington Mutual, including but not limited to, the placement or employment of Stephen J. Rotella, Steve Fortunato, Taj Bindra, John Berens, Youyi Chen, and Bill Murray, *see id* at ¶ 38.

RESPONSE NO. 14:

FHLBSF incorporates each of the General Objections stated above. FHLBSF further objects to this request as overbroad, vague and ambiguous. As drafted, this request seeks information beyond the scope of Bankruptcy Rule 2004. FHLBSF objects that compliance with this request would be oppressive, burdensome, and seeks information that is duplicative of information already obtained and/or obtainable from the parties to the bankruptcy proceeding, including but not limited to WMI. FHLBSF objects to this request to the extent it seeks documents that are proprietary and confidential in nature. FHLBSF objects to this request to the extent it expressly or impliedly seeks information protected from discovery by the attorney-client privilege, the work product doctrine, self-evaluative privilege, the bank examination privilege, official information privilege or other similar privileges or reasons for non-production. FHLBSF reserves its rights to seek an order from the Court pursuant to Bankruptcy Rule 9018 to protect confidential commercial information and governmental matters that are made confidential by statute or regulation.

Subject to and without waiving these or the General Objections, FHLBSF responds that at this time FHLBSF is not aware of any responsive documents in its possession, custody or control that are within the time period limitations defined in General Objection No. 12 above. If documents responsive to this request are later discovered, are not objectionable, and have not been previously produced, FHLBSF will amend its response to this request.

REQUEST FOR PRODUCTION NO. 15:

All documents concerning JPMC's interest in any potential Transaction and any attempt by JPMC to engage in any potential Transaction, including but not limited to any actual, potential, or contemplated bid or offer by JPMC to merge with, invest in, or purchase Washington Mutual, including but not limited to (a) Washington Mutual's rejection of JPMC's offer to merge with, invest in, or acquire Washington Mutual in or about April 2008, (b) capital contributions or investments received by JPMC in connection with any potential Transaction in or about September 2008, and/or (c) any agreement or arrangement between JPMC and any Government Unit, including but not limited to the FDIC, OTS, OCC, the Federal Reserve and/or the U.S. Department of the Treasury, concerning any potential transaction in which JPMC might or did acquire WMB, or any stake or portion of WMB.

RESPONSE NO. 15:

FHLBSF incorporates each of the General Objections stated above. FHLBSF further objects to this request as overbroad, vague and ambiguous. As drafted, this request seeks information beyond the scope of Bankruptcy Rule 2004. FHLBSF objects that compliance with this request would be oppressive, burdensome, and seeks information that is duplicative of information already obtained and/or obtainable from the parties to the bankruptcy proceeding, including but not limited to WMI. FHLBSF objects to this request to the extent it seeks documents that are proprietary and confidential in nature. FHLBSF objects to this request to the extent it expressly or impliedly seeks information protected from discovery by the attorney-client privilege, the work product doctrine, self-evaluative privilege, the bank examination privilege, official information

privilege or other similar privileges or reasons for non-production. FHLBSF reserves its rights to seek an order from the Court pursuant to Bankruptcy Rule 9018 to protect confidential commercial information and governmental matters that are made confidential by statute or regulation.

Subject to and without waiving these or the General Objections, FHLBSF responds that at this time FHLBSF is not aware of any responsive documents in its possession, custody or control that are within the time period limitations defined in General Objection No. 12 above. If documents responsive to this request are later discovered, are not objectionable, and have not been previously produced, FHLBSF will amend its response to this request.

REQUEST FOR PRODUCTION NO. 16:

All documents concerning any meetings and/or communications between Washington Mutual and any Government Unit, including the FDIC, OTS, OCC, the U.S. Department of the Treasury, SEC, and Federal Reserve, including (a) any meetings between OTS and WMI on or about April 5, 2008, (b) any meetings between Washington Mutual, OTS, and the FDIC on or about July 31, 2008, and/or (c) any communications with or among U.S. Treasury Secretary Hank Paulsen and WMI Chairman and CEO Kerry Killinger and/or JPMC President and CEO Jamie Dimon regarding Washington Mutual.

RESPONSE NO. 16:

FHLBSF incorporates each of the General Objections stated above. FHLBSF further objects to this request as overbroad, vague and ambiguous. As drafted, this request seeks information beyond the scope of Bankruptcy Rule 2004. FHLBSF objects

that compliance with this request would be oppressive, burdensome, and seeks information that is duplicative of information already obtained and/or obtainable from the parties to the bankruptcy proceeding, including but not limited to WMI. FHLBSF objects to this request to the extent it seeks documents that are proprietary and confidential in nature. FHLBSF objects to this request to the extent it expressly or impliedly seeks information protected from discovery by the attorney-client privilege, the work product doctrine, self-evaluative privilege, the bank examination privilege, official information privilege or other similar privileges or reasons for non-production. FHLBSF reserves its rights to seek an order from the Court pursuant to Bankruptcy Rule 9018 to protect confidential commercial information and governmental matters that are made confidential by statute or regulation.

Subject to and without waiving these or the General Objections, FHLBSF responds that at this time FHLBSF is not aware of any responsive documents in its possession, custody or control that are within the time period limitations defined in General Objection No. 12 above. If documents responsive to this request are later discovered, are not objectionable, and have not been previously produced, FHLBSF will amend its response to this request.

REQUEST FOR PRODUCTION NO. 17:

All documents concerning any potential or actual regulatory and/or supervisory actions, ratings, or examinations directed toward or taken with respect to Washington Mutual by any Government Unit, including the FDIC, OTS, OCC, the U.S. Department of the Treasury, SEC, and Federal Reserve, including but not limited to (a) OTS's decision to initiate discussions about Memorandums of Understanding with WMI and

WMB, (b) the Memorandums of Understanding OTS issued to WMI and WMB on or about September 7, 2008, (c) any regulatory classification of Washington Mutual by the OTS, including without limitation any decision by OTS to classify WMB as a “problem institution,” and/or (d) U.S. Treasury Secretary Henry Paulson’s “RTC plan” concerning Washington Mutual.

RESPONSE NO. 17:

FHLBSF incorporates each of the General Objections stated above. FHLBSF further objects to this request as overbroad, vague and ambiguous. As drafted, this request seeks information beyond the scope of Bankruptcy Rule 2004. FHLBSF objects that compliance with this request would be oppressive, burdensome, and seeks information that is duplicative of information already obtained and/or obtainable from the parties to the bankruptcy proceeding, including but not limited to WMI. FHLBSF objects to this request to the extent it seeks documents that are proprietary and confidential in nature. FHLBSF objects to this request to the extent it expressly or impliedly seeks information protected from discovery by the attorney-client privilege, the work product doctrine, self-evaluative privilege, the bank examination privilege, official information privilege or other similar privileges or reasons for non-production. FHLBSF reserves its rights to seek an order from the Court pursuant to Bankruptcy Rule 9018 to protect confidential commercial information and governmental matters that are made confidential by statute or regulation.

Subject to and without waiving these or the General Objections and subject to a satisfactory protective order and confidentiality stipulation, FHLBSF responds that it will

produce responsive documents in its possession, custody or control that are within the time period limitations defined in General Objection No. 12 above.

REQUEST FOR PRODUCTION NO. 18:

All documents concerning Washington Mutual's responses or potential responses to any regulatory and/or supervisory actions, ratings, or examinations by any Government Unit, including the FDIC, OTS, OCC, the U.S. Department of the Treasury, SEC, and Federal Reserve.

RESPONSE NO. 18:

FHLBSF incorporates each of the General Objections stated above. FHLBSF further objects to this request as overbroad, vague and ambiguous. As drafted, this request seeks information beyond the scope of Bankruptcy Rule 2004. FHLBSF objects that compliance with this request would be oppressive, burdensome, and seeks information that is duplicative of information already obtained and/or obtainable from the parties to the bankruptcy proceeding, including but not limited to WMI. FHLBSF objects to this request to the extent it seeks documents that are proprietary and confidential in nature. FHLBSF objects to this request to the extent it expressly or impliedly seeks information protected from discovery by the attorney-client privilege, the work product doctrine, self-evaluative privilege, the bank examination privilege, official information privilege or other similar privileges or reasons for non-production. FHLBSF reserves its rights to seek an order from the Court pursuant to Bankruptcy Rule 9018 to protect confidential commercial information and governmental matters that are made confidential by statute or regulation.



Subject to and without waiving these or the General Objections and subject to a satisfactory protective order and confidentiality stipulation, FHLBSF responds that it will produce responsive documents in its possession, custody or control that are within the time period limitations defined in General Objection No. 12 above.

REQUEST FOR PRODUCTION NO. 19:

All documents concerning Washington Mutual's efforts to raise capital and/or locate a potential merger partner or acquirer, including without limitation (a) any actual or possible acquisition or investment by any entity of any stake in Washington Mutual, including any communications with or among Banco Santander, Blackstone, Carlyle, Cerberus, Citigroup, JPMC, Oak Hill, TPG, TD Bank, and/or Wells Fargo and their affiliates; (b) any efforts to raise capital through the issuance of debt securities in December 2007 (including the issuance of approximately \$3 billion of debt securities on or about December 17, 2007); (c) any actual, potential, or contemplated bids for Washington Mutual and/or the bidding process for Washington Mutual; (d) any efforts to raise capital and/or locate a potential merger partner or acquirer during the first quarter of 2008; (e) TPG's investment of about \$7.2 billion into Washington Mutual on or about April 7, 2008; and/or (f) any efforts to raise capital and/or locate a potential merger partner or acquirer in September 2008, including any efforts by Goldman Sachs and/or Morgan Stanley on Washington Mutual's behalf.

RESPONSE NO. 19:

FHLBSF incorporates each of the General Objections stated above. FHLBSF further objects to this request as overbroad, vague and ambiguous. As drafted, this request seeks information beyond the scope of Bankruptcy Rule 2004. FHLBSF objects

that compliance with this request would be oppressive, burdensome, and seeks information that is duplicative of information already obtained and/or obtainable from the parties to the bankruptcy proceeding, including but not limited to WMI. FHLBSF objects to this request to the extent it seeks documents that are proprietary and confidential in nature. FHLBSF objects to this request to the extent it expressly or impliedly seeks information protected from discovery by the attorney-client privilege, the work product doctrine, self-evaluative privilege, the bank examination privilege, official information privilege or other similar privileges or reasons for non-production. FHLBSF reserves its rights to seek an order from the Court pursuant to Bankruptcy Rule 9018 to protect confidential commercial information and governmental matters that are made confidential by statute or regulation.

Subject to and without waiving these or the General Objections and subject to a satisfactory protective order and confidentiality stipulation, FHLBSF responds that it will produce responsive documents in its possession, custody or control that are within the time period limitations defined in General Objection No. 12 above.

REQUEST FOR PRODUCTION NO. 20:

All documents concerning the potential for WMB to be seized by OTS and the decision to seize WMB, as well as the potential for the FDIC to be appointed receiver of WMB and the decision to place WMB into receivership with the FDIC, including all documents concerning any communication from FDIC officials to JPMC in early September 2008 to inform JPMC in words or substance that “the FDIC was carefully monitoring [WMB] and that a seizure of its assets was likely” and that the FDIC “would

want to immediately auction off [WMB's] assets.” See Heidi N. Moore, *Deal Journal*, Wall St. J., Sept. 30, 2008, at C7.

RESPONSE NO. 20:

FHLBSF incorporates each of the General Objections stated above. FHLBSF further objects to this request as overbroad, vague and ambiguous. As drafted, this request seeks information beyond the scope of Bankruptcy Rule 2004. FHLBSF objects that compliance with this request would be oppressive, burdensome, and seeks information that is duplicative of information already obtained and/or obtainable from the parties to the bankruptcy proceeding, including but not limited to WMI. FHLBSF objects to this request to the extent it seeks documents that are proprietary and confidential in nature. FHLBSF objects to this request to the extent it expressly or impliedly seeks information protected from discovery by the attorney-client privilege, the work product doctrine, self-evaluative privilege, the bank examination privilege, official information privilege or other similar privileges or reasons for non-production. FHLBSF reserves its rights to seek an order from the Court pursuant to Bankruptcy Rule 9018 to protect confidential commercial information and governmental matters that are made confidential by statute or regulation.

Subject to and without waiving these or the General Objections, FHLBSF responds that at this time FHLBSF is not aware of any responsive documents in its possession, custody or control that are within the time period limitations defined in General Objection No. 12 above. If documents responsive to this request are later discovered, are not objectionable, and have not been previously produced, FHLBSF will amend its response to this request.

DATED: January 15, 2010

SEVERSON & WERSON  
A Professional Corporation

By:                 /s/ Duane M. Geck                  
                Duane M. Geck

Attorneys for the  
FEDERAL HOME LOAN BANK OF  
SAN FRANCISCO

Michael P. Morton, P.A.

DATED: January 15, 2010

By:                 /s/ Michael P. Morton                  
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**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

<b>In re:</b>	)	
	)	
<b>WASHINGTON MUTUAL, INC., et al.,</b>	)	<b>Chapter 11</b>
	)	
<b>Debtors.</b>	)	<b>Case No: 0812229 (MFW)</b>
	)	
	)	<b>(Jointly Administered)</b>

**CERTIFICATE OF SERVICE**

I hereby certify that on this 15<sup>th</sup> day of January, 2010 a copy of the foregoing Federal Home Loan Bank of San Francisco's Response to WMI's Request for Production of Documents Pursuant to Rule 2004 of the Federal Rules of Bankruptcy Procedure was served to all person on the ECF docket of this proceeding including the following:

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United States Trustee  
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302-573-6491

A handwritten signature in black ink that reads "Michael P. Morton". The signature is written in a cursive style with a horizontal line underneath it.

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Michael P. Morton #2492  
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