

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:	)	Chapter 11
)	
WASHINGTON MUTUAL, INC., <u>et al.</u> , ¹	)	Case No. 08-12229 (MFW)
)	
Debtors.	)	(Jointly Administered)
)	
	)	Hearing Date: April 6, 2010 at 2:00 p.m. (ET)
	)	Objection Deadline: March 30, 2010 at 4:00 p.m. (ET)

APPLICATION FOR AN ORDER PURSUANT TO 11 U.S.C. §§ 328, 330 AND 1103
AND FED. R. BANKR. P. 2014 AUTHORIZING THE RETENTION AND
EMPLOYMENT OF ASHBY & GEDDES, P.A. AS DELAWARE COUNSEL
TO THE OFFICIAL COMMITTEE OF EQUITY SECURITY HOLDERS OF
WASHINGTON MUTUAL, INC., ET AL. NUNC PRO TUNC TO MARCH 4, 2010

The Official Committee of Equity Security Holders (the “Equity Committee”) of the above-captioned debtors and debtors in possession (the “Debtors”), hereby files this application (the “Application”) seeking entry of an order in the form attached hereto as Exhibit B, pursuant to sections 328, 330 and 1103 of title 11 of the United States Code (as amended, the “Bankruptcy Code”) and Rule 2014 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), authorizing the retention of Ashby & Geddes, P.A. (“Ashby & Geddes”) as Delaware counsel to the Equity Committee in these chapter 11 cases *nunc pro tunc* to March 4, 2010. In support of its Application, the Equity Committee relies upon the *Affidavit of William P. Bowden in Support of the Application for an Order Pursuant to 11 U.S.C. §§ 328, 330 and 1103 and Fed. R. Bankr. P. 2014 Authorizing the Retention and Employment of Ashby & Geddes, P.A. as Delaware Counsel to the Official Committee of Equity Security Holders of Washington Mutual, Inc., et al. Nunc Pro Tunc to March 4, 2010* (the “Bowden Affidavit”), attached hereto as Exhibit A. In

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: Washington Mutual, Inc. (3725) and WMI Investment Corp. (5396). The Debtors’ principal offices are located at 1301 Second Avenue, Seattle, Washington 98101.

{00387407;v2}



further support of the Application, the Equity Committee respectfully represents as follows:

JURISDICTION

1. This Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2).

2. Venue of these cases and this Application is proper in this district in accordance with 28 U.S.C. §§ 1408 and 1409.

3. The statutory and legal predicates for the relief requested herein are sections 328, 330 and 1103 of the Bankruptcy Code and Bankruptcy Rule 2014.

RELEVANT BACKGROUND

4. On September 26, 2008, each of the Debtors filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code.

5. The Debtors continue to operate their businesses and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No trustee or examiner has been appointed in these cases.

6. On January 11, 2010, the United States Trustee for the District of Delaware appointed an official committee of equity security holders (the "Equity Committee").

7. On January 11, 2010, the Equity Committee selected the law firm of Venable LLP ("Venable") as lead counsel and Benesch, Friedlander, Coplan & Aronoff LLP ("Benesch, Friedlander") as Delaware counsel. The Court entered orders authorizing the retention of Venable and Benesch, Friedlander as counsel to the Equity Committee on February 22, 2010 [Docket Nos. 2403 and 2404].

8. On March 4, 2010, the parties filed a Notice of Substitution of Counsel [Docket No. 2460] whereby Benesch, Friedlander withdrew its appearance as Delaware counsel to the

Equity Committee, and Ashby & Geddes entered its appearance as proposed Delaware counsel to the Equity Committee.

RELIEF REQUESTED

9. By this Application, the Equity Committee seeks authority to employ and retain Ashby & Geddes as Delaware counsel *nunc pro tunc* to March 4, 2010.

BASIS FOR RELIEF

A. Ashby & Geddes' Qualifications

10. Ashby & Geddes is well suited to represent the Equity Committee during these chapter 11 cases. Ashby & Geddes has the requisite expertise on matters that are likely to arise in these cases including, but not limited to, handling bankruptcy and debt reorganization problems and procedures arising in the reorganization framework. Ashby & Geddes has become familiar with the Debtors' businesses and affairs, as well as many of the potential legal issues that may arise in the context of these chapter 11 cases. Accordingly, the Equity Committee believes the retention of Ashby & Geddes as Delaware counsel is in the best interests of the Equity Committee and the Debtors' equity security holders.

11. After due consideration and deliberation, the Equity Committee has concluded that its interests and the interests of the Debtors' equity security holders would be best served by the retention of Ashby & Geddes as Delaware counsel to render such legal services as are necessary and appropriate in connection with the matters set forth herein, and other matters that may arise during the pendency of these chapter 11 cases.

B. Payment Of Fees And Expenses

12. Subject to the Court's approval of this Application, Ashby & Geddes will seek approval of payment of compensation and reimbursement of actual, necessary expenses and other

charges by filing of appropriate applications for the allowance of interim and final compensation and reimbursement of expenses pursuant to sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules of Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”) and Orders of the Court. The Equity Committee requests that Ashby & Geddes be compensated on an hourly basis and reimbursed for the actual, necessary expenses it incurs. Although certain additional professionals and paraprofessionals at Ashby & Geddes may provide services to the Equity Committee from time to time, the principal attorneys and paralegal presently designated to represent the Equity Committee, and their current standard hourly rates, are:

<u>Professional</u>	<u>Position</u>	<u>Hourly Rate</u>
William P. Bowden	Member	\$590
Gregory A. Taylor	Member	\$425
Benjamin Keenan	Associate	\$295
Stacy L. Newman	Associate	\$245
Cathie J. Boyer	Paralegal	\$180

13. The hourly rates set forth above are Ashby & Geddes’ current regular hourly rates for work of this nature and are adjusted on an annual basis. These rates are set at a level designed to fairly compensate Ashby & Geddes for the work of its attorneys and paraprofessionals and to cover fixed and routine overhead expenses. Such hourly rates do not include charges for non-legal personnel who also record time spent working on matters for particular clients. It is Ashby & Geddes’ policy to charge its clients for all other services provided and for disbursements and expenses incurred in relation thereto. These disbursements and expenses include, among other things, charges for telephone and facsimile usage (outgoing only), photocopying (ten cents per page), travel, business meals, computerized research, messengers, couriers, postage, witness fees and fees related to trials and hearings. Ashby & Geddes will charge the Equity Committee for these expenses in a manner and at rates consistent with charges generally made to its other clients.

14. During the course of these chapter 11 cases, Ashby & Geddes will seek compensation based upon its normal hourly billing rates in effect for the period in which services are performed and will seek reimbursement of reasonable and necessary out-of-pocket expenses in accordance with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules and Orders of the Court. It is further contemplated that Ashby & Geddes will seek interim compensation and reimbursement of expenses during these chapter 11 cases as permitted by section 331 of the Bankruptcy Code.

15. Other than as set forth above and in the Bowden Affidavit, no arrangement is proposed between the Equity Committee and Ashby & Geddes for compensation to be paid in these chapter 11 cases.

16. Ashby & Geddes understands that any compensation and expenses paid to it must be approved by the Court upon application consistent with the Bankruptcy Code and applicable Bankruptcy Rules.

C. Services To Be Provided

17. During the course of these chapter 11 cases, the Equity Committee anticipates that Ashby & Geddes will be required to render legal services relating to the administration and reorganization of these chapter 11 cases and to the issues that may arise out of the Debtors' businesses including, but not limited to:

- a. providing legal advice regarding the rules and practices of the Court applicable to the Equity Committee's powers and duties as an official committee appointed under section 1102 of the Bankruptcy Code;
- b. providing legal advice regarding any disclosure statement and plan filed in these cases and with respect to the process for approving or disapproving a

- disclosure statement and confirming or denying confirmation of a plan;
- c. preparing and reviewing applications, motions, complaints, answers, orders, agreements and other legal papers filed on behalf of the Equity Committee for compliance with the rules and practices of the Court;
 - d. appearing in Court to present necessary motions, applications and pleadings and otherwise protecting the interests of the Equity Committee and equity security holders of the Debtors; and
 - e. performing such other legal services for the Equity Committee as the Equity Committee believes may be necessary and proper in these chapter 11 cases.

While rendering legal services for the Equity Committee, Ashby & Geddes will coordinate with Venable to avoid any duplication of effort and expense.

D. Bankruptcy Rule 2014 Disclosures

18. To the best of the Equity Committee's knowledge and except as may be set forth in the Bowden Affidavit, including in paragraphs 7, 8 and 9, Ashby & Geddes has not represented the Debtors, any of the creditors of the Debtors or any other parties in interest, or any of their respective affiliates or their respective attorneys, in any matter relating to the Debtors or their estates. To the best of the Equity Committee's knowledge and except as may be set forth in the Bowden Affidavit, Ashby & Geddes does not hold or represent any interest adverse to the interests of the Equity Committee or the Debtors' equity security holders. Accordingly, Ashby & Geddes qualifies as a "disinterested person" within the meaning of sections 101(14) and 328 of the Bankruptcy Code, and Ashby & Geddes' employment is necessary and in the best interests of the Equity Committee and the Debtors' equity security holders.

19. For the reasons set forth above, the Equity Committee submits that Ashby & Geddes' retention and employment is necessary and in the best interest of the Equity Committee and the Debtors' equity security holders.

NOTICE

20. Notice of this Application has been given to: (i) the Office of the United States Trustee; (ii) counsel to the Debtors; and (iii) those parties entitled to notice pursuant to Bankruptcy Rule 2002, in accordance with Local Rule 2002-1(b). In light of the nature of the relief requested herein, the Equity Committee submits that no other or further notice is necessary.

NO PRIOR APPLICATION

21. No previous application for the relief sought herein has been made by Ashby & Geddes to this or any other Court.

CONCLUSION

WHEREFORE, the Equity Committee respectfully requests the entry of an order, substantially in the form attached hereto as Exhibit B, (i) authorizing the Equity Committee to employ and retain Ashby & Geddes as Delaware counsel *nunc pro tunc* to March 4, 2010 on the terms and conditions set forth herein, and (ii) granting such other and further relief as is just and proper.

Dated: March 2, 2010

THE OFFICIAL COMMITTEE OF EQUITY SECURITY
HOLDERS OF WASHINGTON MUTUAL., *et al.*

BY: 
Chairperson of the Official Committee of Equity Security Holders

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

In re:)	Chapter 11
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WASHINGTON MUTUAL, INC., <u>et al.</u> , ¹)	Case No. 08-12229 (MFW)
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Debtors.)	(Jointly Administered)
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)	Hearing Date: April 6, 2010 at 2:00 p.m. (ET)
)	Objection Deadline: March 30, 2010 at 4:00 p.m. (ET)

**NOTICE OF APPLICATION FOR AN ORDER PURSUANT TO 11 U.S.C. §§ 328, 330
AND 1103 AND FED. R. BANKR. P. 2014 AUTHORIZING THE RETENTION AND
EMPLOYMENT OF ASHBY & GEDDES, P.A. AS DELAWARE COUNSEL
TO THE OFFICIAL COMMITTEE OF EQUITY SECURITY HOLDERS OF
WASHINGTON MUTUAL, INC., ET AL. NUNC PRO TUNC TO MARCH 4, 2010**

PLEASE TAKE NOTICE that on March 15, 2010, the Official Committee of Equity Security Holders filed its **Application for an Order Pursuant to 11 U.S.C. §§ 328, 330 and 1103 and Fed. R. Bankr. P. 2014 Authorizing the Retention and Employment of Ashby & Geddes, P.A. as Delaware Counsel to the Official Committee of Equity Security Holders of Washington Mutual, Inc., et al. Nunc Pro Tunc to March 4, 2010** (the "Application") with the United States Bankruptcy Court for the District of Delaware, 824 North Market Street, Wilmington, Delaware 19801 (the "Bankruptcy Court").

PLEASE TAKE FURTHER NOTICE that responses, if any, to the Application must be in writing, in conformity with the Federal Rules of Bankruptcy Procedure and the Local Rules of the United States Bankruptcy Court for the District of Delaware, filed with the Bankruptcy Court and served upon, so as to be received by, the undersigned proposed counsel on or before **March 30, 2010 at 4:00 p.m. (prevailing Eastern Time)**. Only properly and timely filed responses will be considered.

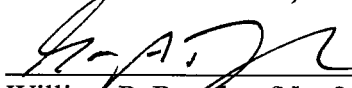
PLEASE TAKE FURTHER NOTICE that this Application is scheduled to be heard by the Court on **April 6, 2010 at 2:00 p.m. (prevailing Eastern Time)** before The Honorable Mary F. Walrath, Judge, United States Bankruptcy Court for the District of Delaware, 824 North Market Street, 5th Floor, Courtroom #4, Wilmington, Delaware 19801.

IF YOU FAIL TO RESPOND IN ACCORDANCE WITH THIS NOTICE, THE COURT MAY GRANT THE RELIEF REQUESTED IN THE APPLICATION WITHOUT FURTHER NOTICE OR HEARING.

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are: Washington Mutual, Inc. (3725) and WMI Investment Corp. (5396). The Debtors' principal offices are located at 1301 Second Avenue, Seattle, Washington 98101.

Dated: March 15, 2010
Wilmington, Delaware

ASHBY & GEDDES, P.A.



William P. Bowden (No. 2553)
Gregory A. Taylor (No. 4008)
Benjamin Keenan (No. 4724)
Stacy L. Newman (No. 5004)
500 Delaware Avenue, 8th Floor
P.O. Box 1150
Wilmington, Delaware 19899
Telephone: 302-654-1888
Facsimile: 302-654-2067

*Proposed Co-Counsel to the Official Committee of Equity
Security Holders of Washington Mutual, Inc., et al.*

-and-

VENABLE LLP

Gregory A. Cross
750 East Pratt Street, Suite 900
Baltimore, MD 21202
Telephone: (410) 244-7400
Facsimile: (410) 244-7742
gacross@venable.com

Jorian L. Rose
1270 Avenue of the Americas
New York, NY 10020
Telephone: (212) 307-5500
Facsimile: (212) 307-5598
jlrose@venable.com

*Counsel to the Official Committee of Equity Security
Holders of Washington Mutual, Inc., et al.*

Exhibit A

(Bowden Affidavit)

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

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

**AFFIDAVIT OF WILLIAM P. BOWDEN IN SUPPORT OF THE
APPLICATION FOR AN ORDER PURSUANT TO 11 U.S.C. §§ 328, 330 AND 1103
AND FED. R. BANKR. P. 2014 AUTHORIZING THE RETENTION AND
EMPLOYMENT OF ASHBY & GEDDES, P.A. AS DELAWARE COUNSEL
TO THE OFFICIAL COMMITTEE OF EQUITY SECURITY HOLDERS OF
WASHINGTON MUTUAL, INC., ET AL. NUNC PRO TUNC TO MARCH 4, 2010**

STATE OF DELAWARE)
) ss.:
COUNTY OF NEW CASTLE)

William P. Bowden, being duly sworn, deposes and says:

1. I am a member of the firm of Ashby & Geddes, P.A. ("Ashby & Geddes" or the "Firm"), which maintains an office for the practice of law at 500 Delaware Avenue, 8th Floor, Wilmington, Delaware 19899. I make this affidavit in support of the *Application for an Order Pursuant to 11 U.S.C. §§ 328, 330 and 1103 and Fed. R. Bankr. P. 2014 Authorizing the Retention and Employment of Ashby & Geddes, P.A. as Delaware Counsel to the Official Committee of Equity Security Holders of Washington Mutual, Inc., et al., Nunc Pro Tunc to March 4, 2010* (the "Application").

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are: Washington Mutual, Inc. (3725) and WMI Investment Corp. (5396). The Debtors' principal offices are located at 1301 Second Avenue, Seattle, Washington 98101.

2. Except as otherwise indicated, I have personal knowledge of the matters set forth herein.² To the extent that any information disclosed herein requires amendment or modification upon additional analysis or discovery of additional information by Ashby & Geddes, Ashby & Geddes will submit a supplemental affidavit disclosing such information.

3. Ashby & Geddes has conducted a series of searches in the Firm's conflicts databases to identify relationships with the Debtors, creditors and other parties-in-interest (or potential parties in interest) in these chapter 11 cases.

4. Ashby & Geddes systematically maintains and updates its conflicts check system in the regular course of its business. The system is designed to record every entity that has ever engaged the firm, and every matter in respect of which the firm has ever been engaged. Further, with respect to each past or present matter, the system records the identity of related parties and adverse parties and the Ashby & Geddes attorney(s) who are knowledgeable about the matter.

5. In connection with preparing this Affidavit, Ashby & Geddes obtained what it believes to be an extensive, but not necessarily comprehensive, list of interested parties and significant creditors (the "Potential Parties-in-Interest") for review in the computerized conflict check system maintained by Ashby & Geddes. Such Potential Parties-in-Interest include: (i) the Debtors, (ii) non-Debtor, non-banking subsidiaries, (iii) non-Debtor, banking subsidiaries, (iv) current and former directors/managers (up to three years); (v) current and former officers (up to three years); (vi) significant stockholders/investors, (vii) secured creditors, (viii) top 30 unsecured creditors, (ix) professionals, (x) litigation parties, (xi) Equity Committee members, and (xii) bank bond holders.

² Certain of the disclosures herein may relate to matters within the knowledge of others with whom I have consulted.

6. A list of the names of the Potential Parties-in-Interest that were submitted to the conflict check system is attached hereto as Exhibit 1.

7. Ashby & Geddes currently represents JPM Morgan Chase Bank (“JPMC”) in bankruptcy proceedings pending in the United States Bankruptcy Court for the District of Delaware which are unrelated to the Debtors’ bankruptcy cases. Ashby & Geddes also currently represents JPMC in [identify any non-bankruptcy matters]. JPM has consented to Ashby & Geddes representation of persons and entities, including official committees, in matters which maybe adverse to JPM, except with respect to any of the following: (a) the commencement and/or prosecution of any claim or cause of action asserting lender liability or similar claim or allegation of JPM misconduct or wrongdoing; (b) any objection to the validity or priority of JPMC’s claims, liens and/or security interests asserted in such matter; and (c) the prosecution of any claim or proceeding to recover any monies or other consideration paid or transferred to JPMC as a voidable transfer under the United States Bankruptcy Code or other applicable law or on any other avoidance theory. In any of the circumstances identified in (a), (b) or (c) above, Ashby & Geddes is prohibited from representing another client in connection with such claim or proceeding, absent JPMC’s express written consent (which JPMC is under no obligation to give).

8. In any of the circumstances identified in paragraph 7 immediately above arise, the Equity Committee will either seek leave to proceed without Delaware counsel (Venable LLP, lead counsel to the Equity Committee, is not subject to such limitations) , or seek to retain local conflicts counsel.

9. Ashby & Geddes previously represented the following entities in these chapter 11 cases: (a) CB Richard Ellis Group, (b) Fir Tree, (c) Misys Banking Systems, (d) Wavelink Corporation, and (e) Brandes Investment Partners L.P. (collectively, the "Former

Representations"). None of the Former Representations have been active since December, 2008. I have consulted with the respective co-counsel in each of the Former Representations and have confirmed that each of the Former Representations has concluded, indeed concluded well before March 4, 2010. Ashby & Geddes has closed its files regarding such Former Representations.

10. Exhibit 2 contains a list of the entities or individuals identified in Exhibit 1, as well as any entities that may be affiliates of the Potential Parties-in-Interest, that Ashby & Geddes has represented, currently represents or may represent in the future in matters totally unrelated to the Debtors and these chapter 11 cases. When warranted, the Ashby & Geddes attorney who worked with such parties was asked about the connection between such parties and Ashby & Geddes and if he or she was aware of any conflict that may exist if Ashby & Geddes represented the Official Committee of Equity Security Holders (the "Equity Committee").

11. As a result of the foregoing procedures, I have thus far ascertained that Ashby & Geddes has neither an actual nor potential conflict of interest. Because of the nature of its general practice, Ashby & Geddes: (i) has appeared in the past and may appear in the future in cases unrelated to these chapter 11 cases where one or more of the Potential Parties-in-Interest may be involved; and (ii) has represented in the past, currently represents or may represent in the future one or more of such parties or other Potential Parties-in-Interest in matters unrelated to these chapter 11 cases. Ashby & Geddes does not represent these entities on matters in any way related to the Debtors or these chapter 11 cases.

12. As disclosed above and in Exhibit 2, as part of their practices, Ashby & Geddes and their members, counsel and associates have in the past represented, currently represent and may represent in the future entities, or affiliates of entities, that are creditors of the

Debtors, or other parties-in-interest in the Debtors' chapter 11 cases, in matters unrelated to these chapter 11 cases.

13. Except as otherwise disclosed herein, prior to the commencement of the Debtors' cases, Ashby & Geddes has not, and during the pendency of its representation of the Equity Committee will not, represent any entity other than the Equity Committee in connection with these chapter 11 cases.

14. Further, Ashby & Geddes appears in cases, proceedings and transactions involving different attorneys, accountants, financial consultants and investment bankers, some of which now or may in the future represent parties-in-interest in these chapter 11 cases. Additionally, in the course of its practice, Ashby & Geddes represents different financial institutions in matters unrelated to the Debtors and has or may have represented one or more of the financial institutions which are creditors in these chapter 11 cases. Except as otherwise disclosed herein, notwithstanding the foregoing, Ashby & Geddes has not and will not represent any of such entities in relation to these chapter 11 cases or have any relationship with any such entity, attorneys, accountants, financial consultants and investment bankers that would be adverse to the Equity Committee or the Debtors' equity security holders.

15. Based on the foregoing and to the best of my knowledge, Ashby & Geddes is "disinterested" as that term is defined in section 101(14) of the Bankruptcy Code and does not represent or hold an interest adverse to the Equity Committee or the Debtors' equity security holders.

16. Subject to this Court's approval and in accordance with section 330(a) of the Bankruptcy Code, the Bankruptcy Rules, the local rules of the United States Bankruptcy Court for the District of Delaware (the "Local Rules") and the Orders and Rules of the Court, the

Equity Committee requests that Ashby & Geddes be compensated on an hourly basis, plus reimbursement for the actual, necessary expenses it incurs. Although certain additional professionals and paraprofessionals at Ashby & Geddes may provide services to the Equity Committee from time to time, the principal attorneys and paralegal presently designated to represent the Equity Committee, and their current standard hourly rates, are:

<u>Professional</u>	<u>Position</u>	<u>Hourly Rate</u>
William P. Bowden	Member	\$590
Gregory A. Taylor	Member	\$425
Benjamin Keenan	Associate	\$295
Stacy L. Newman	Associate	\$245
Cathie J. Boyer	Paralegal	\$180

17. The hourly rates set forth above are Ashby & Geddes' current regular hourly rates for work of this nature and are adjusted on an annual basis. These rates are set at a level designed to fairly compensate Ashby & Geddes for the work of its attorneys and paraprofessionals and to cover fixed and routine overhead expenses. Such hourly rates do not include charges for non-legal personnel who also record time spent working on matters for particular clients. It is Ashby & Geddes' policy to charge its clients for all other services provided and for disbursements and expenses incurred in relation thereto. These disbursements and expenses include, among other things, charges for telephone and facsimile usage (outgoing only), photocopying (ten cents per page), travel, business meals, computerized research, messengers, couriers, postage, witness fees and fees related to trials and hearings. Ashby & Geddes will charge the Equity Committee for these expenses in a manner and at rates consistent with charges generally made to its other clients.

18. Other than as set forth herein or in the Application, no arrangement is proposed between the Equity Committee and Ashby & Geddes for compensation to be paid in these chapter 11 cases.

19. Ashby & Geddes understands that any compensation and expenses paid to it must be approved by the Court upon application consistent with the Bankruptcy Code and applicable Bankruptcy Rules.

20. During the course of these chapter 11 cases, Ashby & Geddes will seek compensation based upon its normal hourly billing rates in effect for the period in which services are performed and will seek reimbursement of necessary and reasonable out-of-pocket expenses in accordance with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules and the Orders and Rules of this Court. It is further contemplated that Ashby & Geddes will seek interim compensation and reimbursement of expenses during these chapter 11 cases as permitted by section 331 of the Bankruptcy Code and the Orders and Rules of this Court.

21. No promises have been received by the Firm, nor by any partner, counsel or associate thereof, as to compensation in connection with these cases other than in accordance with the provisions of the Bankruptcy Code. The Firm has no agreement with any other entity to share with such entity any compensation received by the Firm in connection with these cases.

WHEREFORE, affiant respectfully prays for the entry of the annexed order and for such other and further relief as may be just and proper.

Dated: March 15, 2010



A handwritten signature in black ink, appearing to read "W. P. Bowden", written over a horizontal line.

William P. Bowden (No. 2553)
ASHBY & GEDDES, P.A.

*Proposed Delaware Counsel to the Official
Committee of Equity Security Holders*

SWORN AND SUBSCRIBED this 15th day of March, 2010.

A handwritten signature in black ink, appearing to read "Nancy M. Lopez", written over a horizontal line.
Notary Public

Exhibit 1

Potential Parties-in-Interest

Debtors

Washington Mutual, Inc.
WMI Investment Corp.

Non-Debtor, Non-Banking Subsidiaries

WM Aircraft Holdings LLC
HS Loan Partners LLC
Sutter Bay Associates LLC
Sutter Bay Corporation
Ahmanson GGC LLC
Ahmanson Residential 2
Washington Mutual Finance Group LLC
Flower Street Corporation
ACD3
Riverpoint Associates
WMHFA Delaware Holdings LLC
Great Western Service Corporation Two
Ahmanson Obligation Company
ACD2
Ahmanson Residential Development
H.S. Loan Corporation
WM Citation Holdings, LLC
Ahmanson Developments, Inc.
WMI Rainier LLC
PCA Asset Holdings LLC

Non-Debtor, Banking Subsidiaries

110 East 42nd Operating Company, Inc.
620-622 Pelhamdale Avenue Owners Corporation
Accord Realty Management Corporation
Ahmanson Land Company
Ahmanson Marketing, Inc.
Bryant Financial Corporation
California Reconveyance Company
CCB Capital Trust IV
CCB Capital Trust IX
CCB Capital Trust V
CCB Capital Trust VI
CCB Capital Trust VII
CCB Capital Trust VIII
Commercial Loan Partners L.P.
Cranbrook Real Estate Investment Trust
CRP Properties, Inc.
Development, Inc.
Dime Capital Partners, Inc.
Dime Mortgage of New Jersey, Inc.

ECP Properties, Inc.
F.C. LTD.
FA California Aircraft Holding Corp.
FA Out-of-State Holdings, Inc.
Great Western FS Corporation, Inc.
H.F. Ahmanson & Company
Harmony Agency, Inc.
HCP Properties Holdings, Inc.
HCP Properties, Inc.
HFC Capital Trust 1
HHP Investment, LLC
HMP Properties, Inc.
Home Crest Insurance Services, Inc.
Irvine Corporate Center, Inc.
Ladue Service Corporation
Long Beach Securities Corp.
Marion Insurance Company, Inc.
Mats Mats Bay BPS, Ltd
Mid Country Inc.
Murphey Favre Properties, Inc.
NAMCO Securities Corp.
Neah Bay BPS Holdco, Inc.
Nickel Purchasing Company, Inc.
Norstar Mortgage Corp.
North Properties, Inc.
Pacific Centre Associates LLC
Pacoima Investment Fund I, LLC
Pike Street Holdings, Inc.
Plainview Inn, Inc.
Providian Bancorp Services
Providian Services Corporation
Providian Services LLC
Providian Technology Services Private Limited
Rivergrade Investment Corp.
Robena Feedstock LLC
Robena LLC
Savings of America, Inc.
Seafair Securities Holding Corp.
Second and Union LLC
Seneca Funding (UK) Limited
Sivage Financial Services LLC
SoundBay Leasing LLC
Stockton Plaza, Incorporated
The E-F Battery Accord Corporation
WaMu 1031 Exchange
WaMu Asset Acceptance Corp.

WaMu Capital Corp.
WaMu Insurance Services, Inc.
WaMu Investments, Inc.
Washington Mutual – Seattle Art Museum Project Owners Association
Washington Mutual Asset Securities Corp.
Washington Mutual Brokerage Holdings, Inc.
Washington Mutual Capital Trust 2001
Washington Mutual Community
Washington Mutual Mortgage Securities Corp.
Washington Mutual Preferred Funding LLC
Washington Mutual Trade Service Limited
Washington Mutual, Inc.
Western Service Co.
WM Asset Holdings Corp.
WM Enterprises & Holdings, LLC
WM Funds Disbursements, Inc.
WM Mortgage Reinsurance Company, Inc.
WM Specialty Mortgage LLC
WM Winslow Funding LLC
WMB Baker LLC
WMB St. Helens LLC
WMBFA Insurance Agency, Inc.
WMFS Insurance Services, Inc.
WMGW Delaware Holdings LLC
WMICC Delaware Holdings LLC
WMRP Delaware Holdings LLC
Yellowstone Venture, Inc.
Washington Mutual Bank
Washington Mutual Bank fsb

Current and Former Directors/Managers (up to three years)

Stephen E. Frank
Alan H. Fishman
David Bonderman
Michael K. Murphy
William G. Reed
James H. Stever
Phillip D. Matthews
Margaret Osmer-McQuade

Current and Former Officers (up to three years)

Alfred R. Brooks
Alison Watson
Andrea Radosevich
Angela D. Veksler
Anna Griffel

Anthony F. Vuoto
Anthony T. Meola
Bill Murray
Bill Steinmetz
Brandon L. Varnadore
Brenda G. Eck
Carey M. Brennan
Casey M. Nault
Catharine E. Killien
Charles E. Smith III
Christen L. ZZ-Blunt
Christopher J. Bellavia
Cinzia A. Keller
Colin Eccles
Craig E. Tall
Curt Brouwer
Damir Pekusic
Dana N. Green
Daniel P. Leary
Daryl D. David
David Beck
David C. Schneider
David G. Murphy
David M. Coultas
Debora D. Horvath
Daborah Brignac
Deveri M. Ray
Don L. Risgbee
Doreen A. Logan
Dottie J. Jensen
Douglas G. Wisdorf
Elizabeth A. Proctor
Elizabeth Pepper
Erik E. Strom
Eunhee C. Sumner
Fergal Stack
Feranando Hernandez
Frank Vella, Jr.
Frank W. Baier
Glen D. Simecek
Greg Camas
Greg Sayegh
Gregory Cornick
Gwendolyn Y. Austin
Harold Holbrook
Huey-Jen Chiu

Jake D. Domer
James B. Corcoran
James Gorzalski
Jan L. Owen
Januelin F. Schrag
Jarrod M. Bone
Jason R. Eaker
Jeffrey W. Gideon
Jim Gorzalski
Joan I. Olds
Jocelyn Tate
John C. Berens
John E. Robinson
John F. Robinson
John F. Woods
John P. McMurray
Joyce M. Raidle
Karen Crandall
Kathleen E. Burton
Kelly K. Livingston
Kelly P. Wilson
Kenneth Kido
Kimberly A. Cannon
Kimberly S. Mathys
Kurt Schumacher
Laurie K. Hanson
Linda O'Brien
Mark A. Reinhardt
Marthat V. Baggs
Matthew "Scott" Gaspard
Melba A. Barteis
Melissa J. Ballenger
Michael A. Reynoldson
Michael S. Solender
Michelle McCarthy
Miguel P. Suazo
Monica J. Berger
Nandita Bakhshi
Nelda Soza
Nerminka Hasanic
Nicole Gonzalez
Oretha C. Brooks
Patricia Schulte
Peter Freilinger
Pia Jorgensen
Randy Melby

Renee T. Johnson
Reza Aghamirzadeh
Richard Blunck
Richard Careaga
Robert “Rob” H. Moore
Robert C. Bjorklund
Robert J. Williams
Shannon L. Macklin
Sophie H. Hume
Stephen Fortunato
Stephen J. Rotella
Steve Brinton
Steve K. Stearns
Steven Audino
Stewart M. Landefeld
Susan Jackson
Susan R. Taylor
Suzanne M. Krahling
Svetlana V. Khomutova
Tandrea D. Matthews
Thomas Casey
Thomas E. Morgan
Thomas M. Schieffer
Thomas W. Casey
Tim M. Cleary
Todd H. Baker
Vincent Hui
Virginia Doolen
Weijia Wu
William L. Lynch
Yolandra Johnson

Significant Stockholders/Investors

TPG Capital

Secured Creditors

Information Leasing Corporation
General Electric Capital Company
Key Equipment Finance, a division of Key Corporation Capital, Inc.
General Electric Capital Corporation
Fleet Business Credit, LLC
EMC Corporation DDI Leasing, Inc.
Pitney Bowes Credit Corporation
Charlette Sneed
Nancy Lloyd
CIC Works Inc

Kimberly Henn

Top 30 Unsecured Creditors

Bank of New York Mellon
Law Debenture Trust Company of New York
Wells Fargo Bank, N.A.
Wilmington Trust Company
Verizon Services Corp.
KPMG LLP
McKinsey & Company Inc. US
IBM
Cognizant
CB Richard Ellis
PepoleSupport Inc.
Tata American International
AT&T
EMC
Securitas Security Services USA
Covansys
Fidelity National Informa
Acxiom Corp.
Tajima Creative
WIPRO
Oracle Corporation

Professionals

Akin Gump
Goldman Sachs Group, Inc.
Alvarez & Marsal
Kurtzman Carson Consultants
Joele Frank, Wilkinson Brimmer Katcher
Richards, Layton & Finger, P.A.
Simpson Thacher & Bartlett LLP
Davis Wright Tremaine LLP
Perkins Coie LLP
McKee Nelson LLP
Gibson Dunn & Crutcher LLP
Shearman & Sterling LLP
Miller & Chevalier, Chartered
Grant Thornton

Litigation Parties

FDIC
JPMorgan Chase
Nadia Youkelsone
Francisco Wence

American National Insurance Company
American National Property and Casualty Company
American National General Insurance Company
Farm Family Life Insurance Company
Farm Family Casualty Insurance Company
Pacific Property and Casualty Company
American National Lloyds Insurance Company
National Western Life Insurance Company
Garden State Life Insurance Company

Equity Committee Members

Esopus Creek Vaule, LLC
Kenneth I. Feldman
Saul Sutton
Dorothea Barr
Joyce M. Presnall
Tyson Matthews
Michael Willingham

Bank Bond Holders

Altma Fund Sicav P.L.C. In Respect of Russell Sub-Fund
Anchorage Capital Master Offshore, Ltd.
Bank of Scotland plc
Fir Tree Capital Opportunity Mater Fund, L.P.
Fir Tree Capital Mortgage Opportunity Master Fund, L.P.
Fir Tree Value Master Fund, L.P.
HFR ED Select Fund IV Master Trust
Lyxor/York Fund Limited
Marathon Credit Opportunity Master Fund, Ltd.
Marathon Special Opportunity Master Fund, Ltd.
Permal York Ltd.
Quintessence Fund L.P.
QVT Fund LP
The Governor and Company of the Bank of Ireland
The Varde Fund, L.P.
The Varde Fund VI-A, L.P.
The Varde Fund VII-B, L.P.
The Varde Fund VIII, L.P.
The Varde Fund IX, L.P.
The Varde Fund IX-A, L.P.
Varde Investment Partners (Offshore), Ltd.
Varde Investment Partners, L.P.
York Capital Management, L.P.
York Credit Opportunities Fund, L.P.
York Credit Opportunities Master Fund, L.P.
York Investment Master Fund, L.P.

York Select, L.P.
York Select Master Fund, L.P.

Exhibit 2

Potential Parties-In-Interest That Ashby & Geddes Has Represented, Currently Represents or May in the Future Represent in Matters Unrelated to the Debtors

As a result of its review, Ashby & Geddes has determined that it has in the past, presently or may in the future represent the following individuals or entities that are, or may be affiliates of, creditors of the Debtors or parties-in-interest in the Debtors' chapter 11 cases, in each instance on matters unrelated to the Debtors' chapter 11 cases:

Debtors

Creditor Name	Current Unrelated	Former Unrelated
None		

Non-Debtor, Non-Banking Subsidiaries

Creditor Name	Current Unrelated	Former Unrelated
None		

Non-Debtor, Banking Subsidiaries

Creditor Name	Current Unrelated	Former Unrelated
Washington Mutual Mortgage Securities Corp.		•
Washington Mutual Bank		•
Washington Mutual Bank fsb*		•

Current and Former Directors/Managers (up to three years)

Creditor Name	Current Unrelated	Former Unrelated
None		

Current and Former Officers (up to three years)

Creditor Name	Current Unrelated	Former Unrelated
None		

Significant Stockholders/Investors

Creditor Name	Current Unrelated	Former Unrelated
None		

Secured Creditors

Creditor Name	Current Unrelated	Former Unrelated
General Electric Capital Company*		•
General Electric Capital Corporation	•	•
Fleet Business Credit, LLC		•

Top 30 Unsecured Creditors

Creditor Name	Current Unrelated	Former Unrelated
Bank of New York Mellon	•	
Wells Fargo Bank, N.A.		•
Wilmington Trust Company	•	
Verizon Services Corp.*	•	•
KPMG LLP	•	•
IBM*		•
CB Richard Ellis	•	•
AT&T*	•	•
EMC*	•	

Professionals

Creditor Name	Current Unrelated	Former Unrelated
Goldman Sachs Group, Inc.*	•	•

Litigation Parties

Creditor Name	Current Unrelated	Former Unrelated
FDIC		•
JPMorgan Chase	•	•
American National Insurance Company		•

Equity Committee Members

Creditor Name	Current Unrelated	Former Unrelated
None		

Bank Bond Holders

Creditor Name	Current Unrelated	Former Unrelated
Bank of Scotland plc*		•
QVT Fund LP*		•
York Capital Management, L.P.	•	

* Denotes entities that Ashby & Geddes believes may be affiliated with entities that it has in the past, presently or may in the future represent in matters unrelated to the Debtors' chapter 11 cases.

Exhibit B
Proposed Order

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

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

**ORDER PURSUANT TO 11 U.S.C. §§ 328, 330 AND 1103
AND FED. R. BANKR. P. 2014 AUTHORIZING THE RETENTION AND
EMPLOYMENT OF ASHBY & GEDDES, P.A. AS DELAWARE COUNSEL TO
THE OFFICIAL COMMITTEE OF SECURITY EQUITY SECURITY HOLDERS
OF WASHINGTON MUTUAL, INC., ET AL., *NUNC PRO TUNC* TO MARCH 4, 2010**

Upon consideration of the application dated March __, 2010 (the "Application")² of the Official Committee of Equity Security Holders of the above captioned debtors and debtors in possession (the "Equity Committee"), for an order authorizing the Equity Committee to retain and employ the law firm of Ashby & Geddes, P.A. (the "Firm" or "Ashby & Geddes") as Delaware counsel *nunc pro tunc* to March 4, 2010 pursuant to sections 328, 330 and 1103 of the Bankruptcy Code and Bankruptcy Rule 2014; and upon consideration of the Bowden Affidavit filed in support thereof; and the Court being satisfied based upon the representations made in the Application and the Bowden Affidavit that Ashby & Geddes represents no interest adverse to the Equity Committee or the Debtors' equity security holders with respect to matters upon which the Firm is to be engaged, that Ashby & Geddes is a "disinterested person" as that term is defined under section 101(14) of the Bankruptcy Code, as modified by section 1107(b) of the

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are: Washington Mutual, Inc. (3725) and WMI Investment Corp. (5396). The Debtors' principal offices are located at 1301 Second Avenue, Seattle, Washington 98101.

² Capitalized terms not defined herein shall have the meanings ascribed to them in the Application.

Bankruptcy Code, and that Ashby & Geddes' employment is necessary and is in the best interests of the Equity Committee and the Debtors' equity security holders; and due and adequate notice of the Application having been given; and it appearing that no further or other notice is required; and after due deliberation and sufficient cause appearing therefore, it is hereby ORDERED that:

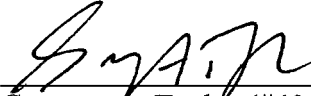
1. The Application is hereby **GRANTED**.
2. In accordance with section 328 and 1103 of the Bankruptcy Code, the Equity Committee is hereby authorized to retain and employ the law firm of Ashby & Geddes as Delaware counsel on the terms set forth in the Application and the Bowden Affidavit *nunc pro tunc* to March 4, 2010.
3. Ashby & Geddes shall be entitled to an allowance of compensation and reimbursement of expenses upon the filing and approval of interim and final applications pursuant to the Bankruptcy Code, Bankruptcy Rules, the Local Rules and such other Orders as the Court may direct.
4. The Equity Committee is authorized and empowered to take such actions as may be necessary and appropriate to implement the terms of this Order.
5. This Court shall retain jurisdiction over any and all matters arising from or related to the interpretation or implementation of this Order.

Dated: Wilmington, Delaware
_____, 2010

THE HONORABLE MARY F. WALRATH
UNITED STATES BANKRUPTCY COURT

CERTIFICATE OF SERVICE

I, Gregory A. Taylor, hereby certify that on March 15, 2010, I caused one copy of the foregoing document to be served upon the parties on the attached service list by Hand Delivery (local) and first class U.S. Mail, postage prepaid (non-local), unless otherwise indicated.



Gregory A. Taylor (#4008)

Acxiom Corporation
CB Blackard III
301 E Dave Ward Dr
PO Box 2000
Conway, AR 72033-2000

Akin Gump Strauss Hauer & Feld LLP
Fred S Hodara
One Bryant Park
New York, NY 10036

Akin Gump Strauss Hauer & Feld LLP
Scott L Alberino
1333 New Hampshire Ave NW
Washington, DC 20036

Akin Gump Strauss Hauer & Feld LLP
Peter J Gurfein
2029 Century Park E Ste 2400
Los Angeles, CA 90067-3012

Akin Gump Strauss Hauer & Feld LLP
David P Simonds
2029 Century Park E Ste 2400
Los Angeles, CA 90067-3012

Alston & Bird LLP
J William Boone
1201 W Peachtree St
Atlanta, GA 30309-3424

Angelo Gordon & Co
Edward W Kressler
245 Park Ave 26th Fl
New York, NY 10167

Arapahoe County Attorneys Office
George Rosenberg
5334 S Prince St
Littleton, CO 80166

Archer & Greiner PC
Charles J Brown III
300 Delaware Ave Ste 1370
Wilmington, DE 19801

Arent Fox LLP
Andrew Silfen
1675 Broadway
New York, NY 10019

Arent Fox LLP
Jeffrey N Rothleder
1050 Connecticut Ave NW
Washington, DC 20036

Arnall Golden Gregory LLP
Darryl S Laddin
171 17th St NW Ste 2100
Atlanta, GA 30363-1031

Arnall Golden Gregory LLP
Michael F Holbein
171 17th St NW Ste 2100
Atlanta, GA 30363-1031

Severson & Werson, PC
Duane M. Geck
One Embarcadero Center, 26th Floor
San Francisco, CA 94111

Michael P. Morton, PA
Michael P. Morton
1203 North Orange Street
Wilmington, DE 19801

Rosenthal Monhait & Goddess, PA
Carmella Keener
919 N. Market Street, Suite 1401
P.O. Box 1070
Wilmington, DE 19899-1070

Bartlett Hackett Feinberg PC
Frank F McGinn
155 Federal St 9th Fl
Boston, MA 02110

Bayard PA
Jeffrey M Schlerf
PO Box 25130
Wilmington, DE 19899

Bernstein Litowitz Berger & Grossmann LLP
Chad Johnson
1285 Avenue of the Americas 38th Fl
New York, NY 10019

Bernstein Litowitz Berger & Grossmann LLP
Hannah Ross
1285 Avenue of the Americas 38th Fl
New York, NY 10019

Bernstein Litowitz Berger & Grossmann LLP
Jerald Bien Willner
1285 Avenue of the Americas 38th Fl
New York, NY 10019

Bifferato LLC
Ian Connor Bifferato
800 N King St Plaza Level
Wilmington, DE 19801

Bifferato LLC
Kevin G Collins
800 N King St Plaza Level
Wilmington, DE 19801

Blank Rome LLP
Michael DeBaecke
1201 Market St Ste 800
Wilmington, DE 19801

Breslow & Walker LLP
Roy H Carlin
767 Third Ave
New York, NY 10017

Bronwen Price
Gail B Price
2600 Mission St Ste 206
San Marion, CA 91108

Brown & Connery LLP
Donald K Ludman
6 N Broad St Ste 100
Woodbury, NJ 08096

Buchalter Nemer PC
Shawn M Christianson
333 Market St 25th Fl
San Francisco, CA 94105-2126

California Dept of Toxic Substances
James Potter
Deputy Attorney General
300 South Spring Street, Ste 1702
Los Angeles, CA 90013

Capehart & Scatchard PA
William G Wright
8000 Midlantic Dr Ste 300S
Mt Laurel, NJ 08054

Centerbridge Capital Partners LP
Vivek Melwani
375 Park Ave 12th Fl
New York, NY 10152-0002

City and County of Denver
Eugene J Kottenstette
Municipal Operations
201 W Colfax Ave Dept 1207
Denver, CO 80202-5332

City of Fort Worth
Christopher B Mosley
1000 Throckmorton St
Fort Worth, TX 76102

Connolly Bove Lodge & Hutz LLP
Jeffrey C Wisler
1007 N Orange St
PO Box 2207
Wilmington, DE 19899

Connolly Bove Lodge & Hutz LLP
Marc J Phillips
1007 N Orange St
PO Box 2207
Wilmington, DE 19899

County Attorneys Office
Erica S Zaron Asst County Attorney
2810 Stephen P Clark Center
111 NW First St
Miami, FL 33128-1993

Cox Smith Matthew Inc
Patrick L Huffstickler
112 E Pecan Ste 1800
San Antonio, TX 78205

Cross & Simon LLC
Christopher P Simon
913 N Market St 11th Fl
Wilmington, DE 19801

Curtis Mallet Prevost Colt & Mosle LLP
Steven J Reisman
101 Park Ave
New York, NY 10178-0061

David D Lennon
Asst Attorney General
Revenue Section
PO Box 629
Raleigh, NC 27602-0629

Dewey & LeBoeuf LLP
Peter A Ivanick
1301 Avenue of the Americas
New York, NY 10019

Dewey & LeBoeuf LLP
Andrew Z Lebwohl
1301 Avenue of the Americas
New York, NY 10019

Dexter D Joyner
Attorney for Pasadena ISD & Pearland ISD
4701 Preston Ave
Pasadena, TX 77505

DLA Piper LLP
Thomas R Califano
1251 Avenue of the Americas
New York, NY 10020-1104

DLA Piper LLP
Jeremy R Johnson
1251 Avenue of the Americas
New York, NY 10020-1104

Eckert Seamans Cherin & Mellot LLC
Ronald S Gellert
300 Delaware Ave Ste 1210
Wilmington, DE 19801

Edwards Angell Palmer & Dodge LLP
Stuart M Brown
919 N Market St 15th Fl
Wilmington, DE 19801

Edwards Angell Palmer & Dodge LLP
Craig R Martin
919 N Market St 15th Fl
Wilmington, DE 19801

Electronic Data Systems LLC
Ayala A Hassell
5400 Legacy Dr
MS H3 3A 05
Plano, TX 75024

Entwistle & Cappucci LLP
Andrew J Entwistle
280 Park Ave 26th Fl
New York, NY 10017

Entwistle & Cappucci LLP
Johnston de F Whitman Jr
280 Park Ave 26th Fl
New York, NY 10017

Entwistle & Cappucci LLP
Joshua K Porter
280 Park Ave 26th Fl
New York, NY 10017

First Pacific Bank of California
Jame Burgess
9333 Genesee Ave Ste 300
San Diego, CA 92121

Fox Hefter Swibel Levin & Carroll LLP
Margaret Peg M Anderson
200 W Madison St Ste 3000
Chicago, IL 60606

Fox Rothschild LLP

Jeffrey M Schlerf
919 N Market St
Citizens Bank Center Ste 1600
Wilmington, DE 19801

Freshfields Bruckhaus Deringer LLP

Will Higgs
65 Fleet St
London, EC4Y 1HS UK

Fried Frank Harris Shriver & Jacobson LLP

Matthew M Roose
One New York Plaza
New York, NY 10004-1980

Freshfields Bruckhaus Deringer US LLP

Harvey Dychiao
520 Madison Ave
New York, NY 10022

Fried Frank Harris Shriver & Jacobson LLP

Brian D Pfeiffer
One New York Plaza
New York, NY 10004-1980

Goulston & Storrs PC

Christine D Lynch
400 Atlantic Ave
Boston, MA 02110-333

Friedlander Misler

Robert E Greenberg
1101 17th St NW Ste 700
Washington, DC 20036-4704

Gay McCall Isaacks Gordon & Roberts

David McCall
777 E 15th St
Plano, TX 75074

Gulf Group Holdings Acquisitions & Applications

Beatriz Agramonte
18305 Biscayne Blvd Ste 400
Aventura, FL 33160

Greer Herz & Adams LLP

Frederick Black
One Moody Plz 18th Fl
Galveston, TX 77550

Greer Herz & Adams LLP

Tara B Annweiler
One Moody Plz 18th Fl
Galveston, TX 77550

Hewlett Packard Company

Ken Higman
2125 E Katella Ave Ste 400
Anaheim, CA 92806

Hagens Berman Sobol Shapiro LLP

Andrew M Volk
1301 Fifth Ave Ste 2900
Seattle, WA 98101

Hennigan Bennet Dorman LLP

Michael C Schneiderei
865 S Figueroa St Ste 2900
Los Angeles, CA 90017

IBM Credit LLC

Bill Dimos
North Castle Dr
MD 320
Armonk, NY 10504

Hennigan Bennet Dorman LLP

Bennett J Murphy
865 S Figueroa St Ste 2900
Los Angeles, CA 90017

IBM Corporation

Vicky Namken
13800 Diplomat Dr
Dallas, TX 75234

Kasowitz Benson Torres & Friedman

Paul M Oconnor III
1633 Broadway
New York, NY 10019

Hodges and Associates

A Clifton Hodges
4 E Holly St Ste 202
Pasadena, CA 91103-3900

Kasowitz Benson Torres & Friedman

David S Rosner
1633 Broadway
New York, NY 10019

Keller Rohrback LLP

Derek W Loeser
Lynn L. Sarko
Karin B. Swope
1201 Third Ave Ste 3200
Seattle, WA 98101

Johnson Pope Bokor Ruppel & Burns LLP

Angelina E Lim
PO Box 1368
Clearwater, FL 33757

Kasowitz Benson Torres & Friedman

Daniel A Fliman
1633 Broadway
New York, NY 10019

Landis Rath & Cobb LLP

Adam G Landis
919 Market St Ste 600
Wilmington, DE 19801

Kasowitz Benson Torres & Friedman

Trevor J Welch
1633 Broadway
New York, NY 10019

Kelley Drye & Warren LLP

Eric R Wilson
101 Park Ave
New York, NY 10178

Law Offices of Robert E Luna PC

Andrea Sheehan
4411 N Central Expressway
Dallas, TX 75205

Kelley Drye & Warren LLP

Howard S Steel
101 Park Ave
New York, NY 10178

Law Offices of Lippe & Associates

Emil Lippe Jr
600 N Pearl St Ste S2460
Plaza of the Americas South Tower
Dallas, TX 75201

Lichtsinn & Haensel

Kathleen R. Dahlgren
111 E Wisconsin Ave Ste 1800
Milwaukee, WI 53202

Landis Rath & Cobb LLP

Matthew B McGuire
919 Market St Ste 600
Wilmington, DE 19801

Lichtsinn & Haensel

Michael J Bennett
111 E Wisconsin Ave Ste 1800
Milwaukee, WI 53202

Loeb & Loeb LLP

Vadim J Rubinstein
345 Park Ave
New York, NY 10154

Leslie Stephen Wolfe

711 Van Nuys St
San Diego, CA 92109

Loeb & Loeb LLP

Walter H Curchack
345 Park Ave
New York, NY 10154

Lowenstein Sandler PC

Ira M Levee
65 Livingston Ave
Roseland, NJ 07068

Linebarger Goggan Blair & Sampson LLP

Elizabeth Weller
2323 Bryan St Ste 1600
Dallas, TX 75201

Lowenstein Sandler PC

Michael S Etkin
65 Livingston Ave
Roseland, NJ 07068

Lowenstein Sandler PC

Joseph M Yar
65 Livingston Ave
Roseland, NJ 07068

Loeb & Loeb LLP

Daniel B Besikof
345 Park Ave
New York, NY 10154

Lowenstein Sandler PC

Eric H Horn
65 Livingston Ave
Roseland, NJ 07068

McCreary Veselka Bragg & Allen

Michael Reed
PO Box 1269
Round Rock, TX 78680

Lowenstein Sandler PC

Vincent A Dagostino
65 Livingston Ave
Roseland, NJ 07068

Manatee County Tax Collector

Ken Burton
Michelle Leeson
819 US 301 Blvd W
Bradenton, FL 34205

McGuire Woods LLP

Sally E Edison
625 Liberty Ave 23rd Fl
Pittsburgh, PA 15222

Manatee County Tax Collector

Ken Burton
Michelle Leeson
PO Box 25300
Bradenton, FL 34206-5300

McDermott Will & Emery LLP

Nava Hazan
340 Madison Ave
New York, NY 10173-1922

Morris James LLP

Brett D Fallon
500 Delaware Ave Ste 1500
PO Box 2306
Wilmington, DE 19899-2306

McDermott Will & Emery LLP

Gary O Ravert
340 Madison Ave
New York, NY 10173-1922

Miami Dade Bankruptcy Unit

Alberto Burnstein
140 W Flagler St Ste 1403
Miami, FL 33130-1575

O Melveny & Myers LLP

Michael J Sage
Time Square Tower
7 Times Square
New York, NY 10036

McGuire Woods LLP

Nicholas E Meriwether
625 Liberty Ave 23rd Fl
Pittsburgh, PA 15222

Newstart Factors Inc

Gregory Vadasdi
2 Stamford Plaza Ste 1501
281 Tresser Blvd
Stamford, CT 06901

Oregon Dept of Justice

Carolyn G Wade
Senior Asst Attorney General
1162 Court St NE
Salem, OR 97301-4096

Morrison & Foerster LLP
Brett H Miller
1290 Avenue of the Americas
New York, NY 10104

Office of Thrift Supervision
Christopher A Sterbenz
Trial Counsel Litigation Div
1700 G St NW
Washington, DC 20552

Pension Benefit Guaranty Corp
Joel W Ruderman
Office of the Chief Counsel
1200 K St NW
Washington, DC 20005-4026

O Melveny & Myers LLP
Jason Alderson
Time Square Tower
7 Times Square
New York, NY 10036

Patterson Belknap Webb & Tyler
Brian P Guiney
1133 Avenue of the Americas
New York, NY 10036-6710

Pepper Hamilton LLP
David M Fournier
Hercules Plaza Ste 5100
1313 N Market St
Wilmington, DE 19801

Patterson Belknap Webb & Tyler
Daniel A Lowenthal
1133 Avenue of the Americas
New York, NY 10036-6710

Pepper Hamilton LLP
Evelyn J Meltzer
Hercules Plaza Ste 5100
1313 N Market St
Wilmington, DE 19801

Perkins Coie LLP
Ronald L Berenstain
1201 Third Ave 48th Fl
Seattle, WA 98101

Pepper Hamilton LLP
David B Stratton
Hercules Plaza Ste 5100
1313 N Market St
Wilmington, DE 19801

Perkins Coie LLP
Alan D Smith
1201 Third Ave 48th Fl
Seattle, WA 98101

Pillsbury Winthrop Shaw Pittman LLP
Rick B Antonoff
1540 Broadway
New York, NY 10036-4039

Perdue Brandon Fielder Collins & Mott LLP
Elizabeth Banda
PO Box 13430
Arlington, TX 76094-0430

Phillips Goldman & Spence PA
Stephen W Spence
1200 N Broom St
Wilmington, DE 19806

**Platzer Sergold Karlin Levine Goldberg
Jaslow LLP**
Sydney G Platzer
1065 Avenue of the Americas 18th Fl
New York, NY 10018

Perkins Coie LLP
Brian A Jennings
1201 Third Ave 48th Fl
Seattle, WA 98101

Plains Capital Bank Building
Michael S Mitchell
18111 N Preston Rd Ste 810
Dallas, TX 75252

Reed Smith LLP
James C McCarroll
599 Lexington Ave 30th Fl
New York, NY 10022

Pillsbury Winthrop Shaw Pittman LLP
Erica Carrig
1540 Broadway
New York, NY 10036-4039

Reed Smith LLP
J Cory Falgowski
1201 Market St Ste 1500
Wilmington, DE 19801

Riddell Williams PS
Joseph E Shickich Jr
1001 4th Ave Ste 4500
Seattle, WA 98154-1192

Procopio Cory Hargreaves & Savitch LLP
Jeffrey Isaacs
530 B St Ste 2100
San Diego, CA 92101

Reed Smith LLP
J Andrew Rahl
599 Lexington Ave
New York, NY 10022

**San Diego Treasurer Tax Collector of
California**
Bankruptcy Desk
Dan McAllister
1600 Pacific Hwy Rm 162
San Diego, CA 92101

Reed Smith LLP
Kurt F Gwynne
1201 Market St Ste 1500
Wilmington, DE 19801

Romero Law Firm
Martha Romero
6516 Bright Ave
BMR Professional Bldg
Whittier, CA 90601

Satterlee Stephens Burke & Burke LLP
Pamela A Bosswick
230 Park Ave
New York, NY 10169

Robert M Menar
700 S Lake Ave Ste 325
Pasadena, CA 91106

Satterlee Stephens Burke & Burke LLP
Christopher R Belmonte
230 Park Ave
New York, NY 10169

Singer & Levick PC
Michelle E Shriro
16200 Addison Rd Ste 140
Addison, TX 75001

**San Joaquin County Treasurer & Tax
Collector**

Christine M Babb
500 E Mail St 1st Fl
PO Box 2169
Stockton, CA 95201

Shipman & Goodwin LLP
Julie A Manning
One Constitution Plaza
Hartford, CT 06103-1919

Sullivan & Cromwell LLP
Hydee R Feldstein
1888 Century Park E
Los Angeles, CA 90067-1725

Saul Ewing LLP
Mark Minuti
222 Delaware Ave Ste 1200
PO Box 1266
Wilmington, DE 19899

Steckbauer Weinhart Jaffe LLP
Barry S Glaser
333 S Hope St Ste 3600
Los Angeles, CA 90071

Tannenbaum Helpen Syracuse & Hirschtritt
Roy H Carlin
900 Third Ave 13th Fl
New York, NY 10022

State of Washington Dept of Revenue
Zachary Mosner Asst Attorney General
800 Fifth Ave Ste 2000
Seattle, WA 98104-3188

Sullivan & Cromwell LLP
Robinson B Lacy
125 Broad St
New York, NY 10004-2498

Treasurer Tax Collector
Dan McAllister Bankruptcy Desk
1600 Pacific Hwy Room 162
San Diego, CA 92101

Sullivan & Cromwell LLP
Robert R Urband
1888 Century Park E
Los Angeles, CA 90067-1725

Tennessee Dept of Revenue
TN Attorney Generals Office Bankruptcy Div
PO Box 20207
Nashville, TN 37202-0207

US Department of Justice
Jan M Geht Trial Attorney Tax Division
PO Box 227
Washington, DC 20044

Tax Collector for Polk County
Office of Joe G Tedder
Bonnie Holly Delinquency & Enforcement
PO Box 2016
Bartow, FL 33831-2016

Unisys Corporation
Janet Fitzpatrick Legal Asst
Unisys Way
PO Box 500 MS E8 108
Blue Bell, PA 19424

Weiss Serota Helfman
Douglas R Gonzales
200 E Broward Blvd Ste 1900
Fort Lauderdale, FL 33301

Tulare County Tax Collector
Melissa Quinn
221 S Mooney Blvd Rm 104 E
Visalia, CA 93291-4593

Walter R Holly Jr
10853 Garland Ave
Culver City, CA 90232

White & Case LLP
Thomas E Lauria
Wachovia Financial Center
200 S Biscayne Blvd Ste 4900
Miami, FL 33131

Vedder Price PC
Douglas J Lipke
222 N LaSalle St Ste 2600
Chicago, IL 60601

Werb & Sullivan
Matthew P Austria
300 Delaware Ave Ste 1300
PO Box 25046
Wilmington, DE 19899

Willkie Farr & Gallagher LLP
Shaunna D Jones
787 Seventh Ave
New York, NY 10019-6099

Werb & Sullivan
Duane D Werb
300 Delaware Ave Ste 1300
PO Box 25046
Wilmington, DE 19899

Willkie Farr & Gallagher LLP
Thomas H Golden
787 Seventh Ave
New York, NY 10019-6099

Attorney Generals Office
Joseph R Biden III
Carvel State Office Bldg
820 N French St 8th Fl
Wilmington, DE 19801

Willkie Farr & Gallagher LLP

Shelley Chapman
787 Seventh Ave
New York, NY 10019-6099

Young Conaway Stargatt & Taylor LLP

M Blake Cleary
1000 West St 17th Fl
Wilmington, DE 19801

Delaware Secretary of the State

Division of Corporations
PO Box 898
Franchise Tax Division
Dover, DE 19903

Young Conaway Stargatt & Taylor LLP

Robert S Brady
1000 West St 17th Fl
Wilmington, DE 19801

Delaware Dept of Justice

Attn Bankruptcy Dept
Div of Securities
820 N French St 5th Fl
Wilmington, DE 19801

Federal Deposit Insurance Corp

Donald McKinley
1601 Bryan St
PAC 04024
Dallas, TX 75201

Bank of New York Mellon

Attn Gary S Bush
Global Corporate Trust
101 Barclay St
New York, NY 10286

Department of Labor

Division of Unemployment Ins
4425 N Market St
Wilmington, DE 19802

Internal Revenue Service

Centralized Insolvency Operation
11601 Roosevelt Blvd
Mail Drop N781
Philadelphia, PA 10154

Delaware Secretary of the Treasury

PO Box 7040
Dover, DE 19903

Internal Revenue Service

Centralized Insolvency Operation
PO Box 21126
Philadelphia, PA 19114-0326

Office of Thrift Supervision

Darrell W Dochow
Pacific Plaza
2001 Junipero Serra Blvd Ste 650
Daly City, CA 94014-1976

Federal Deposit Insurance Corp

Stephen J Pruss
1601 Bryan St
PAC 04024
Dallas, TX 75201

Office of the United States Trustee Delaware

Joseph McMahon
844 King St Ste 2207
Lockbox 35
Wilmington, DE 19899-0035

Wilmington Trust Company

Jame McGinley
520 Madison Ave 33rd Fl
New York, NY 10022

Law Debenture Trust Company of New York

Jame Heaney
400 Madison Ave 4th Fl
New York, NY 10017

Wells Fargo Bank NA

Thomas M Korsman
625 Marquette Ave
Minneapolis, MN 55479

Weil Gotshal & Manges LLP

Michael F Walsh
767 Fifth Ave
New York, NY 10153

Richards Layton & Finger PA

Mark D Collins
One Rodney Square
920 N King St
Wilmington, DE 19899

Richards Layton & Finger PA

Chun I Jang
One Rodney Square
920 N King St
Wilmington, DE 19899

Securities & Exchange Commission

15th & Pennsylvania Ave NW
Washington, DC 20020

Securities & Exchange Commission

100 F Street NE
Washington, DC 20549

Securities & Exchange Commission

Daniel M Hawke
The Mellon Independence Ctr
701 Market St
Philadelphia, PA 19106-1532

Securities & Exchange Commission

Allen Maiza
Northeast Regional Office
3 World Financial Center Rm 4300
New York, NY 10281

State of Delaware Division of Revenue

Randy R Weller MS No 25
820 N French St 8th Fl
Wilmington, DE 19801-0820

US Attorney General US Department of Justice

Michael Mukasey
950 Pennsylvania Ave NW
Washington, DC 20530-0001

US Attorneys Office

Ellen W Slight
1007 N Orange St Ste 700
PO Box 2046
Wilmington, DE 19899-2046

Verizon Services Corp

William M Vermette
22001 Loudon County Parkway
Room E1 3 113
Ashburn, VA 20147

Washington Mutual Claims Processing

c o Kurtzman Carson Consultants
2335 Alaska Ave
El Segundo, CA 90245

Weil Gotshal & Manges LLP

Marcia L Goldstein
767 Fifth Ave
New York, NY 10153

Weil Gotshal & Manges LLP

Brian S Rosen
767 Fifth Ave
New York, NY 10153

Ashby & Geddes PA

Don A Beskrone
500 Delaware Ave 8th Fl
PO Box 1150
Wilmington, DE 19899

Ashby & Geddes PA

Amanda M Winfree
500 Delaware Ave 8th Fl
PO Box 1150
Wilmington, DE 19899

Elliott Greenleaf

Neil R. Lapinski
1105 North Market Street, Suite 1700
Wilmington, DE 19801

Quinn Emanuel Urquhart Oliver & Hedges

Peter E. Calamari
Michael B. Carlinsky
51 Madison Avenue
New York, NY 10010

Quinn Emanuel Urquhart Oliver & Hedges

Susheel Kirpalani
David Elsberg
51 Madison Avenue
New York, NY 10010

Pachulski Stang Ziehl & Jones

Timothy Cairns
919 North Market Street, 17th Floor
Wilmington, DE 19801

Wilmer Cutler Pickering Hale & Dorr

Philip D. Anker
399 Park Avenue
New York, NY 10022

Wilmer Cutler Pickering Hale & Dorr

Russell J. Bruemmer
Gianna Ravenscourt
1875 Pennsylvania Avenue, NW
Washington, DC 20006

Wilmer Cutler Pickering Hale & Dorr

Nancy L. Manzer
Lisa Ewart
1875 Pennsylvania Avenue, NW
Washington, DC 20006