

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

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In re: : Chapter 11  
: :  
: : Case No. 08-12229 (MFW)  
: : Jointly Administered  
WASHINGTON MUTUAL, INC., *et al.*,<sup>1</sup> :  
: : **Re: Docket No.** \_\_\_\_\_  
: :  
Debtors. :  
: :  
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**ORDER AUTHORIZING THE EMPLOYMENT AND RETENTION  
OF VENABLE LLP AS COUNSEL TO THE OFFICIAL COMMITTEE  
OF EQUITY SECURITY HOLDERS PURSUANT TO  
11 U.S.C. § 1103, NUNC PRO TUNC TO JANUARY 11, 2010**

Upon the application (“Application”)<sup>2</sup> of the Official Committee of Equity Security Holders (the “Committee”) of Washington Mutual, Inc., *et al.* (the “Debtors”) for an Order authorizing the Committee to employ the law firm of Venable LLP (“Venable”) as its counsel in the above-captioned chapter 11 case, effective as of the date of the appointment of the Committee, and the Court having reviewed the Application and the Verified Statement of Gregory A. Cross in Support of the Application (the “Verified Statement”), attached to the Application; and the Court having determined that the legal and factual basis set forth in the Application and the Verified Statement establish just cause for the relief granted herein;

THE COURT HEREBY FINDS THAT:

<sup>1</sup> 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.

<sup>2</sup> Capitalized terms not defined herein have the meaning given to them in the Application.



A. The Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334.

B. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2).

C. Notice of the Application was sufficient under the circumstances.

D. The Application and the Verified Statement are in full compliance with applicable provisions of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and the Local Rules of this Court (the “Local Rules”).

IT IS HEREBY ORDERED THAT:

1. The Application is GRANTED.

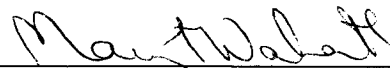
2. The Committee is authorized to employ Venable as its counsel in the above-captioned chapter 11 case, effective as of January 11, 2010, in accordance with the Application and the Verified Statement.

3. Venable is authorized to perform any and all legal services for the Committee that are necessary or appropriate in connection with this chapter 11 case.

4. Venable shall be compensated for its services and reimbursed for any related expenses in accordance with applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules and any other applicable orders of this Court.

Dated: February 22, 2010

BY THE COURT:



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HONORABLE MARY F. WALRATH,  
United States Bankruptcy Judge