

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

)	Chapter 11
In re:)	
)	Case No. 08-12229 (MFW)
WASHINGTON MUTUAL, INC., <u>et al.</u> , ¹)	
)	(Jointly Administered)
Debtors.)	
)	Related Docket No. 2523

**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 15, 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 Supplemental Affidavit of William P. Bowden in support of the Application [dkt. 3074] (the "Supplemental Affidavit"), and the Court being satisfied based upon the representations made in the Application, the Bowden Affidavit, and the Supplemental 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,

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.



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 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

April 8, 2010



THE HONORABLE MARY F. WALRATH
UNITED STATES BANKRUPTCY COURT