

UNITED STATES BANKRUPTCY COURT
FOR THE 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. <u>2453</u>

**ORDER APPROVING STIPULATION CONCERNING
WITHDRAWAL WITHOUT PREJUDICE OF (I) DEBTORS' OBJECTION
TO PROOF OF CLAIM NUMBER 8 FILED BY THE INTERNAL REVENUE
SERVICE AND (II) RELATED RESPONSE FILED BY THE UNITED STATES**

Upon consideration of the *Stipulation Concerning Withdrawal Without Prejudice of (I) Debtors' Objection to Proof of Claim Number 8 Filed by the Internal Revenue Service and (II) Related Response Filed by the United States* (the "Stipulation"), a copy of which is attached hereto as Exhibit 1, as agreed to by and among Washington Mutual, Inc. ("WMI") and WMI Investment Corp. (collectively, the "Debtors"), the Department of the Treasury, Internal Revenue Service (the "IRS"), and the United States Department of Justice, as counsel for the United States (the "United States" and, together with the Debtors and the IRS, the "Parties"), it is hereby

ORDERED that the Stipulation, attached as Exhibit 1 hereto, is APPROVED; and it is further

ORDERED that the Parties are hereby authorized to take any and all actions reasonably necessary to effectuate the terms of the Stipulation; and it is further

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.



ORDERED that this Court shall retain jurisdiction over any and all matters arising from or related to the implementation or interpretation of the Stipulation or this Order.

Dated: March 11, 2010
Wilmington, Delaware



THE HONORABLE MARY F. WALRATH
UNITED STATES BANKRUPTCY JUDGE

EXHIBIT 1

UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

	X	
<i>In re</i>	:	
	:	Chapter 11
WASHINGTON MUTUAL, INC., <u>et al.</u> , ¹	:	Case No. 08-12229 (MFW)
	:	(Jointly Administered)
Debtors.	:	Re: Docket Nos. 584 and 684
	X	

**STIPULATION CONCERNING WITHDRAWAL WITHOUT
PREJUDICE OF (I) DEBTORS' OBJECTION TO PROOF OF CLAIM
NUMBER 8 FILED BY THE INTERNAL REVENUE SERVICE
AND (II) RELATED RESPONSE FILED BY THE UNITED STATES**

Washington Mutual, Inc. ("WMI") and WMI Investment Corp. (collectively, the "Debtors"), the Department of the Treasury, Internal Revenue Service (the "IRS"), and the United States Department of Justice, as counsel for the United States (the "United States"), by and through the undersigned, hereby stipulate as follows:

RECITALS

A. On September 26, 2008 (the "Commencement Date"), each of the Debtors commenced with this Court a voluntary case pursuant to chapter 11 of title 11 of the United States Code (the "Bankruptcy Code").

B. 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.

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.

C. On October 3, 2008, the Court entered an order, pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), authorizing the joint administration of the Debtors’ chapter 11 cases.

D. By order, dated January 30, 2009 (the “Bar Date Order”), the Court established 5:00 p.m. (prevailing Eastern time) on 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 no later than the Bar Date.

E. On or about October 27, 2008, the IRS filed a proof of claim, claim number 8, against WMI (as most recently amended and superseded by proof of claim number 3824, the “IRS Proof of Claim”).

F. On January 22, 2009, the Debtors filed their Objection to Proof of Claim Number 8 Filed by the Internal Revenue Service [Docket No. 584] (the “Objection”).

G. On February 3, 2009, the United States filed the United States’ Response to Debtors’ Objection to Proof of Claim Number 8 Filed by the Internal Revenue Service [Docket No. 684] (the “Response”).

H. Since the filing of the Objection and the Response, the Debtors, the IRS, and the United States have continued to work together to determine the Debtors’ ultimate tax liability to the IRS, if any.

I. The Debtors, the IRS, and the United States continue to seek to resolve consensually outstanding issues regarding the Debtors’ potential liability to the IRS.

NOW THEREFORE, the Debtors, the IRS, and the United States, by and through the undersigned, agree as follows:

AGREEMENT

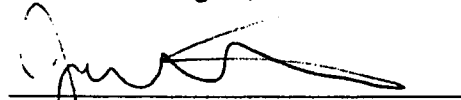
1. As of the date of entry of an order of the Bankruptcy Court approving this Stipulation, the Objection and the Response shall be deemed withdrawn without prejudice.
2. The Debtors reserve all of their rights with respect to the IRS Proof of Claim, including, but not limited to, the right to object to the IRS Proof of Claim and any future amendments or supplements thereto, and neither this Stipulation nor the withdrawal of the Objection shall constitute in any way an acceptance or admission of the validity, in whole or in part, of the IRS Proof of Claim.
3. The IRS and the United States reserve all of their rights with respect to the IRS Proof of Claim, including, but not limited to, the right to reduce, amend, or supplement the claim, and the right to respond to any objections interposed thereto.
4. The parties acknowledge that nothing in this Stipulation shall have any effect or shall alter in any respect the Bar Date or the Bar Date Order, or grant the IRS, the United States, or any other creditor or party in interest any relief from the Bar Date or the Bar Date Order, apart from what they may otherwise be entitled to.
5. Each party represents and warrants that it has participated in the drafting and preparation of this Stipulation.

[Remainder of page intentionally left blank.]

4. Notwithstanding any applicable Bankruptcy Rule or Local Rule of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware, the terms of this Stipulation shall be immediately effective and enforceable upon entry of an order of the Bankruptcy Court approving this Stipulation.

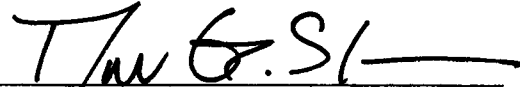
Dated: March 3, 2010

Wilmington, Delaware



Jan M. Geht, Esq.
Tax Division
U.S. Department of Justice
P.O. Box 227
Washington, D.C. 20044
Telephone: (202) 307-6449
Facsimile: (202) 514-6866

Counsel for the United States



Mark D. Collins, Esq. (No. 2981)
Chun J. Jang (No. 4790)
Lee E. Kaufman (No. 4877)
Drew G. Sloan (No. 5069)
RICHARDS, LAYTON & FINGER, P.A.
One Rodney Square
920 North King Street
Wilmington, DE 19801
Telephone: (302) 651-7700
Facsimile: (302) 651-7701

-and-

Marcia L. Goldstein, Esq.
Brian S. Rosen, Esq.
WEIL, GOTSHAL & MANGES LLP
767 Fifth Avenue
New York, New York 10153
Telephone: (212) 310-8000
Facsimile: (212) 310-8007

*Attorneys for the Debtors and
Debtors in Possession*