

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

In re:) Chapter 11
)
WASHINGTON MUTUAL, INC., et al.,¹) Case No. 08-12229 (MFW)
)
Debtors.) Jointly Administered
)
) **Re: D.I. 1997**

OBJECTION OF PRICEWATERHOUSE COOPERS LLC AND RESERVATION OF RIGHTS WITH RESPECT TO THE DEBTORS' MOTION FOR AN ORDER PURSUANT TO BANKRUPTCY RULE 2004 AND LOCAL BANKRUPTCY RULE 2004-1 DIRECTING THE EXAMINATION OF WITNESSES AND PRODUCTION OF DOCUMENTS FROM KNOWLEDGEABLE PARTIES

Pricewaterhouse Coopers LLC ("PwC") hereby files this objection and reservation of rights (the "Objection") with respect to the Debtors' Motion for an Order Pursuant to Bankruptcy Rule 2004 and Local Bankruptcy Rule 2004-1 Directing the Examination of Witnesses and Production of Documents from Knowledgeable Parties (the "Rule 2004 Motion"). In support of the Objection, and to the extent applicable to it, PwC adopts and incorporates as if fully set forth herein, the objections to the Rule 2004 Motion filed by the Federal Deposit Insurance Corporation, as receiver for Washington Mutual Bank (the "FDIC-Receiver") and further respectfully states as follows:

1. In addition to the reasons advanced by the FDIC-Receiver, the Rule 2004 Motion should be denied to the extent that it would impair prematurely PwC's rights under Rule 45 of the Federal Rules of Civil Procedure ("Rule 45") and Rule 9016 of the Federal Rules of

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).



Bankruptcy Procedure. By its express terms, Bankruptcy Rule 2004 provides that “[t]he attendance of an entity for examination and for the production of documents . . . may be compelled as provided in Rule 9016 for the attendance of a witness at a hearing or trial.” See Fed. R. Bankr. P. 2004(c). Bankruptcy Rule 9016, in turn, incorporates the requirements and protections of Rule 45, and provides, among other things, that an entity subject to a subpoena may object or move to quash or modify it following service of the subpoena. See Fed. R. Civ. P. 45(c).

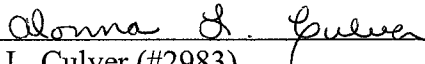
2. As drafted, the Rule 2004 Motion purports to deprive PwC of the rights afforded to it under Rule 45, providing as it does for an order “requiring [PwC] to produce documents responsive to the requests” accompanying the proposed subpoena attached as Exhibit A to the Rule 2004 Motion. (the “Proposed Subpoena”). 2004 Motion [D.I. 1997] at ¶ 33. PwC respectfully submits that the Court need not and should not enter an order at this time addressing the scope, timing or other particulars of the Proposed Subpoena. Rather, in the event that the Court, in its discretion, determines to grant relief pursuant to the Rule 2004 Motion, it need only authorize the examination, saving for another day, if necessary, any ruling concerning the scope of the subpoena that would issue.

3. The preservation and protection of PwC’s rights under Rule 45 are particularly important here because of the breadth of the Proposed Subpoena. The Proposed Subpoena attaches a list of document requests that implicate a broad universe of documents, spanning a three-year period during which PwC provided outside auditing and other services to JPMC which have nothing whatsoever to do with the Debtors. As the Debtors’ stated reason for seeking discovery from PwC is to determine if JPMC disclosed or misused the Debtors’ confidential information, see 2004 Motion, at ¶ 29, the discovery requests should be narrowly

tailored to that purpose. Accordingly, PwC objects to the Rule 2004 Motion to preserve its rights under Rule 45, including the right to respond and object in due course to any subpoena that may ultimately issue.

WHEREFORE, for the reasons set forth above, PwC respectfully requests that the Court deny the Rule 2004 Motion or, in the alternative, confirm in any order granting the Rule 2004 Motion as to PwC that any subpoena issued to PwC pursuant to Bankruptcy Rule 2004 is subject to the procedures and protections of Bankruptcy Rule 9016 and Federal Rule of Civil Procedure 45 incorporated therein, including PwC's rights to respond and object on any and all grounds.

MORRIS, NICHOLS, ARSHT & TUNNELL LLP



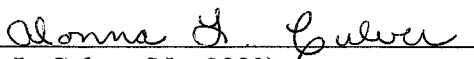
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January 15, 2010
3330455

CERTIFICATE OF SERVICE

I, Donna L. Culver, Esquire, certify that I am not less than 18 years of age, and that service of the foregoing **Objection Of Pricewaterhouse Coopers LLC And Reservation Of Rights With Respect To The Debtors' Motion For An Order Pursuant To Bankruptcy Rule 2004 And Local Bankruptcy Rule 2004-1 Directing The Examination Of Witnesses And Production Of Documents From Knowledgeable Parties** was caused to be made on January 15, 2010, in the manner indicated upon the entities identified on the attached service list.

Date: January 15, 2010



Donna L. Culver (No. 2983)

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