

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

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

ORDER AUTHORIZING THE EMPLOYMENT AND RETENTION OF BENESCH, FRIEDLANDER, COPLAN & ARONOFF LLP AS ITS DELAWARE AND CONFLICT COUNSEL TO THE OFFICIAL COMMITTEE OF EQUITY SECURITY HOLDERS PURSUANT TO 11 U.S.C. §§ 327 AND 1103, NUNC PRO TUNC TO JANUARY 11, 2010

Upon the application (the "Application")¹ 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 Benesch, Friedlander, Coplan & Aronoff LLP ("Benesch") 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 Bradford J. Sandler in Support of the Application (the "Verified Statement"), a partner in the law firm of Benesch, 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:

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

¹ Capitalized terms not defined herein have the meaning given to them in the Application.




- 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 Benesch as its Delaware and conflict counsel in the above-captioned chapter 11 case, effective as of January 11, 2010, in accordance with the Application and the Verified Statement.
- 3. Benesch 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. Benesch 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:



HONORABLE MARY F. WALRATH,
United States Bankruptcy Judge