

**PLEASE CAREFULLY REVIEW THIS OBJECTION AND THE ATTACHMENTS
HERETO TO DETERMINE WHETHER THIS OBJECTION AFFECTS YOUR CLAIMS**

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

	X		
	:		
<i>In re</i>	:		Chapter 11
	:		
WASHINGTON MUTUAL, INC., <u>et al.</u> , ¹	:		Case No. 08-12229 (MFW)
	:		
Debtors.	:		(Jointly Administered)
	:		
	:		Hearing Date: March 4, 2010 at 11:30 a.m. (ET)
	:		Response Deadline: February 16, 2010 at 4:00 p.m. (ET)

**DEBTORS' TWENTY-SECOND
OMNIBUS (NON-SUBSTANTIVE) OBJECTION TO CLAIMS**

Washington Mutual, Inc. (“WMI”) and WMI Investment Corp., as debtors and debtors in possession (collectively, the “Debtors”), file this twenty-second omnibus non-substantive objection (this “Twenty-Second Omnibus Objection”) to those claims listed on Exhibit A, Exhibit B, and Exhibit C hereto. This Twenty-Second Omnibus Objection is filed pursuant to section 502 of title 11 of the United States Code (the “Bankruptcy Code”), Rule 3007 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Rule 3007-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”). The Debtors’ proposed order is attached hereto as Exhibit E. In support of the Twenty-Second Omnibus Objection, the Debtors respectfully represent as follows:

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.



Jurisdiction

1. 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.

Background

2. On September 26, 2008 (the "Commencement Date"), each of the Debtors commenced with this Court a voluntary case pursuant to chapter 11 of the Bankruptcy Code. The Debtors are authorized to continue to operate their businesses and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. On October 3, 2008, the Court entered an order, pursuant to Bankruptcy Rule 1015(b), authorizing the joint administration of the Debtors' chapter 11 cases.

WMI's Business

3. WMI is a holding company incorporated in the State of Washington and headquartered at 1301 Second Avenue, Seattle, Washington 98101. WMI is the direct parent of WMI Investment, which serves as an investment vehicle for WMI and holds a variety of securities. WMI Investment is incorporated in the State of Delaware.

4. Prior to the Commencement Date, WMI was a savings and loan holding company that owned Washington Mutual Bank ("WMB") and such bank's subsidiaries, including Washington Mutual Bank fsb ("WMBfsb"). WMI also has certain non-banking, non-debtor subsidiaries (the "Non-debtor Subsidiaries"). Like all savings and loan holding companies, WMI was subject to regulation by the Office of Thrift Supervision (the "OTS"). WMB and WMBfsb, in turn, like all depository institutions with federal thrift charters, were subject to regulation and examination by the OTS. In addition, WMI's banking and nonbanking

subsidiaries were overseen by various federal and state authorities, including the Federal Deposit Insurance Corporation (“FDIC”).

5. On September 25, 2008, the Director of the OTS, by order number 2008-36, appointed the FDIC as receiver for WMB and advised that the receiver was immediately taking possession of WMB (the “Receivership”). Immediately after its appointment as receiver, the FDIC sold substantially all the assets of WMB, including the stock of WMBfsb, to JPMorgan Chase Bank, National Association (“JPMorgan Chase”) pursuant to that certain Purchase and Assumption Agreement, Whole Bank, dated as of September 25, 2008 (the “Purchase Agreement”).

6. WMI’s assets include its common stock interest in WMB, its interest in its non-banking subsidiaries, and more than \$4 billion of cash that WMI and its non-banking subsidiaries (including WMI Investment) had on deposit at WMB and WMBfsb immediately prior to the time the FDIC was appointed as receiver. WMI is in the process of evaluating these and other assets for purposes of ultimate distribution to its creditors.

The Bar Date and Schedules

7. On December 19, 2008, the Debtors filed with the Court their schedules of assets and liabilities and their statements of financial affairs. On January 27, 2009, and February 24, 2009, WMI filed with the Court its first and second, respectively, amended schedule of assets and liabilities and its first and second, respectively, amended statements of financial affairs. On January 14, 2010, WMI filed a further amendment to its statement of financial affairs (collectively, the “Schedules”).

8. By order, dated January 30, 2009 (the “Bar Date Order”), the Court established March 31, 2009 (the “Bar Date”) as the deadline for filing proofs of claim against the

Debtors in these chapter 11 cases. Pursuant to the Bar Date Order, each creditor, subject to certain limited exceptions, was required to file a proof of claim on or before the Bar Date.

9. In accordance with the Bar Date Order, Kurtzman Carson Consultants, LLC (“KCC”), the Debtors’ court-appointed claims and noticing agent, mailed notices of the Bar Date and proof of claim forms to, among others, all of the Debtors’ creditors and other known holders of claims as of the Commencement Date. Notice of the Bar Date also was published once in *The New York Times (National Edition)*, *The Wall Street Journal*, *The Seattle Times*, and *The Seattle Post-Intelligencer*.

Proofs of Claim

10. Over 3,750 proofs of claim have been filed in these chapter 11 cases. The Debtors are in the process of reviewing and reconciling the filed proofs of claim. To date, approximately 1,100 claims have been disallowed or withdrawn.

11. As part of their ongoing review, the Debtors have reviewed each of the proofs of claim listed on the exhibits hereto and have concluded that each such claim is appropriately objected to on the basis set forth below.

Objection to Claims

A. Amended and Superseded Claims (Exhibit A)

12. The claims listed on Exhibit A hereto in the column labeled “Amended Claim to be Expunged” (the “Amended and Superseded Claims”) have been amended and superseded by the corresponding claims in the column labeled “Remaining Claim Number” (the “Remaining Claims”). To avoid multiple recoveries, the Debtors request that the Court disallow in their entirety the Amended and Superseded Claims. Although the Debtors do not object

herein to the validity, amount or priority of the Remaining Claims, the Debtors expressly reserve the right to object to the Remaining Claims on any grounds whatsoever at a later time.

B. Unsupported Claims (Exhibit B)

13. The Debtors have examined the proofs of claim where the amounts listed are inconsistent with the liabilities listed on the Debtors' Schedules and/or books and records for such claimants. For each claim set forth on Exhibit B attached hereto (the "Unsupported Claims"), the amount listed under the column entitled "Filed Claim Amount" represents the amount asserted in the proof of claim. However, the Debtors' books and records reflect that no liability is due and owing on account of the Unsupported Claims. In addition, such claimants have provided no supporting detail to substantiate, or otherwise establish the *prima facie* validity of, the Unsupported Claims. As such, the Debtors request that the Court disallow the Unsupported Claims in their entirety.

C. Individual Noteholder Claims – Duplicate Claims (Exhibit C)

(i) Indenture Trustee Claims

14. Prior to the Commencement Date, the Debtors issued certain unsecured Notes (as defined below) and Debentures (as defined below), in each instance pursuant to a governing indenture. Pursuant to such indentures, the respective indenture trustees (the "Indenture Trustees") were required to file a proof of claim on behalf of all holders of such notes or debentures (collectively, the "Noteholders").

15. As such, pursuant to the Bar Date Order, the Court ordered that the Noteholders were not required to file a proof of claim in these chapter 11 cases. The Bar Date Order further provided that "each Indenture Trustee shall be required to file one proof of claim on or before the Bar Date for principal, interest, other applicable fees and charges, and/or any amounts due in respect, or on account, of the applicable Notes" Bar Date Order, at 4.

16. On or about March 17, 2009, The Bank of New York Mellon Trust Company, N.A. (“BNY”), as successor indenture trustee under that certain Senior Debt Securities Indenture, dated as of August 19, 1999 (as supplemented, the “Senior Notes Indenture”), timely filed proof of claim number 1738 (“Claim 1738”) against the Debtors on behalf of itself and the holders of the following notes (the “Senior Notes”):

<u>Principal Amount:</u> ²	<u>CUSIP</u>	<u>Description:</u>	<u>Maturity Date</u>
\$1,000,000,000	939322AL7	4.00% Fixed Rate Notes	January 15, 2009
\$500,000,000	939322AW3	Floating Rate Notes	January 15, 2010
\$600,000,000	939322AP8	4.2% Fixed Rate Notes	August 24, 2011
\$250,000,000	939322AQ6	Floating Rate Notes	March 22, 2012
\$400,000,000	939322AX1	5.50% Fixed Rate Notes	September 15, 2017
\$400,000,000	939322AT0	5.0% Fixed Rate Notes	August 24, 2009
\$450,000,000	939322AS2	Floating Rate Notes	January 15, 2010
\$500,000,000	939322AU7	Floating Rate Notes	March 22, 2012
\$750,000,000	939322AV5	5.25% Fixed Rate Notes	September 17, 2012

17. On or about March 24, 2009, Law Debenture Trust Company of New York (“Law Debenture”), as successor indenture trustee under that certain Indenture, dated as of April 4, 2000, between WMI and The Bank of New York, as successor to Harris Trust and Savings Bank (as supplemented, the “Senior Subordinated Notes Indenture”), timely filed proof of claim number 2479 (“Claim 2479”) against the Debtors on behalf of itself and the holders of the following notes (the “Senior Subordinated Notes,” and, together with the Senior Notes, the “Notes”):

<u>Principal Amount:</u> ³	<u>CUSIP</u>	<u>Description:</u>	<u>Maturity Date</u>
\$500,000,000	939322AE3	8.250% Subordinated Notes	April 1, 2010
\$750,000,000	939322AN3	4.625% Subordinated Notes	April 1, 2014
\$500,000,000	939322AY9	7.250% Subordinated Notes	November 1, 2017

² Principal Amount due as of date of issuance.

³ Principal Amount due as of date of issuance.

18. On or about March 24, 2009, Wells Fargo Bank, National Association (“Wells Fargo”), as (a) successor indenture trustee under that certain Indenture, dated as of April 30, 2001 (the “Base Indenture”), between WMI and BNY, as initial indenture trustee (as supplemented by that certain First Supplemental Indenture, dated as of April 30, 2001, collectively with the Base Indenture, the “Indenture”) and (b) successor Guarantee Trustee (the “Successor Guarantee Trustee”, and together with its role as Successor Indenture Trustee, the “Trustee”) under that certain Guarantee Agreement, dated as of April 30, 2001 (the “Guarantee Agreement”), timely filed proof of claim number 2143 (“Claim 2134” and, together with Claim 1738 and Claim 2479, the “Indenture Trustee Claims”) on behalf of itself and the holders of the following Securities⁴:

<u>Issuance</u>	<u>Maturity Date</u>	<u>Claimed Principal</u> (\$)	<u>Claimed Interest</u> (\$)
5.375% Junior Subordinated Deferrable Interest Debentures			
Preferred Securities	May 1, 2041	1,150,000,000.00	9,443,576.39
Common Securities	May 1, 2041	35,565,000.00	292,052.87

(ii) Allowance of the Indenture Trustee Claims

19. By orders, dated December 17, 2009, the Court approved the (i) Stipulation and Agreement between the Debtors and BNY, as Indenture Trustee, Allowing, in part, Proof of Claim Number 1738, dated as of November 17, 2009 (the “BNY Stipulation”), and (ii) Stipulation and Agreement between the Debtors and Law Debenture, as Indenture Trustee, Reducing and Allowing, in part, Proof of Claim Number 2479, dated as of November 17, 2009

⁴ In accordance with the Amended and Restated Declaration of Trust, dated as of April 30, 2001, by WMI, as Sponsor, BNY, as Property Trustee, The Bank of New York (Delaware), as Delaware Trustee, and the Administrative Trustees named therein (the “Trust Agreement”), Washington Mutual Capital Trust 2001 (the “Trust”) was established for the purpose of purchasing the 5.375% Junior Subordinated Deferrable Interest Debentures due July 1, 2041 (the “Debentures”) issued by WMI. The Trust issued to investors Preferred Securities (as defined in the Trust Agreement), each of which represented an undivided beneficial interest in the assets of the Trust, which assets consisted solely of the Debentures. The Trust also issued Common Securities (as defined in the Trust Agreement, and together with the Preferred Securities, the “Securities”), which were purchased by WMI.

(the “Law Debenture Stipulation,” and, together with the BNY Stipulation, the “Indenture Trustee Stipulations”). Pursuant to the Indenture Trustee Stipulations, the Debtors agreed with both BNY and Law Debenture to allow those portions of the respective Indenture Trustee Claims that relate to the Notes.

20. In addition, on December 18, 2009, the Debtors filed their objection to Claim 2134 (Dkt. No. 2040), wherein the Debtors sought to reduce and allow, in part, that portion of Claim 2134 that relates to the Debentures. By order, dated on or about January 28, 2010, the Court sustained the Debtors’ objection to Claim 2134. Accordingly, as contemplated by the Bar Date Order, the Indenture Trustee Claims, the relevant portions of which have now been allowed, serve to properly preserve the claims of individual Noteholders. As a result, because the claims of the individual Noteholders, listed on Exhibit A hereto, are with respect to the same alleged obligations as the Indenture Trustee Claims, they are duplicate claims (the “Duplicate Claims”). To avoid the possibility of multiple recoveries by the same creditor, the Debtors request that the Court disallow in their entirety the Duplicate Claims.

21. In support of the foregoing, the Debtors rely on the *Declaration of Jonathan Goulding Pursuant to Local Rule 3007-1 in Support of the Twenty-Second Omnibus Objection*, dated as of the date hereof, and attached herewith as Exhibit D.

Notice

22. No trustee or examiner has been appointed in these chapter 11 cases. Notice of this Twenty-Second Omnibus Objection has been provided to: (i) the United States Trustee for the District of Delaware, (ii) counsel for the Creditors’ Committee, (iii) counsel for the official committee of equity security holders, (iv) those parties entitled to receive notice in these chapter 11 cases pursuant to Bankruptcy Rule 2002 and (v) each holder of a claim objected

to herein. In light of the nature of the relief requested, WMI submits that no other or further notice need be provided.

23. Pursuant to Bankruptcy Rule 3007, the Debtors have provided all claimants affected by the Twenty-Second Omnibus Objection with at least thirty (30) days' notice of the hearing to consider the Twenty-Second Omnibus Objection.

Statement of Compliance with Local Rule 3007-1

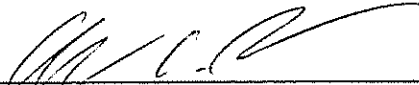
24. The undersigned representative of Richards, Layton & Finger, P.A. certifies that he has reviewed the requirements of Local Rule 3007-1 and that the Twenty-Second Omnibus Objection substantially complies with that Local Rule. To the extent that the Twenty-Second Omnibus Objection does not comply in all respects with the requirements of Local Rule 3007-1, Richards, Layton & Finger, P.A. believes such deviations are not material and respectfully requests that any such requirement be waived.

No Previous Request

25. No previous request for the relief sought herein has been made to this or any other Court.

WHEREFORE the Debtors respectfully request that the Court enter an order
(i) granting the relief requested herein and (ii) granting the Debtors such other and further relief
as is just.

Dated: Wilmington, Delaware
February 2, 2010



Mark D. Collins (No. 2981)
Chun I. Jang (No. 4790)
Andrew C. Irgens (No. 5193)
RICHARDS, LAYTON & FINGER, P.A.
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– and –

Marcia L. Goldstein, Esq.
Brian S. Rosen, Esq.
WEIL, GOTSHAL & MANGES LLP
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Facsimile: (212) 310-8007

ATTORNEYS TO THE DEBTORS
AND DEBTORS IN POSSESSION

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

-----X
: **Chapter 11**
: **Case No. 08-12229 (MFW)**
: **(Jointly Administered)**
: **Hearing Date: March 4, 2010 at 11:30 a.m. (ET)**
: **Objection Deadline: February 16, 2010 at 4:00 p.m. (ET)**
-----X

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

**NOTICE OF DEBTORS' TWENTY-SECOND OMNIBUS (NON-SUBSTANTIVE)
OBJECTION TO CLAIMS**

PLEASE TAKE NOTICE that on February 2, 2010, the above-captioned debtors and debtors in possession (the "Debtors") filed the *Debtors' Twenty-Second Omnibus (Non-Substantive) Objection to Claims* (the "Objection") 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 any responses to the Objection must be filed in writing with the Bankruptcy Court, 824 Market Street, 3rd Floor, Wilmington, Delaware 19801, and served upon and received by the undersigned counsel for the Debtors on or before **February 16, 2010 at 4:00 p.m. (ET)**.

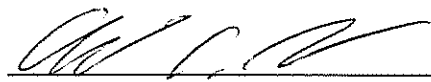
PLEASE TAKE FURTHER NOTICE that, in the event that one or more responses to the Objection are timely filed, the Objection shall be considered at a hearing before The Honorable Mary F. Walrath at the United States Bankruptcy Court for the District of

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.

Delaware, 824 Market Street, 5th Floor, Courtroom 4, Wilmington, Delaware 19801 on **March 4, 2010 at 11:30 a.m. (ET)**.

PLEASE TAKE FURTHER NOTICE THAT IF NO RESPONSES TO THE OBJECTION ARE TIMELY FILED, SERVED AND RECEIVED IN ACCORDANCE WITH THIS NOTICE, THE BANKRUPTCY COURT MAY GRANT THE RELIEF REQUESTED IN THE OBJECTION WITHOUT FURTHER NOTICE OR HEARING.

Dated: February 2, 2010
Wilmington, Delaware



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Marcia L. Goldstein
Brian S. Rosen

*Attorneys for the Debtors and
Debtors in Possession*

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

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: **Chapter 11**
: **Case No. 08-12229 (MFW)**
: **(Jointly Administered)**
: **Hearing Date: March 4, 2010 at 11:30 a.m. (ET)**
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In re
WASHINGTON MUTUAL, INC., et al.,¹
Debtors.

**NOTICE OF DEBTORS' TWENTY-SECOND OMNIBUS (NON-SUBSTANTIVE)
OBJECTION TO CLAIMS**

PLEASE TAKE NOTICE THAT on February 2, 2010, the above-captioned debtors and debtors-in-possession (the "Debtors") filed the attached *Debtors' Twenty-Second Omnibus (Non-Substantive) Objection to Claims* (the "Objection") with the United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court").² By the Objection, the Debtors are seeking to disallow and expunge one or more of your claims (each, a "Claim" and collectively, the "Claims") as listed on the exhibits to the proposed order to the Objection.

THE OBJECTION SEEKS TO ALTER YOUR RIGHTS. ANY CLAIM THAT THE BANKRUPTCY COURT DISALLOWS WILL BE TREATED AS IF IT HAD NOT BEEN FILED. THEREFORE, YOU SHOULD READ THIS NOTICE (INCLUDING THE OBJECTION) CAREFULLY AND DISCUSS THEM WITH YOUR ATTORNEY. IF YOU DO NOT HAVE AN ATTORNEY, YOU MAY WISH TO CONSULT ONE.

Critical Information for Claimants Choosing to File a Response to the Objection

Filing a Response. If you oppose the disallowance and expungement of your Claim(s) that are subject to the Objection, and if you are unable to resolve the Objection with the Debtors before the deadline to object, then you must file and serve a written response (the "Response") to the Objection in accordance with this Notice. If you do not oppose the disallowance and expungement of your Claim(s), then you do not need to file a written Response to the Objection and you do not need to appear at the hearing on the Objection (described below).

The deadline for filing a Response is February 16, 2010 at 4:00 p.m. Eastern Standard Time (the "Response Deadline").

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.

² Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Objection.

THE BANKRUPTCY COURT WILL ONLY CONSIDER YOUR RESPONSE IF YOUR RESPONSE IS FILED, SERVED AND RECEIVED BY THE RESPONSE DEADLINE IN ACCORDANCE WITH THE INSTRUCTIONS SET FORTH IN THIS NOTICE.

Your Response will be deemed timely filed only if the Response is actually received on or before the Response Deadline in the office of the clerk of the Bankruptcy Court at the following address:

Clerk of the Court for the
United States Bankruptcy Court
for the District of Delaware
824 North Market Street, 3rd Floor
Wilmington, Delaware 19801

Your Response will be deemed properly-served only if the Response is actually received on or before the Response Deadline by the following parties (collectively, the "Notice Parties"):

WEIL, GOTSHAL & MANGES LLP
Attn: Marcia L. Goldstein
Attn: Brian S. Rosen
767 Fifth Avenue
New York, New York 10153

RICHARDS, LAYTON & FINGER, P.A.
Attn: Mark D. Collins
Attn: Chun I. Jang
One Rodney Square
920 North King Street
Wilmington, Delaware 19801

Co-Counsel to the Debtors

Contents of Each Response. Every Response to this Objection must contain at a minimum the following information:

- a caption setting forth the name of the Court, the name of the Debtors, the case number and the title of the Objection to which the Response is directed;
- the name of the claimant, his/her/its claim number and a description of the basis for the amount of the claim;
- the specific factual basis and supporting legal argument upon which the party will rely in opposing this Objection;
- any supporting documentation, to the extent it was not included with the Proof of Claim previously filed with the clerk or claims agent, upon which the party will rely to support the basis for and amounts asserted in the Proof of Claim; and
- the name, address, telephone number and fax number of the person(s) (which may be the claimant or the claimant's legal representative) with whom counsel for the Debtors should communicate with respect to the claim or the Objection and who possesses authority to reconcile, settle, or otherwise resolve the objection to the disputed claim on behalf of the claimant.

Hearing on the Objection. If a Response is properly filed and served in accordance with this notice, a hearing on the Objection and the Response will be held on **March 4, 2010 at 11:30 a.m. (EST)** (the "Hearing") before the Honorable Mary F. Walrath, United States Bankruptcy Judge, in the Bankruptcy Court located at 824 Market Street, 5th Floor, Courtroom 4, Wilmington, Delaware 19801. If you file a Response to the Objection, then you should plan to appear at the hearing on the Objection. The Debtors, however, reserve the right to continue the hearing with respect to the Objection and the Response.

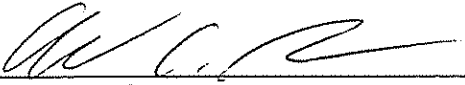
**IF YOU FAIL TO RESPOND IN ACCORDANCE WITH THIS
NOTICE, THE COURT MAY GRANT THE RELIEF DEMANDED
BY THE OBJECTION WITHOUT FURTHER NOTICE OR HEARING.**

Additional Information

Questions. If you have any questions regarding the Objection and/or if you wish to obtain a copy of the Objection or related documents, please feel free to contact the Debtors' Voting and Claims Agent, Kurtzman Carson Consultants LLC, by: (a) calling the Debtors' restructuring hotline at (888) 830-4644 (b) visiting the Debtors' restructuring website at: <http://www.kccllc.net/wamu> and/or (c) writing to Washington Mutual Claims Processing, c/o Kurtzman Carson Consultants LLC, 2335 Alaska Avenue, El Segundo, California 90245.

Reservation of Rights. Nothing in this notice or the Objection constitutes a waiver of the Debtors' right to assert any claims, counterclaims, rights of offset or recoupment, preference actions, fraudulent-transfer actions or any other claims against you of the Debtors. Unless the Bankruptcy Court allows your Claims or specifically orders otherwise, the Debtors have the right to object on any grounds to the Claims (or to any other Claims or causes of action you may have filed or that have been scheduled by the Debtors) at a later date. In such event, you will receive a separate notice of any such objections.

Dated: February 2, 2010
Wilmington, Delaware



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Marcia L. Goldstein
Brian S. Rosen

*Attorneys for the Debtors and
Debtors in Possession*

Exhibit A

Twenty Second (22nd) Omnibus (Non-substantive) Objection to Claims
 Exhibit A
Amended Claims

Name of Claimant	Remaining Claim Number	Amended Claim to Be Expunged	Filed Claim Amount	Debtor	Reason for Disallowance
AT&T Corp	3804	1697	\$1,685,908.51	WMI	Amended and Superseded Claim
Daniel R. Coleman	3810	3680	\$581,250.00	WMI	Amended and Superseded Claim
Daniel R. Coleman Lead Plaintiff, Policemen's Annuity and Benefit Fund of the City of Chicago, on behalf of the putative class in Case No. C09- 0037 (MJP) (W.D. Wash.)	3811	2080	\$581,250.00	WMI	Amended and Superseded Claim
Department of the Treasury Internal Revenue Service	3812	3515	\$39,837,106,891.00	WMI	Amended and Superseded Claim
Brian L. Placzek	3813	3744	\$9,835,935,669.51	WMI	Amended and Superseded Claim
Brian L. Placzek	3814	3667	\$495,000.00	WMI	Amended and Superseded Claim
Brian L. Placzek	3815	1717	\$495,000.00	WMI	Amended and Superseded Claim

Exhibit B

Twenty Second (22nd) Omnibus (Non-Substantive) Objection to Claims
Exhibit B
Unsupported Claims

Name of Claimant	Claim Number		Filed		Debtor	Reason for Disallowance
			Claim Amount			
KENNETH GRISSINGER		762	UNLIQUIDATED		WMI	No basis in the Debtors books and records and does not include sufficient information
Thomas B Wooten		872	\$25,000.00		WMI	No basis in the Debtors books and records and does not include sufficient information
Paul and Kelly McClellan		1615	\$25,000.00		WMI	No basis in the Debtors books and records and does not include sufficient information
Barbara Rizzo		1624	\$15,015.00		WMI	No basis in the Debtors books and records and does not include sufficient information
Jack A Matalika		3612	\$1,000,000.00		WMI	No basis in the Debtors books and records and does not include sufficient information

Exhibit C

Twenty Second (22nd) Omnibus (Non-Substantive) Objection to Claims
Exhibit C
Duplicate (Bondholder) Claims

Name of Claimant	Duplicate Claim to Be Expunged	Filed Claim Amount	Debtor	Reason for Disallowance
Wachovia Securities	3423	\$4,132.50	WMI	Duplicate Claim
Ann N Holmes	1565	\$5,325.43	WMI	Duplicate Claim
Elaine K Greenwald	1187	\$6,861.00	WMI	Duplicate Claim
Jamey Matalka	3606	\$10,000.00	WMI	Duplicate Claim
Judith Ragone	2321	\$12,242.00	WMI	Duplicate Claim
Michael E Fitzpatrick MD	3628	\$13,790.00	WMI	Duplicate Claim
Norma E Cohen	3013	UNLIQUIDATED	WMI	Duplicate Claim
CVI GVF Lux Master S a r l	2203	UNLIQUIDATED	WMI	Duplicate Claim
Taconic Capital Partners I 5 LP	2394	UNLIQUIDATED	WMI	Duplicate Claim
Taconic Master Fund I 5 LP	2401	UNLIQUIDATED	WMI	Duplicate Claim
Taconic Capital Partners I 5 LP	2404	UNLIQUIDATED	WMI Investment Corp.	Duplicate Claim
Taconic Market Dislocation Fund II LP	2566	UNLIQUIDATED	WMI	Duplicate Claim
CVI GVF Lux Master S a r l	2567	UNLIQUIDATED	WMI Investment Corp.	Duplicate Claim
Taconic Market Dislocation Fund II LP	2570	UNLIQUIDATED	WMI Investment Corp.	Duplicate Claim
Taconic Opportunity Fund LP	2572	UNLIQUIDATED	WMI Investment Corp.	Duplicate Claim
Taconic Opportunity Fund LP	2574	UNLIQUIDATED	WMI	Duplicate Claim
Taconic Master Fund LP	2623	UNLIQUIDATED	WMI	Duplicate Claim
Taconic Master Fund I 5 LP	2625	UNLIQUIDATED	WMI Investment Corp.	Duplicate Claim
Taconic Opportunity Master Fund LP	2655	UNLIQUIDATED	WMI Investment Corp.	Duplicate Claim
Taconic Master Fund LP	2711	UNLIQUIDATED	WMI Investment Corp.	Duplicate Claim
Taconic Capital Partners LP	2712	UNLIQUIDATED	WMI Investment Corp.	Duplicate Claim
Taconic Market Dislocation Master Fund II LP	2713	UNLIQUIDATED	WMI Investment Corp.	Duplicate Claim
Taconic Opportunity Master Fund LP	2714	UNLIQUIDATED	WMI	Duplicate Claim
Taconic Market Dislocation Master Fund II LP	2715	UNLIQUIDATED	WMI	Duplicate Claim
Taconic Capital Partners LP	2716	UNLIQUIDATED	WMI	Duplicate Claim
Valinor Capital Partners Offshore Master Fund LP	2830	UNLIQUIDATED	WMI	Duplicate Claim
Valinor Capital Partners LP	2833	UNLIQUIDATED	WMI	Duplicate Claim
Valinor Capital Partners LP	2834	UNLIQUIDATED	WMI Investment Corp.	Duplicate Claim
Valinor Capital Partners Offshore Master Fund LP	2835	UNLIQUIDATED	WMI Investment Corp.	Duplicate Claim
Elliott Associates LP	2952	UNLIQUIDATED	WMI	Duplicate Claim
Elliott International LP	2953	UNLIQUIDATED	WMI Investment Corp.	Duplicate Claim
Owl Creek Asia Master Fund Ltd	3091	UNLIQUIDATED	WMI Investment Corp.	Duplicate Claim
Owl Creek II LP	3096	UNLIQUIDATED	WMI Investment Corp.	Duplicate Claim
Owl Creek I LP	3098	UNLIQUIDATED	WMI Investment Corp.	Duplicate Claim

Twenty Second (22nd) Omnibus (Non-Substantive) Objection to Claims

Exhibit C

Duplicate (Bondholder) Claims

	Duplicate Claim to	Filed		Reason for
Owl Creek Overseas Fund Ltd	3100	UNLIQUIDATED	WMI Investment Corp.	Duplicate Claim
Owl Creek Asia I LP	3103	UNLIQUIDATED	WMI Investment Corp.	Duplicate Claim
Owl Creek Socially Responsible Investment Fund	3108	UNLIQUIDATED	WMI Investment Corp.	Duplicate Claim
Owl Creek Asia II LP	3116	UNLIQUIDATED	WMI Investment Corp.	Duplicate Claim
Owl Creek I LP	3123	UNLIQUIDATED	WMI	Duplicate Claim
Owl Creek II LP	3128	UNLIQUIDATED	WMI	Duplicate Claim
Owl Creek Socially Responsible Investment Fund	3132	UNLIQUIDATED	WMI	Duplicate Claim
Owl Creek Asia I LP	3133	UNLIQUIDATED	WMI	Duplicate Claim
Owl Creek Overseas Fund Ltd	3137	UNLIQUIDATED	WMI	Duplicate Claim
Owl Creek Asia II LP	3139	UNLIQUIDATED	WMI	Duplicate Claim
Owl Creek Asia Master Fund Ltd	3142	UNLIQUIDATED	WMI	Duplicate Claim
Elliott Associates LP	3519	UNLIQUIDATED	WMI Investment Corp.	Duplicate Claim
The Liverpool Limited Trust	3520	UNLIQUIDATED	WMI Investment Corp.	Duplicate Claim
Elliot International LP	3521	UNLIQUIDATED	WMI	Duplicate Claim
The Liverpool Limited Partnership	3522	UNLIQUIDATED	WMI	Duplicate Claim

Exhibit D
(Goulding Declaration)

UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE

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

**DECLARATION OF JONATHAN GOULDING PURSUANT
TO LOCAL RULE 3007-1 IN SUPPORT OF DEBTORS'
TWENTY-SECOND OMNIBUS (NON-SUBSTANTIVE) OBJECTION TO CLAIMS**

I, Jonathan Goulding, pursuant to 28 U.S.C. § 1746, hereby declare under penalty of perjury that the following is true and correct to the best of my knowledge, information and belief:

1. I am a Senior Director with Alvarez & Marsal North America, LLC ("A&M") and the current Treasurer of both Washington Mutual, Inc. ("WMI") and WMI Investment Corp. ("WMI Investment," and together with WMI, the "Debtors"). By order, dated November 6, 2008 [Docket No. 246], the Debtors were, among other things, authorized to retain A&M as restructuring advisors, and to designate certain other personnel of A&M and its wholly owned subsidiaries, such as myself, to assist in the Debtors' restructuring process. Unless otherwise stated in this Declaration, I have personal knowledge of the facts set forth herein.

2. In my capacity as Treasurer of the Debtors, I am one of the persons responsible for overseeing the claims reconciliation and objection process in the Debtors' chapter

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.

11 cases. The Debtors' ongoing claims reconciliation process involves the collective effort of a team of A&M and WMI employees, as well as Debtors' counsel, Weil, Gotshal & Manges LLP, and the Debtors' claims agent, Kurtzman Carson Consultants LLC.

3. I submit this Declaration in support of the *Debtors' Twenty-Second Omnibus (Non-substantive) Objection to Claims* (the "Twenty-Second Omnibus Objection"). In preparation for filing the Twenty-Second Omnibus Objection, and under my direction and/or supervision, each of the claims at issue in the Twenty-Second Omnibus Objection was carefully reviewed and analyzed in good faith using due diligence by the appropriate personnel. These efforts resulted in the identification of (i) the Amended and Superseded Claims² (ii) the Unsupported Claims and (iii) the Duplicate Claims, as identified on Exhibit A, Exhibit B, and Exhibit C, respectively, to the Twenty-Second Omnibus Objection.

4. I have also personally reviewed the Twenty-Second Omnibus Objection and exhibits thereto and am, accordingly, familiar with the information contained therein.

Claims Objection

5. To the best of my knowledge, information and belief, the claims listed on Exhibit A to the Twenty-Second Omnibus Objection have been amended and superseded by subsequently filed claims. Accordingly, to prevent multiple recoveries by claimants, the Debtors request that the Amended and Superseded Claims be disallowed in their entirety.

6. To the best of my knowledge, information and belief, the claims listed on Exhibit B to the Twenty-Second Omnibus Objection are inconsistent with the Debtors' books and records as to the Debtors' actual liability with respect to such claims, and there is no supporting detail provided for the discrepancy. Because the Debtors' books and records reflect

² Capitalized terms used, but not defined, herein shall have the meaning ascribed to them in the Twenty-Second Omnibus Objection.

that no liability is due and owing on account of the Unsupported Claims, the Debtors request that the Court disallow the Unsupported Claims in their entirety.

7. To the best of my knowledge, information and belief, the claims listed on Exhibit C to the Twenty-Second Omnibus Objection have been filed by individual Noteholders and are with respect to the same alleged obligations as the claims asserted in the Indenture Trustee Claims, the relevant portions of which have been allowed in these chapter 11 cases. Accordingly, the claims listed on Exhibit C to the Twenty-Second Omnibus Objection are duplicate claims. Accordingly, to prevent multiple recoveries by the same creditor, the Debtors request that the Duplicate Claims be disallowed in their entirety.

8. Based on the foregoing, and to the best of my knowledge, information and belief, the information contained in the Twenty-Second Omnibus Objection and exhibits thereto is true and correct, and the relief requested therein is in the best interests of the Debtors, their estates and creditors.

9. I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct to the best of my knowledge and belief.

Dated: February 2, 2010

By: 
Jonathan Goulding

Exhibit E
(Proposed Order)

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

	X	
<i>In re</i>	:	Chapter 11
WASHINGTON MUTUAL, INC., <u>et al.</u> , ¹	:	Case No. 08-12229 (MFW)
Debtors.	:	(Jointly Administered)
	X	Re: Docket No. _____

**ORDER GRANTING DEBTORS' TWENTY-SECOND
OMNIBUS (NON-SUBSTANTIVE) OBJECTION TO CLAIMS**

Upon the objection, dated February 2, 2010 (the "Twenty-Second Omnibus Objection"), of Washington Mutual, Inc. ("WMI") and WMI Investment Corp. (collectively, the "Debtors"), as debtors and debtors in possession, for entry of an order recategorizing, disallowing and/or expunging in their entirety certain claims filed against these estates, all as more fully set forth in the Twenty-Second Omnibus Objection; and upon the *Declaration of Jonathan Goulding Pursuant to Local Rule 3007-1 in Support of the Twenty-Second Omnibus Objection*, dated as of February 2, 2010; and the Court having jurisdiction to consider the Twenty-Second Omnibus Objection and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334; and consideration of the Twenty-Second Omnibus Objection and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Twenty-Second Omnibus Objection having been provided to those parties identified therein, and no other or further notice being required; and the Court having determined that the relief sought in the

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.

Twenty-Second Omnibus Objection is in the best interest of the Debtors, their creditors, and all parties in interest; and the Court having determined that the legal and factual bases set forth in the Twenty-Second Omnibus Objection establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, it is

ORDERED that the Twenty-Second Omnibus Objection is GRANTED as set forth herein; and it is further

ORDERED that each claim listed on Exhibit A hereto and listed in the column marked "Amended Claim to be Expunged" is hereby disallowed in its entirety; and it is further

ORDERED that each claim listed on Exhibit B hereto hereby is disallowed in its entirety; and it is further

ORDERED that each claim listed on Exhibit C hereto hereby is disallowed in its entirety; and it is further

ORDERED that the rights and defenses of all parties, including, without limitation, the Debtors, to each claim listed on Exhibit A hereto and listed in the column marked "Remaining Claim Number" are expressly preserved; and it is further

ORDERED that Kurtzman Carson Consultants, LLC, the Debtors' court-appointed claims and noticing agent, is authorized and directed to delete the claims disallowed pursuant to this Order from the official claims register in these chapter 11 cases; and it is further

ORDERED that nothing contained herein (a) shall be, or shall be deemed to be, a determination that JPMorgan Chase Bank, N.A. or any of its affiliates or subsidiaries ("JPMC"), Washington Mutual Bank ("WMB") or any of WMB's subsidiaries, or any other person is or is not liable or responsible in any way for any of the claims that are the subject of this Order or (b) shall prejudice (i) any of JPMC's rights or claims against the Debtors to the extent such rights

or claims are (A) asserted in proofs of claim timely filed by JPMC against the Debtors, as such claims may be amended or modified pursuant to applicable bankruptcy law, or (B) provided for or permitted to be asserted pursuant to an order of this Court entered, or to be entered, upon notice and a hearing to the extent notice and a hearing is required, or (ii) the rights of the Debtors or any other parties in interest to object thereto.; and it is further

ORDERED that this Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation and/or enforcement of this Order.

Dated: March __, 2010
Wilmington, Delaware

THE HONORABLE MARY F. WALRATH
UNITED STATES BANKRUPTCY JUDGE

Exhibit A

**Twenty Second (22nd) Omnibus (Non-substantive) Objection to Claims
Exhibit A
Amended Claims**

Name of Claimant	Remaining Claim Number	Amended Claim to Be Expunged	Filed Claim Amount	Debtor	Reason for Disallowance
AT&T Corp	3804	1697	\$1,685,908.51	WMI	Amended and Superseded Claim
Daniel R. Coleman	3810	3680	\$581,250.00	WMI	Amended and Superseded Claim
Daniel R. Coleman	3811	2080	\$581,250.00	WMI	Amended and Superseded Claim
Lead Plaintiff, Policemen's Annuity and Benefit Fund of the City of Chicago, on behalf of the putative class in Case No. C09-0037 (MJP) (W.D. Wash.)	3812	3515	\$39,837,106,891.00	WMI	Amended and Superseded Claim
Department of the Treasury Internal Revenue Service	3813	3744	\$9,835,935,669.51	WMI	Amended and Superseded Claim
Brian L. Placzek	3814	3667	\$495,000.00	WMI	Amended and Superseded Claim
Brian L. Placzek	3815	1717	\$495,000.00	WMI	Amended and Superseded Claim

Exhibit B

**Twenty Second (22nd) Omnibus (Non-Substantive) Objection to Claims
Exhibit B
Unsupported Claims**

Name of Claimant	Filed		Debtor	Reason for Disallowance
	Claim Number	Claim Amount		
KENNETH GRISSINGER	762	UNLIQUIDATED	WMI	No basis in the Debtors books and records and does not include sufficient information
Thomas B Wooten	872	\$25,000.00	WMI	No basis in the Debtors books and records and does not include sufficient information
Paul and Kelly McClellan	1615	\$25,000.00	WMI	No basis in the Debtors books and records and does not include sufficient information
Barbara Rizzo	1624	\$15,015.00	WMI	No basis in the Debtors books and records and does not include sufficient information
Jack A Matalka	3612	\$1,000,000.00	WMI	No basis in the Debtors books and records and does not include sufficient information

Exhibit C

Twenty Second (22nd) Omnibus (Non-Substantive) Objection to Claims

Exhibit C

Duplicate (Bondholder) Claims

Name of Claimant	Duplicate Claim to Be Expunged	Filed Claim Amount	Debtor	Reason for Disallowance
Wachovia Securities	3423	\$4,132.50	WMI	Duplicate Claim
Ann N Holmes	1565	\$5,325.43	WMI	Duplicate Claim
Elaine K Greenwald	1187	\$6,861.00	WMI	Duplicate Claim
Jamey Matalka	3606	\$10,000.00	WMI	Duplicate Claim
Judith Ragone	2321	\$12,242.00	WMI	Duplicate Claim
Michael E Fitzpatrick MD	3628	\$13,790.00	WMI	Duplicate Claim
Norma E Cohen	3013	UNLIQUIDATED	WMI	Duplicate Claim
CVI GVF Lux Master S a r l	2203	UNLIQUIDATED	WMI	Duplicate Claim
Taconic Capital Partners I S LP	2394	UNLIQUIDATED	WMI	Duplicate Claim
Taconic Master Fund I S LP	2401	UNLIQUIDATED	WMI	Duplicate Claim
Taconic Capital Partners I S LP	2404	UNLIQUIDATED	WMI Investment Corp.	Duplicate Claim
Taconic Market Dislocation Fund II LP	2566	UNLIQUIDATED	WMI	Duplicate Claim
CVI GVF Lux Master S a r l	2567	UNLIQUIDATED	WMI Investment Corp.	Duplicate Claim
Taconic Market Dislocation Fund II LP	2570	UNLIQUIDATED	WMI Investment Corp.	Duplicate Claim
Taconic Opportunity Fund LP	2572	UNLIQUIDATED	WMI Investment Corp.	Duplicate Claim
Taconic Opportunity Fund LP	2574	UNLIQUIDATED	WMI	Duplicate Claim
Taconic Master Fund LP	2623	UNLIQUIDATED	WMI	Duplicate Claim
Taconic Master Fund I S LP	2625	UNLIQUIDATED	WMI Investment Corp.	Duplicate Claim
Taconic Opportunity Master Fund LP	2655	UNLIQUIDATED	WMI Investment Corp.	Duplicate Claim
Taconic Master Fund LP	2711	UNLIQUIDATED	WMI Investment Corp.	Duplicate Claim
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Elliott Associates LP	2952	UNLIQUIDATED	WMI	Duplicate Claim
Elliott International LP	2953	UNLIQUIDATED	WMI Investment Corp.	Duplicate Claim
Owl Creek Asia Master Fund Ltd	3091	UNLIQUIDATED	WMI Investment Corp.	Duplicate Claim
Owl Creek II LP	3096	UNLIQUIDATED	WMI Investment Corp.	Duplicate Claim
Owl Creek I LP	3098	UNLIQUIDATED	WMI Investment Corp.	Duplicate Claim

Twenty Second (22nd) Omnibus (Non-Substantive) Objection to Claims

Exhibit C

Duplicate (Bondholder) Claims

	Duplicate Claim to	Filed		Reason for
Owl Creek Overseas Fund Ltd	3100	UNLIQUIDATED	WMI Investment Corp.	Duplicate Claim
Owl Creek Asia I LP	3103	UNLIQUIDATED	WMI Investment Corp.	Duplicate Claim
Owl Creek Socially Responsible Investment Fund	3108	UNLIQUIDATED	WMI Investment Corp.	Duplicate Claim
Owl Creek Asia II LP	3116	UNLIQUIDATED	WMI Investment Corp.	Duplicate Claim
Owl Creek I LP	3123	UNLIQUIDATED	WMI	Duplicate Claim
Owl Creek II LP	3128	UNLIQUIDATED	WMI	Duplicate Claim
Owl Creek Socially Responsible Investment Fund	3132	UNLIQUIDATED	WMI	Duplicate Claim
Owl Creek Asia I LP	3133	UNLIQUIDATED	WMI	Duplicate Claim
Owl Creek Overseas Fund Ltd	3137	UNLIQUIDATED	WMI	Duplicate Claim
Owl Creek Asia II LP	3139	UNLIQUIDATED	WMI	Duplicate Claim
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Elliott Associates LP	3519	UNLIQUIDATED	WMI Investment Corp.	Duplicate Claim
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